



KGN ENTERPRISES LTD.

Manufacturers & Global Exporters of
All Grades of Castor Oil and Derivatives

Mfg. Unit: Block No.315, 316/1, 318, Kheda - Dholka Highway, Village Hariyala, Dist. Kheda, Gujarat - 387 411 - INDIA
Ph: +91 - 2684 224461, | E-mail: info@kgnenterprises.com | Website: www.kgnenterprises.com | CIN: L45201MH1994PLC204203

Reg. Office: B- 15, Hirnen Shopping Centre Co. Op. Hsg. Soc. Ltd Near City Centre, S.V Road,
Goregaon (West) Mumbai - 400062

Date: September 26th, 2017

To,
The Manager, Listing
BSE Ltd.,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001

Subject: Submission of Annual Report for the Financial Year 2016-2017

Ref: Company Code: BSE: 533790
Company Symbol: METROPOLITAN STOCK EXCHANGE: KGNENT

Sir,

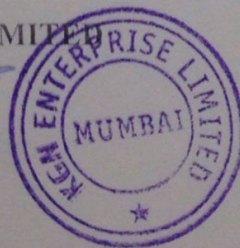
Pursuant to Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 we are enclosing a copy of Annual Report of the Company for the Financial Year 2016-2017.

You are requested to take the same on record.

Thanking you,

For KGN ENTERPRISES LIMITED

AUTHORISE SIGNATORY



CC To:

Mr. Anish Kumar
Assistant Vice President-Listing
Metropolitan Stock Exchange of India Limited
Vibgyor Towers, 4th Floor, Plot No. C 62, G-Block,
Opp. Trident Hotel, Bandra Kurla Complex, Bandra (E), Mumbai-400098

23rd
ANNUAL REPORT
2016 - 2017

KGN
ENTERPRISES LIMITED

CIN : L45201MH1994PLC204203

KGN ENTERPRISES LIMITED

BOARD OF DIRECTORS :

Mr. Ismail Memon	Director	(DIN : 00209507)
Mr. Babulal Jethalal Hirani	Chariman & Managing Director	(DIN : 02362983)
Mr. Mohsin Ismail Memon	Director	(DIN : 03110860)
Mr. Ajazahmad Ansari	Director	(DIN : 06961260)
Mr. Aftabahmed Kadri	Director	(DIN : 01738367)
Ms. Janki Ranjitsingh Vaghela	Director	(DIN : 03050746)

CHIEF FINANCIAL OFFICER :

Mr. Mohsin Ismail Memon

COMPANY SECRETARY CUM COMPLIANCE OFFICER :

Ms. Sakina Aiyaz Pimpalnerwala

STATUTORY AUDITORS :

M/s. Kirit & Company,
Chartered Accountants,
Ahmedabad

INTERNAL AUDITOR :

M/s. Lakhani Ismaili Tundiya & Co.,
Chartered Accountants,
Ahmedabad

REGISTERED OFFICE :

B-15, Hirnen Shopping Centre co.op.hsg, Society Ltd,
Near City Centre, S.V. Road, Goregaon (West),
Mumbai - 400062.
Tel No. 022-67256547.
E-mail: Info@kgnenterprises.com

CORPORATE OFFICE :

A-504, Samudra Complex, Nr.Classic Gold Hotel,
Off. C.G. Road, Navrangpura, Ahmedabad -380009.
Tel No. 079-26562510/11
Info@kgnenterprises.com

REGISTRAR & SHARE TRANSFER AGENT :

Link Intime India Private Limited
506-508, Amarnath Business Centre-1,
(ABC-1), Besides Gala Business Centre,
Near XT Xavier's College Corner,
Off C G Road, Ellisebridge,
Ahmedabad 380006.

INDEX

No.	Particulars	Page No.
1.	Notice	1
2.	Directors' Report	5
3.	Secretarial Audit Report	12
4.	Management Discussion Analysis	15
5.	Report on Corporate Governance	17
6.	Extract of Annual Return	25
7.	Auditors' Certificate	30
8.	Independent Auditor's Report	31
9.	Balance Sheet	35
10.	Profit & Loss Statement	36
11.	Cash Flow Statement	37
12.	Notes to Accounts	45
13.	Consolidated Balance Sheet	49
14.	Consolidated Profit & Loss Statement	50
15.	Consolidated Cash Flow Statement	51
16.	Notes to Consolidated Accounts	52
17.	Shareholding Pattern of Subsidiaries Companies	60
18.	Financial Information of Subsidiaries Companies	61
19.	Form MGT - 11	62
20.	Form for updation of e-mail address	63
21.	Attendance Slip	63

KGN ENTERPRISES LIMITED

Regd. Office: B- 15, Hirnen Shopping Centre Co. Op. Hsg. Society Limited, Near City Centre,
S.V Road, Goregaon (West), Mumbai – 400062.

Tel: +91 – 22-6654 1101

E-mail : info@kgnenterprises.com

Website : www.kgnenterprises.com

CIN : L45201MH1994PLC204203

NOTICE is hereby given that TWENTY THIRD ANNUAL GENERAL MEETING OF KGN ENTERPRISES LIMITED will be held at YWCA BOMBAY INTERNATIONAL CENTRE 18th MADAME CAMA ROAD, FORT- MUMBAI- 400001 ON TUESDAY, 26TH SEPTEMBER, 2017 AT 12:15 P.M. TO TRANSACT FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance sheet as on 31st March, 2017 and Profit and Loss Account for the year ended on that date together with the Cash flow Statement along with the Directors Report and Auditors Report thereon.
2. To reappoint **Mr. Babulal Jethalal Hirani** (DIN: 02362983), Director of the Company who retires by rotation and being eligible offers himself for reappointment.
3. To appoint **M/s. Maak & Associates (Firm Registration No. 135024W)** Chartered Accountants, as the Statutory Auditors of the Company and to authorize the Board to fix their remuneration.

To consider and if thought fit to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, as amended from time to time, the Company hereby appoints **M/s Maak & Associates, Chartered Accountants, (FRN: 135024W)** as Statutory Auditors of the Company to hold office from 23rd Annual General Meeting (AGM) till the conclusion of next Annual General Meeting of the Company to be held in the year 2018.”

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to fix the remuneration payable and the reimbursement of out-of-pocket expenses, if any, to the said Statutory Auditors.”

**By Order of the Directors of the
KGN ENTERPRISES LIMITED**

Date : 14.08.2017

Place : Mumbai

**BABULAL HIRANI
MANAGING DIRECTOR
(DIN: 02362983)**

NOTES:

1. A member entitled to attend and vote at the meeting is also entitled to appoint one or more proxies and that a proxy need not be a member of the company. Proxies in order to be effective must be deposited not less than 48 hours before the commencement of the meeting. A member cannot hold more than 50 proxies. Proxies submitted on behalf of the Companies, Societies, etc., must be supported by an appropriate resolution/authority as applicable.
2. The Register of Members and Share Transfer Books will remain close from 20th September, 2017 to 26th September, 2017 (both days inclusive).
3. Members are requested to intimate about the change in address, if any.
4. Members are requested to bring the copies of the annual report as the same will not be distributed at the annual general meeting.
5. Pursuant to Section 72 of the Companies Act, 2013, Members who hold shares in the physical form can nominate a person in respect of all the shares held by them singly or jointly.
6. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rules framed there under, Members have been provided with the facility to cast their vote electronically, through the e- voting services provided by the Link Intime India Private Limited, on all resolutions set forth in this Notice.

Notice of the 23rd Annual General Meeting of the Company. Inter alia, indicating the process and manner of e-voting is being sent to all the members whose email ids are registered with the Company/Depository Participant(s) for communication purpose through electronic mode unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Notice of the 23rd Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting is being sent through the permitted mode.

THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

- (i) The voting period begins on 23.09.2017 and ends on 25.09.2017. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 19.09.2017 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
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (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 sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (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 KGN Enterprise 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for all mobile users. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

The brief resume, experience, functional expertise and membership on various Board and committees of the Directors proposed to be appointed as mentioned as item no. 2 of the Notice as per Corporate Governance Code Pursuant to SEBI Listing Regulations and Secretarial Standard - 2 on General Meetings are furnished below:

Name of the Director	Mr.Babulal Jethalal Hirani
Father Name	Mr. Jethalal Jivabhai Hirani
Date of Birth	23/11/1945
Date of Appointment	24/12/2008
Qualification	B.A
Specific functional Areas	Banking Sector
Name of the Company(ies) in which he is a director (Public Limited Companies)	1) KGN INDUSTRIES LIMITED 2) KGN PROJECTS LIMITED 3) KGN BIO-TECH LIMITED 4) KGN GREEN LIMITED 5) KGN PROTEINS LIMITED
Relationship with Other Director/KMPs	None
Chairman/ Member of the Committee of the Board of Directors of the Company	None
Chairman/ Member of the Committee of Directors of other Public Limited Companies in which he is a Director	None
Shareholding in the Company as on 31 st March, 2017	Nil

For and on behalf of Board of Directors of
KGN ENTERPRISES LIMITED

Date : 14.08.2017

Place : Mumbai

BABULAL HIRANI
MANAGING DIRECTOR
(DIN: 02362983)

ROUTE MAP FOR ANNUAL GENERAL MEETING VENUE



DIRECTORS REPORT

To,
The members,

Your Directors have the pleasure in presenting the 23rd Annual Report together with the Audited Statement of Accounts for the year ending on 31st March, 2017.

Financial Results:**(Amt. in Rupees)**

Particulars	Financial Year ended			
	Standalone		Consolidated	
	2016 - 2017	2015 - 2016	2016 - 2017	2015 - 2016
Revenue from operations	-	9,138,620	-	9,138,620
Other Income	1,100,347	882,067	1,185,930	1,120,173
Total revenue	1,100,347	10,020,687	1185930	10,258,793
Expenditure :				
- Employee benefits expenses	247,266	257,446	247,266	314,036
- Other expenses	491,174	9,130,155	543,367	9,205,921
Total expenses	738,440	9,387,601	790,633	9,519,957
Profit before tax	361,907	633,086	395,297	738,836
Tax expense :				
- Current Tax	72,066	192,500	82,384	225,176
- Provision for Income Tax	-	-	-	-
Net profit for the year	289,841	440,586	312,913	513,660

APPROPRIATIONS:

The Opening Balance of Surplus of Profit and Loss shown under the head Reserves and Surplus was Rs. 49,944,458/- . During the year under the review, the profit of Rs. 289,841/- was also added. The Closing Balance of Surplus of the Profit and Loss shown under the head Reserves and Surplus was Rs 50,234,299/-.

OPERATIONS:

During the year under the review there was decrease in total income of 24.75% in comparison to the previous year. The total expenses have decreased by 92.13 % and the net profit after tax has decreased by 65.79 %.

DIVIDEND:

As Company has inadequate Profit, your directors do not propose any dividend for the current year to conserve the resources.

DETAILS OF DIRECTORS / KEY MANAGERIAL PERSONNEL APPOINTED / RESIGNED:**i. Retirement by Rotation:**

Pursuant to the provisions of Section 152(6) of the Companies Act, 2013, Mr. Babulal Hirani (DIN: 02362983), retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. Your directors recommend his re-appointment.

ii. Cessation:

There is no cessation of any director during the year.

iii. Appointment of Additional / Independent Women Director:

There is no appointment of any director during the year under review.

iv. Key Managerial Personnel:

The following persons are designated as Key Managerial Personnel:

1. Mr. Babulal Hirani, Managing Director
2. Mr. Mohsin Ismailbhai Memon, Chief Financial Officer
3. Ms. Sakina Aiyaz Pimpalnerwala, Company Secretary cum Compliance Officer

DETAILS OF HOLDING / SUBSIDIARY COMPANIES / JOINT VENTURES / ASSOCIATE COMPANIES:

Your Company has Four wholly owned Subsidiary Companies i.e. KGN Bio Tech Limited, KGN Green Limited, KGN Proteins Limited, KGN Oil & Gas Private Limited.

In terms of the Provisions contained in Section 129 (3) of the Companies Act, 2013, Read with rule 5 of the Companies (Accounts) Rules, 2014, a report on the performance and the financial of each of the subsidiaries is provided as **Annexure A i.e 'AOC-1'** to this Report.

DEPOSITS:

The Company has not invited/ accepted any deposit, other than the exempted deposit as prescribed under the provision of the Companies Act, 2013 and the rules framed there under, as amended from time to time. Hence there are no particulars to report about the deposit falling under Rule 8 (5) (v) and (vi) of Companies (Accounts) Rules, 2014.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNALS:

During the year under review there **were no** significant and material orders passed by any Regulators or Court or Tribunals which may have impact on the going concern status. Neither there are any orders passed which may have impact on the Company's operation in future.

The Company has shifted its registered office "23, Vaswani Mansion, 4th Floor, Dinshaw Vaccha Road, Opp. K.C. College, Churchgate Mumbai MH 400020" to "B- 15, Hirnen Shopping Centre co. op. hsg. Society Limited, Near City Centre, S.V Road, Goregaon (West), Mumbai - 400062" in its board meeting held on 13th August, 2016"

INTERNAL FINANCIAL CONTROLS:

Your Company has well laid out policies on financial reporting, adherence to Management policies and also on promoting compliance of ethical and well defined standards. Moreover, the management team regularly meets to monitor goals and results and scrutinizes reasons for deviations in order to take necessary corrective steps. The Audit Committee which meets at regular intervals also reviews the internal control systems with the Management and the internal auditors. All audit observations and follow up actions are discussed with the Management as also the Statutory Auditors and the Audit Committee reviews them regularly.

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

Pursuant to Rule 8 (3) of Companies (Accounts) Rules, 2014, the Board of Directors hereby declares that there are no particulars to report for the Conservation of Energy & Technology Absorption. There is no foreign exchange earnings and outgo during the year under the review.

ENVIRONMENTAL PROTECTION:

Your Company is engaged in the manufacturing activities for which Company has taken approval of Gujarat Pollution Control Board and the directors inform with regret that there were no manufacturing activities during the financial year 2016-17.

PERSONNEL:

There was no employee drawing remuneration requiring disclosure under the Rule 5 (2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

DISCLOSURE UNDER SECTION 197(12) AND RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

There was no employee drawing remuneration requiring disclosure under section 197(12) and Rule 5 (1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Required details are annexed to this Report as **Annexure B**.

VIGIL MECHANISM:

Pursuant to Section 177(9) of the Companies Act, 2013, the company has a Whistle Blower Policy to deal with any instance of fraud and mismanagement. The employees of the company are free to report violations of any laws, rules, regulations and concerns about unethical conduct to the Audit Committee under this policy. The policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination with any person for a genuinely raised concern.

AUDIT COMMITTEE:

The Audit Committee of the Board of Directors of the Company presently consists of three Directors viz. Mr. Aftabahmed Kadri, Mr. Ajazahmed Ansari and Ms. Janki Vaghela. All members of the Audit Committee are non-executive Directors. Mr. Aftabahmed Kadri, is the Chairman of the Audit Committee.

During the Year under review, total four Meetings of the Board of Directors of the Company were held.

The Composition and the Terms of Reference of the Audit Committee is as mentioned in the provisions of Section 177 of the Companies Act, 2013 and SEBI Listing Regulations with the Stock exchanges as amended from time to time. The Statutory Auditor, Internal Auditor and Chief Finance Officer usually attend the Meeting of the Audit Committee. The Company Secretary of the Company Ms. Sakina Aiyaz Pimpalnerwala acts as Secretary of the Committee.

AUDITORS:**i. STATUTORY AUDITORS AND THEIR REPORT**

Under Section 139 of the Companies Act, 2013 and Rules made thereunder, it is mandatory to rotate the Statutory Auditors on completion of the maximum term permitted under the said Section. The audit committee of the Company has proposed, the Board of Directors of the Company have recommended the appointment of M/s. Maak & Associates, Chartered Accountants, Ahmedabad (Firm Registration No. 135024W) as the Statutory Auditors of the Company. M/s. Maak & Associates will hold the office from 23rd Annual General Meeting till the conclusion of next Annual General Meeting of the Company to be held in the year 2018, subject to the approval of Shareholders of the Company. The first year of audit will be of the Financial Statement for the year ended 31st March, 2018 which will include the audit of quarterly financial statement for the year. In this regard, the Company has received a Certificate from the said Auditor to the effect that if their appointment will be made, it would be in accordance with the provisions of Section 141 of Companies Act, 2013.

The observations made in their report and dealt with in the notes forming part of the Accounts at appropriate places are self-explanatory.

ii. INTERNAL AUDITORS

M/s. Lakhani Ismaili Tundiya & Co., Chartered Accountants, is Internal Auditors of the Company. The Audit Committee of the Board of Directors in consultation with the Internal Auditor formulates the scope, functioning periodicity and methodology for conducting the internal audit.

iii. SECRETARIAL AUDITORS AND SECRETARIAL AUDIT REPORT

The Board of Directors of the Company has, in compliance with the provisions of Section 304(1) of the Companies Act, 2013 and rules made in this behalf, appointed Mr. K. Jatin & Co., Practising Company Secretary to carry out Secretarial Audit of the Company for the financial year 2016-17. The Report of the Secretarial Auditor is annexed to this Report as **Annexure C** which is self explanatory and gives complete information.

EXPLANATION TO THE QUALIFICATIONS IN AUDITOR'S REPORT AND SECRETARIAL AUDIT REPORT:

There are no qualifications or adverse remarks in the Auditor's Report. Explanation on qualification adverse remark made in Secretarial Audit Report is as under.

Qualification/ Adverse Remark	Explanation :
Certain forms are yet to be filed by the Company with the Registrar of Company as specified under the Companies Act, 2013.	The company is in process of filing the requisite forms and the compliance of the same will be made soon. However, Board assures that it will be complied with now onwards.
Advertisement Notices are not available for Audit.	Due to reshuffling of Secretarial Department, the files are misplaced hence do not able to shown.
The present Auditor does not possess peer reviewed certificate	Due to financial inability, the Board may not able to appointed Auditors having peer reviewed Certificate. Further, New incoming Auditors has peer reviewed Certificate.

LISTING:

The shares of the company are listed at BSE Limited and Metropolitan Stock Exchange of India Limited. Listing fees of BSE Limited is paid for the year 2016 – 2017 and the Company is in process to pay the listing of Metropolitan Stock Exchange of India Limited.

DIRECTORS RESPONSIBITLY STATEMENT:

As required under the provisions of Section 134 of the Act, your Directors report that:

- In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profits of the Company for that period.

- (c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- (d) The Directors have prepared the annual accounts on a going concern basis.
- (e) The Directors have laid down internal financial controls as required by Explanation to Section 134(5) (e) of the Act to be followed by the Company and such internal financial controls are adequate and are operating effectively.
- (f) The Directors have devised proper systems to ensure compliance with the provisions of applicable laws and such systems are adequate and operating effectively.

RELATED PARTY TRANSACTIONS:

During the year under review the Company has entered into the transactions with the related parties, the details of each are provided in point No. 28 under the head notes on Financial Statements.

PARTICULARS OF LOANS / GUARANTEES / INVESTMENT:

The Particulars of loans, guarantee or investment made under Section 186 of the Companies Act, 2013 are furnished in the Notes to the Financial Statements for the year ended 31st March 2017.

INVESTMENT IN UNQUOTED SHARES:

The Company has made investment in unquoted shares, which is as under:

1. KGN Bio- Tech Ltd	50000 Shares
2. KGN Green Ltd	50000 Shares
3. KGN Oil & Gas Pvt. Ltd	10000 Shares
4. KGN Proteins Ltd	50000 Shares

RISK MANAGEMENT POLICY:

The Company has a structured risk management policy. The Risk management process is designed to safeguard the organisation from various risks through adequate and timely actions. It is designed to anticipate, evaluate and mitigate risks in order to minimize its impact on the business. The potential risks are inventorised and integrated with the management process such that they receive the necessary consideration during decision making.

STATEMENT OF INDEPENDENT DIRECTORS:

The following Directors are independent in terms of Section 149(6) of the Act:

- (a) Mr. Ajazahmed Ansari
- (b) Mr. Aftabahmed Kadri
- (c) Ms. Janki Ranjitsingh Vaghela

The Company has received requisite declarations/ confirmations from all the above Directors confirming their independence.

EXTRACT OF THE ANNUAL RETURN:

Pursuant to provision of Section 92 and 134 and other applicable provision of the Companies Act, 2013 and of Rule 12 (1) of Companies (Management and Administration) Rules, 2014 the extract of the annual return in form MGT 9 for the Financial Year ended on 31st March, 2017 is annexed as **Annexure D** to this Report.

NUMBER OF BOARD MEETINGS:

Total 4 Board Meetings were held during the Financial Year 2016-17 on 30th May, 2016, 13th August, 2016, 10th November, 2016 and 13th February, 2017 and the gap between two meetings did not exceed one hundred and twenty days.

CORPORATE SOCIAL RESPONSIBILITY:

The Provision of Section 135 of the Companies Act, 2013 regarding Corporate Social Responsibility is not applicable to the company.

ANNUAL PERFORMANCE EVALUATION:

In compliance with the provisions of the Act and voluntarily SEBI Listing Regulations, the performance evaluation was carried out as under:

Board:

In accordance with the criteria suggested by The Nomination and Remuneration Committee, the Board of Directors evaluated the performance of the Board, having regard to various criteria such as Board composition, Board processes, Board dynamics etc. The Independent Directors, at their separate meetings, also evaluated the performance of the Board as a whole based on various criteria. The Board and the Independent Directors were of the unanimous view that performance of the Board of Directors as a whole was satisfactory.

Committees of the Board:

The performance of the Audit Committee, the Nomination and Remuneration Committee and Stakeholders Relationship Committee was evaluated by the Board having regard to various criteria such as committee composition, committee processes, committee dynamics etc. The Board was of the unanimous view that all the committees were performing their functions satisfactorily and according to the mandate prescribed by the Board under the regulatory requirements including the provisions of the Act, the Rules framed thereunder and SEBI Listing Regulations.

Individual Directors:

- (a) **Independent Directors:** In accordance with the criteria suggested by The Nomination and Remuneration Committee, the performance of each independent director was evaluated by the entire Board of Directors (excluding the director being evaluated) on various parameters like engagement, leadership, analysis, decision making, communication, governance and interest of stakeholders. The Board was of the unanimous view that each independent director was a reputed professional and brought his/her rich experience to the deliberations of the Board. The Board also appreciated the contribution made by all the independent directors in guiding the management in achieving higher growth and concluded that continuance of each independent director on the Board will be in the interest of the Company.
- (b) **Non-Independent Directors:** The performance of each of the non-independent directors (including the chair person) was evaluated by the Independent Directors at their separate meeting. Further, their performance was also evaluated by the Board of Directors. The various criteria considered for the purpose of evaluation included leadership, engagement, transparency, analysis, decision making, functional knowledge, governance and interest of stakeholders. The Independent Directors and the Board were of the unanimous view that each of the non-independent directors was providing good business and people leadership.

SEXUAL HARASSMENT:

The Company has an Internal Complaint Committee as required under Section 4 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder. During the year under review, no complaints were reported.

POLICIES:

The Company has adopted the following policies pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the year under review:

- a. Policy on preservation of the Documents
- b. Policy on criteria for determining Materiality of Events
- c. Whistle Blower Policy
- d. Policy on dealing with related party transactions
- e. Policy for determining material subsidiaries

The details of the above mentioned policies are provided in the website of the Company i.e. www.kgnenterprises.com.

APPRECIATION:

Your Directors wish to convey their thanks to all the bankers, suppliers, customers, shareholders and other persons for their continued support to the company.

For and on behalf of Board of Directors of
KGN ENTERPRISES LIMITED

Date : 14.08.2017
Place : Mumbai

ISMAIL MEMON
CHAIRMAN
DIN: 00209507

FORM 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/ associate companies / joint ventures :

Part "A" : Subsidiaries

(Amt. in Rs.)

S. N.	Particulars	KGN Bio Tech Limited	KGN Green Limited	KGN Proteins Limited	KGN Oil & Gas Private Limited
1.	Reporting period	April - March	April - March	April - March	April-March
2.	Reporting Currency	INR	INR	INR	INR
3.	Share Capital	500,000	500,000	500,000	100,000
4.	Reserves & Surplus	185,300	107,778	115,249	105,576
5.	Total Assets	60,185,916	737,769	869,712	23,471,595
6.	Total Liabilities	59,500,616	129,991	254,463	23,266,019
7.	Investments	-	-	-	-
8.	Turnover (Total Revenue)	28,950	20,813	23,980	11,840
9.	Profit/ (Loss) Before Taxation	18,778	9,680	7,973	5,565
10.	Provision For Taxation	3,143	2,991	2,463	1,721
11.	Profit/ (Loss) After Taxation	7,029	6,689	5,510	3,844
12.	Proposed Dividend	-	-	-	-
13.	% of Share holding	100.00%	100.00%	100.00%	100.00%

Notes: There were no subsidiaries liquidated during the financial year 2016-17.

Disclosure under Section 197(12) and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) rules 2014

- (i) the ratio of remuneration of each director to the median remuneration of the employees of the company for the financial year 2015-16:

During the period no remuneration was paid to any Director, hence ratio of remuneration stands at 0 (zero)

- (ii) the percentage increase in remuneration of each director CFO, CEO, Company Secretary or Manager, if any, in the financial year 2016-17:

Mr. Mohsin Ismail Memon	CFO	Nil
Mr. Babulal Jethalal Hirani	Chairman & Managing director	Nil
Ms. Sakina Aiyaz Pimpalnerwala	Company Secretary	Nil

- (iii) **Market Capitalisation :**

Date	Issued Shares	Closing Market Price per share(Rs)	EPS (Rs.)	PE Ratio	Market Capitalisation (Rs. In Cr.)
31.03.2016	2,04,70,000	8.90	0.02	445	18.22
31.03.2017	2,04,70,000	5.00	0.01	500	10.24
Increase/(Decrease)	Nil	(3.90)	(0.01)	55	(7.98)
Increase/(Decrease)%	Nil	(43.82)%	(50)%	12.36	(43.80)%

The company came out with the IPO at a price of Rs. 10/- per share. The market price of the share as on 31st March, 2017 was Rs. 5/- on BSE Limited.

**For and on behalf of Board of Directors of
KGN ENTERPRISES LIMITED**

Date : 14.08.2017
Place : Mumbai

**ISMAIL MEMON
DIRECTOR
DIN: 00209507**

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2016
[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the
Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
KGN ENTERPRISES LIMITED

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by KGN Enterprises Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our 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 and also that the Company has proper Board-processes and compliance-mechanism in place to the extent , in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, 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 and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(Not Applicable to the Company during the Audit Period)**
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(Not Applicable to the 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; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not Applicable to the Company during the Audit Period)**
- (vi) I have relied on the representation made by the Company and its Officers for systems and mechanism formed

by the Company for compliances under other applicable Acts, Laws and Regulations to the Company. The list of major head / groups of Acts, Laws and Regulations as applicable to the Company is as under:

1. Income-Tax Act, 1961 and Indirect Tax Laws;
2. Labour Laws & other incidental laws related to labour and employees appointed by the Company;

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (i) The Listing Agreements entered into by the Company with Stock Exchanges.
- (iii) The Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

- (a) Certain forms are yet to be filed by the Company with the Registrar of Company as specified under the Companies Act, 2013.
- (b) News Paper Advertisement under various regulation of LODR and Companies Act, 2013 not available to inspection.
- (c) The present Auditors of the Company does not possessed peer reviewed certificate as per the requirement of LODR

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 subject to my observations made herein above.

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

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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

Place : Ahmedabad

Date : 14.08.2017

Jatin H. Kapadia
Practising Company Secretary
ACS No.: 26725
C.P. No.: 12043

To,
The Members,
KGN Enterprises Limited

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

1. Maintenance of secretarial record is the responsibility of the management of the company. 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 followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficiency or effectiveness with which the management has conducted the affairs of the company.

Place : Ahmedabad
Date : 14.08.2017

Jatin H. Kapadia
Practising Company Secretary
ACS No.: 26725
C.P. No.: 12043

MANAGEMENT DISCUSSION ANALYSIS REPORT**GLOBAL OVERVIEW :**

Castor oil is a vegetable oil obtained by pressing the seeds of the castor oil plant. Castor oil is one of the most multipurpose plant oils, obtained by pressing the seed of the castor oil plant (*Ricinus communis*). It is well known source of a monounsaturated, ricinoleic and 18-carbon fatty acid. Owing to its unique chemical structure and rich properties, castor oil and its derivatives find uses in many industries such as cosmetics, food, lubricants, paints, agriculture, electronics & telecommunications, pharmaceuticals, perfumeries, plastics and rubber, inks & adhesives and textile chemicals. After plant oil, castor oil is considered as the most required oil. However, growing concerns pertaining to biofuels specially biodiesel and biopolymer across the globe is pushing castor oil to play a much larger role in the world economy.

India, being the single largest producer of castor seed in the world, is likely to witness a decline in the crop output after the farmers shifted to other remunerative crops during the kharif of 2016. The total castor acreage fell by more than 24% in 2016-17 in comparison to that of the previous year. In Gujarat, the largest producer of castor seed, a drop of over 27% was recorded in the acreage with merely 5.65 Lakh hectares being sown.

The castor oil imports by China continue to edge higher. In 2016, the net volume of imports rose by 13% in comparison to the previous year. The year 2015 witnessed a rise of over 31% in the volume of imports, after a drop of 25% during the previous year. Overall, the import is likely to upscale in the days to come, considering the growth of the economy and the demand from the processing industries.

INDUSTRY OVERVIEW :

Growth of major end-use industries (includes lubricants, cosmetics and pharmaceuticals) and increasing demand for sustainable products & biodegradable, on account of reducing dependence on petrochemicals is anticipated to fuel the demand for castor oil derivatives market. Also regulatory support and rising prices of alternative renewable chemicals is expected to drive the global castor oil derivatives market. However, factors influencing its manufacturing cost include raw material availability, weather uncertainties, shortage of working capital, techniques & methods used for extraction and availability of substitute oil are resulting in restraints for the castor oil derivative market.

However, factors influencing its manufacturing cost include raw material availability, weather uncertainties, shortage of working capital, techniques & methods used for extraction and availability of substitute oil are resulting in restraints for the castor oil derivative market. Yield of the crops depends highly on the climatic condition and the harvesting process take more than six months, resulting in uncertain supply of the crops.

CURRENT BUSINESS REVIEW :

KGN Enterprises Limited is listed on BSE Limited and Metropolitan Stock Exchange of India Limited. The Company is an agro based industry catering to increasing demand of castor oil & its derivatives in national as well as international market. The plant is well equipped with all novel and sophisticated equipments and infrastructure supported by a team of technical experts. The company has enough infrastructure facilities like, silos, crushing plant, refinery, huge interim & final storage capacity, own laboratory for research & development, Weigh Bridge which strengthens the company to work at an optimum level.

FUTURE OUTLOOK :

The long term demand outlook for your Company's products remains positive. With the price of castor oil falling and the crude oil prices improving the near term prospects look better than the previous year. Emphasis on green eco-friendly products is likely to lead to increase in innovation of new products and uses of castor oil by the chemical industry.

The Company is regularly doing research and analysis for better quality control and cost effective solutions.

OPPORTUNITIES THREATS RISKS AND CONCERNS :

- Environment being a major concern, the search for green products is likely to intensify in the future.
- Castor Oil being a natural, organic, renewable and bio-degradable product is gaining importance as a green product. With improved irrigation, better quality inputs and scientific farming there is a substantial scope to improve yields per hectare of castor seeds.
- Besides due to its unique chemical structure, it finds myriad applications in virtually every industry be it agriculture, lubricants, paints, inks, surface coatings, pharmaceuticals, food, engineering plastics, cosmetics, perfumeries, electrical, rubber and so on.

- Your company continues to endeavor to tap these opportunities by focusing on Research & Development and investing in new capacities, new technologies, new applications, and new products.
- Castor Seeds continue to be a volatile raw material in terms of its price.
- Being an agricultural product, it depends on the rainfall and weather conditions prevailing in the area of castor growing States in the country, though it is a sturdy crop. The limited size of the crop makes it susceptible to speculation and wild gyrations in prices.
- To mitigate the effect of uncertain weather, the Company has laid down parameters for inventory management. The Company has proper mechanism in place to immediately respond to any unforeseen eventuality.
- Castor oil and its derivatives have applications in the manufacturing of soaps, lubricants, hydraulic and brake fluids, paints, dyes, coatings, inks, cold resistant plastics, waxes and polishes, nylon, pharmaceuticals and perfumes. So there are tremendous opportunities in this sector.
- Much higher thrust on research & development is required for proper quality control.
- Foreign exchange fluctuation and volatility in prices can affect the margin of export.
- Castor seed is a seasonal product for which cycle usually starts from January to June, stock of the same if not maintained in other 6 months can affect the company.
- Availability of castor seeds depends on the weather condition in the area of castor growing states in the country.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES:

Company is in planning to appoint more qualified and experienced employees to upgrade the quality and overall performance of the Company.

RISKS & CONCERNS :

The Company's products are used across geographies in a variety of industries, thereby to a great extent, mitigating the risks associated with demand for its products on a long-term basis.

The price behavior of raw material depends on the weather pattern in the castor growing regions, monsoon in these regions, global demand and inventory, and prices of other oils, agricultural products and including Crude Oil and therefore can be volatile as well as unpredictable.

The Company is closely watching the development of factors affecting the castor seed prices. The Company restricts its exposure to the price fluctuation of raw materials by limiting its unhedged exposure.

With the business of the Company growing steadily and demand for trained and experienced manpower in excess of the supply, the risk of managing the people is very big. The Company has to retain its existing trained workforce and also attract new talent for its different operations. To improve the performance of the staff at work; various refresher training courses are organized to update their knowledge with the latest technologies and management ideas.

CAUTIONARY STATEMENT:

Statements in this report on Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be forward looking statements within the meaning of applicable laws or regulations. These statements are based on certain assumptions and reasonable expectation of future events. Actual results could, however differ materially from those expressed or implied. Important factors that could make a difference to the Company's Operations include global and domestic demand – supply condition, finished goods prices, raw materials cost & availability, changes in Government regulations and tax structure, economic developments within India and the countries with which the Company should and need not be held responsible, if, which is not unlikely, the future turns out to be something quite different. Subject to this management disclaimer, this discussion and analysis should be pursued.

**For and on behalf of Board of Directors of
KGN ENTERPRISES LIMITED**

**Date : 14.08.2017
Place : Mumbai**

**ISMAIL MEMON
DIRECTOR
DIN: 00209507**

REPORT ON CORPORATE GOVERNANCE

The Equity shares of the Company are listed on the BSE Limited and Metropolitan Stock Exchange of India Limited. In accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 49 of the erstwhile Listing Agreement with the Stock Exchanges., the report containing the details of corporate governance systems and processes at KGN ENTERPRISES LIMITED are as under:

1. CORPORATE GOVERNANCE PHILOSOPHY :

Corporate Governance in simple words means the way a corporation is governed. Corporate Governance refers to mechanisms, processes and relations by which corporations are controlled and directed. Corporate Governance is a systematic process driven by the ethical conduct of the business and affairs of an organisation aimed at promoting sustainable business and enhancing shareholders value in long term.

Effective corporate governance practices constitute the strong foundation on which successful commercial enterprises are built to last. The Company's philosophy on corporate governance oversees business strategies and ensures fiscal accountability, ethical corporate behaviour and fairness to all stakeholders comprising regulators, employees, customers, vendors, investors and the society at large.

We believe that retaining and enhancing stakeholder trust is essential for sustained corporate growth. Accordingly, we always seek to ensure that we attain our performance with integrity and the Board exercises its fiduciary responsibilities in the widest sense of the term. We always endeavor to enhance long –term Shareholder value and respect minority rights in all our business decisions.

Your Company is in compliance with the requirements of Corporate Governance stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 49 of the erstwhile Listing Agreement with the Stock Exchanges.

2. BOARD OF DIRECTORS :

a) Composition and Category of Directors :

The Company has Non-executive Chairman. As on 31st March, 2017 there were 6 Directors on its Board. The number of Non-Executive Directors is one-half of the total number of directors. The Company has 1 woman Director. None of the Directors on the Board is a Member of more than 10 Committees or a Chairman on more than 5 Committees, across all companies in which he is a Director, including KGN Enterprises Limited.

Name	Category	No. of Directorship in other public Companies* as on 31.03.2017	No. of Committee Positions held in Other public Companies* as on 31.03.2017	
			Chairman	Member
Mr. Ismail Memon	Director	4	0	0
Mr. Babulal J. Hirani (Chairman & Managing Director)	Professional Executive	5	0	0
Mr. Mohsin Ismail Memon	Non- Executive	6	0	0
Mr. Aftabahmed Kadri	Independent Non Executive	1	0	3
Mr. Ajazahmed Ansari	Independent Non Executive	2	3	0
Mrs. Janki Ranjitsingh Vaghela	Independent Non Executive	1	-	2

* Directorships held by the Director as mentioned above; exclude Directorship held in private companies, foreign companies and companies registered under Section 8 of the Companies Act, 2013.

b) Attendance of Directors at the Board Meetings and Last AGM :

Total 4 Board Meetings were held during the Financial Year 2016-17 on 30th May, 2016, 13th August, 2016, 10th November, 2016 and 13th February, 2017 and the gap between two meetings did not exceed one hundred and twenty days. The details of attendance of Directors at the Board Meetings and at the last Annual General Meeting are as under:

Name of Director	Number of Board Meetings held and attended FY 2016-17		Attended Last AGM
	Held during the tenure	Attended	
Mr. Ismail Memon (Chairman)	4	4	Yes
Mr. Babulal J. Hirani	4	4	Yes
Mr. Mohsin Ismail Memon	4	4	Yes
Mr. Aftabahmed Kadri	4	3	Yes
Mr. Ajazahmed Ansari	4	3	Yes
Mrs. Janki Ranjitsingh Vaghela	4	3	No

Details of Director seeking re-appointment :

The brief resume, experience, functional expertise and membership on various Board and committees of the Directors proposed to be appointed as mentioned as item no. 2 of the Notice as per Corporate Governance Code Pursuant to SEBI Listing Regulations and Secretarial Standard - 2 on General Meetings are furnished below:

Name of the Director	Mr. Babulal Jethalal Hirani
Father Name	Mr. Jethalal Jivabhai Hirani
Date of Birth	23/11/1945
Date of Appointment	24/12/2008
Qualification	B.A
Specific functional Areas	Banking Sector
Name of the Company(ies) in which he is a director (Public Limited Companies)	1) KGN INDUSTRIES LIMITED 2) KGN PROJECTS LIMITED 3) KGN BIO-TECH LIMITED 4) KGN GREEN LIMITED 5) KGN PROTEINS LIMITED
Relationship with Other Director/KMPs	None
Chairman/ Member of the Committee of the Board of Directors of the Company	None
Chairman/Member of the Committee of Directors of other Public Limited Companies in which he is a Director	None
Shareholding in the Company as on 31st March, 2017	Nil

3. COMMITTEES OF THE BOARD:

As on date the Board has established the following Committees:

- A. Audit Committee
- B. Nomination and Remuneration Committee
- C. Stakeholders' Relationship Committee

AUDIT COMMITTEE:

The Audit Committee acts as a link among the Management, the Statutory Auditors, Internal Auditors and the Board of Directors to oversee the financial reporting process of the Company.

Your Company has a qualified and Independent Audit Committee set up by the Board in compliance with the requirements of Regulation 18 of SEBI Listing Regulations read with Section 177 of the Act.

a. Composition of Committee:

The composition of the Audit Committee during the Financial Year ended 31st March, 2017 is as under:

Directors	Category
Mr. Aftabahmed Kadri (Chairman)	Independent Non-executive
Mr. Ajazahmed Ansari	Independent Non-executive
Ms. Janki Ranjitsingh Vaghela	Independent Non-executive

b. Terms of reference:

The Audit Committee functions according to its Charter that defines its composition, authority, responsibilities and reporting functions. The terms of reference of the Audit Committee, inter alia, are as follows:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Reviewing with the management the quarterly / annual unaudited / audited financial statements and Limited Review Report / Audit Report of Statutory Auditor before recommending it for approval of the Board of Directors,
3. Reviewing changes in the accounting policies, major accounting estimates based on exercise of judgement by the management, significant adjustments made in the financial statements, etc.,
4. Review of the Management Discussion & Analysis of financial and operational performances,
5. Review of inter corporate loans and advances,
6. Review the adequacy and effectiveness of the internal financial controls and systems
7. Review and discuss with the management the major financial risk exposures and steps taken to monitor and control it,
8. Overseeing and review the functioning of vigil mechanism [implemented by the Company as Whistle Blower Policy],
9. Review the scope of Internal Auditor and Audit Plan to ensure reasonable coverage of difference areas of operations,
10. Review, discuss and monitor the observations reported by Statutory / Internal Auditor and its compliance,
11. Review and recommend to the Board the appointment / reappointment of the Statutory Auditor and Cost Auditor after due consideration of their independence and effectiveness,
12. Approving the payment towards additional services rendered by the Statutory Auditor except those enumerated in section 144 of the Act,
13. Recommending to the Board the remuneration of Statutory and Cost Auditor,
14. Approval of appointment, removal and terms of remuneration of Internal Auditor and
15. Approval of Related Party Transactions and granting omnibus approvals for certain related party transactions, which are in the ordinary course of business and at arm's length basis.
16. And, generally, all items listed in Part C to Regulation 18 of SEBI Listing Regulations and in Section 177 of the Act.

Review of Information by Audit Committee :

The Audit Committee has reviewed and satisfied that the Company's internal audit function adequately resourced and has appropriate standing within the Company. Audit Committee has also reviewed:

1. Management discussion and analysis of financial condition and result of operations.
2. Statement of significant related party transaction submitted by management;
3. Internal audit reports relating to internal control weakness.

c. MEETINGS AND ATTENDANCE DURING THE YEAR:

Four Meetings of Audit Committee were held during financial year 2016-17 on 30th May, 2016, 13th August, 2016, 10th November, 2016 and 13th February, 2017 and all members were present at the meetings.

4. NOMINATION REMUNERATION AND COMPENSATION COMMITTEE:

The constitution and terms of reference of Nomination and Remuneration Committee of the Company are in compliance with provisions of Companies Act, 2013 and the SEBI Listing Regulations.

A. Composition of Committee:

The composition of Nomination and Remuneration Committee during the Financial Year ended 31st March, 2017 is as under:

Directors	Category
Mr. Ajazahmed Ansari (Chairman)	Independent Non-executive
Mr. Aftabahmed Kadri	Independent Non-executive
Ms. Janki Ranjitsingh Vaghela	Independent Non-executive

B. Terms of reference:

The terms of reference of Nomination and Remuneration Committee inter alia, includes the following:

1. To formulate the criteria for determining qualifications, positive attributes and independence of a Director,
2. To recommend to the Board a policy relating to remuneration of the Directors, Key Managerial Personnel and other employees,
3. To formulate criteria for evaluation of Independent Directors and the Board,
4. To devise a policy on board diversity,
5. To review the succession planning of the Board of Directors and Senior Management Employees and
6. To review the performance of the Board of Directors and Senior Management Personnel based on the criteria decided by the Committee.

C. MEETINGS AND ATTENDANCE DURING THE YEAR:

One Meeting of Nomination and Remuneration Committee was held during financial year 2016-17 on 13th August, 2016 and all members were present at the meeting.

D. Remuneration of Directors:

There was no remuneration paid to the Directors during the year 2016-17

5. STAKEHOLDER RELATIONSHIP COMMITTEE:

The constitution and terms of reference of Stakeholders' Relationship Committee of the Company are in compliance with provisions of Companies Act, 2013 and the SEBI Listing Regulations.

A. Composition of Committee:

The composition of Stakeholders' Relationship Committee during the Financial Year ended 31st March, 2017 is as under:

Directors	Category
Mr. Ajazahmed Ansari (Chairman)	Independent Non-executive
Mr. Aftabahmed Kadri	Independent Non-executive

B. Terms of reference:

The Committee administers the following activities:

- Transfer of shares
- Transmission of shares
- Issue of duplicate share certificates
- Change of status
- Change of Name
- Transposition of shares
- Sub-division of shares
- Consolidation of folios
- Shareholders requests for dematerialization / rematerialisation of shares
- Functions of the Registrar and Share Transfer Agent

C. MEETINGS AND ATTENDANCE DURING THE YEAR:

Four Meetings of Stakeholders' Relationship Committee were held during financial year 2016-17 on 30th May, 2016, 13th August, 2016, 10th November, 2016 and 13th February, 2017 and all members were present at the meetings.

D. Name & designation of the Compliance Officer:

Ms. Sakina Aiyaz Pimpalnerwala is the compliance officer for KGN Enterprises Limited.

The Stakeholder Relationship Committee meets periodically to approve all the cases of shares demated, transfer, and issue of duplicate share certificates and resolution of investors' complaints, submission of information to various statutory authorities like NSDL/CDSL, SEBI, Stock Exchanges, and Registrar of Companies periodically and from time to time. Other functions, roles, duties, powers etc. have been clearly defined in line with the provisions of Companies Act, 2013 and the SEBI Listing Regulations and are kept flexible for modification by the Board from time to time.

The total number of complaints received and resolved to the satisfaction of the investors during the year under review is as follows:

No. of complaints received : One

No. of complaints resolved : One

No. of complaints pending : Nil

7. ANNUAL GENERAL MEETINGS:**a) Details of General Meetings held in last 3 years :**

Financial Year	Location	Date	Day	Time	Type of Meeting	Special Resolution Passed
2015-16	YWCA Bombay International Centre 18th Madame Cama Road, Fort- Mumbai- 400001	26th September, 2016	Monday	10.30 A.M.	AGM	1
2014-15	YWCA Bombay International Centre 18th Madame Cama Road, Fort- Mumbai- 400001	29 th September, 2015	Tuesday	10.00 A.M.	AGM	2
2013-14	Bombay YMCA, Central Branch 12, Nathalal Parekh Marg, Colaba, Mumbai- 400 001.	26 th September, 2014	Friday	2.00 P.M.	AGM	0

b) Postal Ballot :

No Special Resolution was passed through postal ballot during the Financial Year 2016-17. In the ensuing Annual General Meeting, there is no business requiring Postal Ballot.

8. DISCLOSURES :

During the financial year 2016-17, there were no materially significant transactions entered into between the Company and its promoters, directors or the management, subsidiaries or relatives, etc. that may have potential conflict with the interests of the Company at large.

No penalties are imposed on the Company or any of its directors by stock exchanges or SEBI or any statutory authority on any matter related to capital markets during the last (3) three years.

9. MEANS OF COMMUNICATION :

The Company regularly intimates unaudited as well as audited financial results to the Stock Exchanges where the shares of the Company are listed as soon as these are taken on record / approved.

These financial results are published in dailies having wide circulation. These Results are normally published in The Financial Express (English) and in Mumbai Lakshadweep (Marathi) News Papers.

10. CEO/CFO CERTIFICATION :

The Managing Director and Chief Finance Officer (CFO) certifies on the financial statement pursuant to Regulation 17(8) of the Listing Regulation is annexed and forms part of the Annual Report of the Company.

11. GENERAL SHAREHOLDER INFORMATION :**a) Detail Programme of the 23rd ANNUAL GENERAL MEETING:****DATE** : 26th SEPTEMBER, 2017**DAY** : TUESDAY**TIME** : 12:15 P.M.**VENUE** : YWCA BOMBAY INTERNATIONAL CENTRE,
18th MADAME CAMA ROAD, FORT- MUMBAI- 400001**b) FINANCIAL YEAR** : 1st April, 2016 to 31st March, 2017**c) BOOK CLOSURE DATE** : 20th September, 2017 to 26th September, 2017 (Both days inclusive)**d) LISTING ON STOCK EXCHANGES** : The Company's Ordinary shares are listed on the following Stock Exchanges:

1. Bombay Stock Exchange Limited and
2. Metropolitan Stock Exchange of India Limited

e) STOCK CODE :

Bombay Stock Exchange Limited: 533790

Metropolitan Stock Exchange of India Limited: KGNENT

f) DEMAT INTERNATIONAL SECURITIES IDENTIFICATION NUMBER (ISIN)FOR EQUITY SHARES :

INE 755B01019

MONTHWISE STOCK MARKET PRICE DATA (BSE) RELATING TO EQUITY SHARES OF THE COMPANY FOR THE PERIOD 1st APRIL, 2016 TO 31st MARCH, 2017.

PERIOD FROM APRIL, 2016 TO MARCH, 2017	PRICE PER SHARE		NO.OF SHARES TRADED
	HIGH (RS.)	LOW (RS.)	
April, 2016	9.25	8.14	16,905
May, 2016	8.75	7.65	17,936
June, 2016	7.94	6.85	24,238
July, 2016	8.00	6.58	43,336
August, 2016	7.42	6.88	18,340
September, 2016	7.40	5.87	1,11,924
October, 2016	5.90	5.20	24,333
November, 2016	6.01	5.39	12,613
December, 2016	6.10	5.19	14,743
January, 2017	5.09	4.37	32,154
February, 2017	5.00	4.60	8,162
March, 2017	5.25	4.90	1,32,783

(Source- www.bseindia.com)

g) REGISTRAR AND SHARE TRANSFER AGENTS :

Members are requested to correspond with the Company's Registrar & Transfer Agents-

Link Intime India Pvt. Ltd.506-508, Amarnath Business Centre-1 (ABC-1), Besides Gala Business Centre,
Near XT Xavier's College Corner, Off C G Road, Ellisebridge, Ahmedabad 380006.

Telephone No: +91 79 26465179

Email:ahmedabad@linkintime.co.in

h) **SHARE TRANSFER PROCESS :**

Trading in equity share of the Company is permitted in physical and dematerialized form. Share transfer in physical form and request for demat received by the Registrar and Transfer agent are registered and returned within the statutory period, provided all documents are valid and complete in all respects.

i) **DISTRIBUTION OF SHAREHOLDING AS ON 31st MARCH, 2017:**

Sr. No.	Range of Holding	No. of Shareholders	No. of Shares	% to Capital
1.	Up to 500	593	83454	0.4077
2.	501 to 1000	129	108880	0.5319
3.	1001 to 2000	102	153122	0.7480
4.	2001 to 3000	58	149491	0.7303
5.	3001 to 4000	35	125718	0.6142
6.	4001 to 5000	86	422132	2.0622
7.	5001 to 10000	109	841494	4.1109
8.	Above 10000	144	18585709	90.7949
	Total	1256	20470000	100.00

k) **SHAREHOLDING PATTERN AS ON 31st MARCH, 2017:**

No.	Category	No. of Shares	Percentage
1.	Indian Public	5013701	24.49
2.	NRIs / OCBs	8327	0.0407
3.	Mutual Funds and UTI	0	0
4.	Banks, Financial Institutions and Insurance Companies (Central Institutions)	0	0
5.	Clearing Member	1752615	8.56
6.	Corporate Bodies	2151495	10.51
7.	Indian Promoters	10866141	53.0833
8.	Foreign Institutional Investors	0	0
9.	HUF	677721	3.3108
	TOTAL	20470000	100.00

l) **DEMATERIALIZATION OF SHARES AND LIQUIDITY:**

Percentage of Shares held in Physical form : 3.41 %

Percentage of Shares held in Electronic form : 96.58 %

m) **Outstanding ADRs/GDRs :** The Company has not issued any ADRs/GDRs.n) **ADDRESS FOR CORRESPONDENCE :**

B-15, Hirnen Shopping Centre co.op.hsg, Society Ltd,
Near City Centre, S.V. Road, Goregaon(west,)Mumbai-400062.
Tel no. 022-67256547 E-mail - Info@kgnenterprises.com

For and on behalf of Board of Directors of
KGN ENTERPRISES LIMITED

Date : 14.08.2017
Place : Mumbai

ISMAL MEMON
DIRECTOR
DIN: 00209507

DECLARATION

As required under SEBI Listing Regulations, it is hereby declared that all the Board Members and Senior Management Personnel of **KGN ENTERPRISES LIMITED** have affirmed the compliance with the Code of Conduct for the year ended March 31, 2017.

**For And On Behalf of the Board of Directors
KGN ENTERPRISES LIMITED**

**Place : Mumbai
Date : 14.08.2017**

**Babulal Jethalal Hirani
Managing Director**

CEO/CFO CERTIFICATION

To,
The Board of Director
KGN Enterprises Limited,
Mumbai

We, Mr. Mohsin Ismailbhai Memon, Chief Finance Officer and Mr. Babulal Jethalal Hirani, Chairman & Managing Director of KGN Enterprises Limited (the Company), hereby certify to the Board that:

- a) We have reviewed the Financial Statements and the Cash Flow Statement for the year and that to the best of our knowledge and belief:
 - i) These statements do not contain any materiality 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 affairs and are in compliance with the existing accounting standards, applicable laws, and regulations.
- b) There are, to best of our knowledge and belief, no transactions entered into by company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- c) We are responsible for establishing and maintaining Internal Controls for financial reporting in company and we have evaluated the effectiveness of the internal control system of the Company pertaining to financial reporting. 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 steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the auditors and the audit Committee:
 - i) Significant changes in Internal Controls over financial reporting during the year.
 - ii) Significant changes in accounting policies during the year and the same have been disclosed in the notes to the financial statements and
 - iii) Instance of Significant fraud 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 Internal Control System.
- e) We further declare that all Board Members and Senior Management have affirmed compliance with the Code of Conduct for the current year.

**Date : 14th August, 2017
Place : Mumbai**

**Mohsin Ismailbhai Memon
Chief Finance Officer**

**Babulal Jethalal Hirani
Managing Director**

ANNEXURE-D

Form No. MGT-9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31.03.2017

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

I. REGISTRATION AND OTHER DETAILS :

i.	CIN	L45201MH1994PLC204203
ii.	Registration Date	15/06/1994
iii.	Name of the Company	KGN ENTERPRISES LIMITED
iv.	Category/Sub-Category of the Company	Public Company Limited by Shares
v.	Address of the Registered office and contact details	B-15, Hirnen Shopping Centre co.op.hsg. Society Ltd, Near City Centre, S. V. Road, Goregaon (west,) Mumbai-400062. Tel no. 022-67256547 Info@kgnenterprises.com
vi.	Whether listed company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime (India) Private Limited 506-508, Amarnath Business Centre-1 (ABC-1), Besides Gala Business Centre, Near XT Xavier's College Corner Off C G Road , Ellisebridge, Ahmedabad 380006. Telephone No: 079-26465179.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY :

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

Sr. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Manufacturing of Seed & Derivatives	15143	100.00

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES :

S. N.	Name And Address of The Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1.	KGN Proteins Limited	U15400MH2010PLC206181	Subsidiary	100.00%	2(87)
2.	KGN Bio-Tech Limited	U01400MH2010PLC201743	Subsidiary	100.00%	2(87)
3.	KGN Green Limited	U01403MH2010PLC204664	Subsidiary	100.00%	2(87)
4.	KGN Oil And Gas Pvt. Ltd.	U11102MH2010PTC205820	Subsidiary	100.00%	2(87)

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

i. Category-wise Share Holding :

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter									
1) Indian									
a) Individual/ HUF	917341	0	917341	4.48	917341	0	917341	4.48	0
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp	9948800		9948800	48.60	9948800	0	9948800	48.60	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other	0	0	0	0	0	0	0	0	0
Sub-total(A)(1):-	10866141	0	10866141	53.08	10866141	0	10866141	53.08	0

i. Category-wise Share Holding : (Contd.....)

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) Foreign									
g) NRIs-Individuals	0	0	0	0	0	0	0	0	0
h) Other-Individuals	0	0	0	0	0	0	0	0	0
i) Bodies Corp.	0	0	0	0	0	0	0	0	0
j) Banks / FI	0	0	0	0	0	0	0	0	0
k) Any Other....	0	0	0	0	0	0	0	0	0
Sub-total(A)(2):-	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoters (A)= (A)(1)+(A)(2)	10866141	0	10866141	53.08	10866141	0	10866141	53.08	0
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs 0	0	0	0	0	0	0	0	0	
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total(B)(1)	0	0	0	0	0	0	0	0	0
2. Non Institutions									
a) Bodies Corp.									
(i) Indian	1749818	432500	2182318	10.66	1718995	432500	2151495	10.51	-0.15
(ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	1496702	233676	1730378	8.45	1381649	233676	1615325	7.89	-0.56
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	4066261	32700	4098961	20.02	3365676	32700	3398376	16.60	-3.42
c) Others(Specify)	1592202	0	1592202	7.77	2438663	0	2438663	11.91	0.05
Sub-total(B)(2)	8904983	698876	9603859	46.91	8904983	698876	9603859	46.91	0
Total Public Shareholding (B)=(B)(1)+ (B)(2)	8904983	698876	9603859	46.91	8904983	698876	9603859	46.91	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	19771124	698876	20470000	100.00	19771124	698876	20470000	100.00	0

ii. Shareholding of Promoters :

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1.	Ismail Gulmohammed Memon	200000	0.98	0	200000	0.98	0	0
2.	KGN Properties Pvt. Ltd	9948800	48.60	0	9948800	48.60	0	0
3.	Arifbhai Ismailbhai Memon	717341	3.50	0	717341	3.50	0	0
	TOTAL	10866141	53.08	0	10866141	53.08	0	0

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

S. N.	Name of the Promoter/ Promoter Group	Shareholding at the beginning of the year (01-04-2016)		Date	Increase/ Decrease in Shareholding	Reason	Cumulative Shareholding during the year (31-03-2017)	
		No. of shares	% of total shares of the company				No. of shares	% of total shares of the company

(iv) Shareholding pattern of top ten shareholders (other than Directors, Promoter and Holders of GDRs and ADRs):

S. N.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year (01.04.2016)		Cumulative Shareholding during the year		Shareholding at the end of the year (31.03.2017)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	ARCADIA SHARE & STOCK BROKERS PVT LTD	1218190	5.95	72166	0.35	1290356	6.30
2.	PARIDHI OVERSEAS PRIVATE LIMITED	908124	4.44	99460	10.95	808664	3.95
3.	DELIGHT EXPORTS PRIVATE LIMITED	797736	3.89	-	-	797736	3.89
4.	ASIF ABDUL GANI ANSARI	428008	2.09	-	-	428008	2.09
5.	IMRAN SALEEM KHAN	282695	1.38	-	-	282695	1.38
6.	SANJAY D UNAKAR	254838	1.24	-	-	254838	1.24
7.	ANUGRAH STOCK & BROKING PVT LTD	235840	1.15	500	0.21	235340	1.15
8.	GRD SECURITIES LTD.	149000	0.73	-	-	149000	0.73
9.	NIMESH ARVINDBHAI GANDHI	120813	0.59	-	-	120813	0.59
10.	MNM STOCK BROKING PRIVATE LIMITED	-	-	-	-	100000	0.49

The shares of the company are traded frequently in dematerialised form and hence the date wise increase/ decrease in shareholding is not indicated.

(v) Shareholding of Directors and Key Managerial personnel :

Sr. No.	For each of the Directors and KMP	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.	Ismail Gulmohammed Memon	200000	0.98	200000	0.98

V. INDEBTEDNESS :

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	0	143,151,965	0	143,151,965
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	143,151,965	0	143,151,965
Change in Indebtedness during the financial year				
- Addition		0		0
- Reduction		-3,172,131		-3,172,131
Net Change	0	0	0	0
Indebtedness at the end of the financial year	0	0	0	0
i) Principal Amount				
ii) Interest due but not paid		139,979,834		139,979,834
iii) Interest accrued but not due				
Total (i+ii+iii)	0	139,979,834	0	139,979,834

VI. REMUNERATION OF DIRECTORS AND KEYMANAGERIAL PERSONNEL :

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

Particulars of Remuneration	Mr. Babulal Jethalal Hirani Managing Director	Mr. Mohsin Ismail Memon CFO	Mr. Ismail Memon Director	Total Amount (In Rs.) per annum
1. Gross Salary				
a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961				
(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				
(c) Profits in lieu of salary under section 17(3) Income Tax Act, 1961				
Stock Option				
Sweat Equity				
Commission				
- as % of profit				
- others, specify...				
Others, please specify				
Total(A)				
Ceiling as per the Act				

B. Remuneration to other directors :

Sr. No.	Particulars of Remuneration	Name of Directors				Total Amount
		---	---	---	--	
	Independent Directors					0
	• Fee for attending board committee meetings	NIL				
	• Commission					
	• Others, please specify					
	Total(1)					0
	Other Non-Executive Directors					0
	• Fee for attending board committee meetings					
	• Commission					
	• Others, please specify					
	Total(2)					0
	Total(B)=(1+2)					0
	Total Managerial Remuneration					0
	Overall Ceiling as per the Act					

C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		CEO	Company Secretary	CFO	
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	0	0	0
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	0	0
2.	Stock Option	0	0	0	0
3.	Sweat Equity	0	0	0	0
4.	Commission				
	- as % of profit				
	- others, specify...	0	0	0	0
5.	Others, please specify	0	0	0	0
6.	Total	0	0	0	0

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES :

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD/NCLT/ COURT]	Appeal made, if any (give Details)
A. Company					
	Penalty				
	Punishment				
	Compounding				
B. Directors					
	Penalty				
	Punishment				
	Compounding				
C. Other Officers In Default					
	Penalty				
	Punishment				
	Compounding				

AUDITORS' CERTIFICATE

To,
The Members
KGN Enterprises Limited,
Mumbai

We have read the Report of Directors on Corporate Governance and have examined the relevant records relating to compliance of conditions of Corporate Governance by the KGN Enterprises Limited for the year ended 31st March, 2017, as stipulated in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said Company with stock exchange(s).

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as specified in Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said Company with stock exchange(s).

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

FOR KIRIT & CO.
Chartered Accountants

Place : Ahmedabad
Date : 14th August, 2017

Kirit Kumar
M.No.: 03804
FRN : 132282

INDEPENDENT AUDITORS' REPORT

To,
The Members of,
KGN ENTERPRISES LIMITED,

Report on the Financial Statements:

We have audited the accompanying financial statements of **KGN ENTERPRISES LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2017, the statement of Profit & Loss and Cash Flow Statement for the year 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 the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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

Opinion

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

- a) In the case of the Balance Sheet, of the state of affairs of the company as on 31st March, 2017.
- b) In the case of the Profit & Loss Account Statement Balance, of the profit for the year ended on 31st March, 2017.
- c) In the case of the Cash Flow Statement, of the Cash Flows for the year ended on 31st March, 2017.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we enclose in the Annexure hereto a statement specified in paragraph 4 and 5 of the said order.

2. As required by section 143 (3) of the Act, we report that:
- (i) 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 ;
 - (ii) In our opinion, proper books of accounts as required by law have been kept by the company so far as it appears from our examination of those books;
 - (iii) The Balance Sheet and Profit & Loss Statement Balance dealt with by this report are in agreement with the books of account;
 - (iv) On the basis of written representations received from the directors as on March 31, 2017 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 the Act.
 - (v) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - (vi) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - a. The Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements;
 - b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - c. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company except in cases where disputes relating to the ownership of the underlying shares have remained unresolved;
 - d. The Company has provided requisite disclosures in the standalone Ind AS financial statements as regards its holding and dealings in Specified Bank Notes as defined in the Notification S.O. 3407(E) dated the 8 November, 2016 of the Ministry of Finance, during the period from 8 November, 2016 to 30 December, 2016. Based on audit procedures performed and the representations provided to us by the management we report that the disclosures are in accordance with the books of account maintained by the Company and as produced to us by the Management.

As required by the Companies (Auditor's Report) Order, 2016 (the "Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

**For Kirit & Co.
Chartered Accountant**

**Kirit Kumar
Proprietor
M.No. 038047
FRN: 132282W**

**Place : Ahmedabad
Date : 30th May, 2017**

ANNEXURE TO INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 1 under the heading 'Report on Other Legal & Regulatory Requirement' of our report of even date to the financial statements of the Company for the year ended March 31, 2017:

1. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.
- (c) The title deeds of immovable properties are held in the name of the company.
2. As there are no inventories the compliances regarding the physical verification of Inventory and maintenance of proper records of inventory are not applicable.
3. (a) The Company has granted unsecured loan to its Subsidiary Companies and parties in the register maintained under Section 189 of the Companies Act, 2013. The Maximum amount granted during the year and yearend balances of loan to such subsidiaries were as per details given below. The terms and conditions of such loans are not prima facie prejudicial to the interest of the Company.

Sr. No.	Name of the Party	Relation with the Compant	Maximum Outstanding (in Rs.)	Closing Balance As on 31/03/2017 (in Rs.)
1.	KGN Bio Tech Limited	Subsidiary Company	5,91,70,944/-	5,90,06,627/-
2.	KGN Oil & Gas Private Limited	Subsidiary Company	1,25,19,328/-	1,25,19,328/-

- (b) The Company has taken loans, secured or unsecured from the companies or other parties covered in the register maintained u/s 189 of the Companies Act, 2013. The Maximum amount granted during the year and yearend balances of loan to such subsidiaries were as per details given below. The terms and conditions of such loans are not prima facie prejudicial to the interest of the Company.

Sr. No.	Name of the Party	Relation with the Compant	Maximum Outstanding (in Rs.)	Closing Balance As on 31/03/2017 (in Rs.)
1.	KGN Industries Limited	Associates	14,17,95,978/-	13,82,16,175/-
2.	KGN Green Limited	Subsidiary	6,05,316/-	6,05,316/-
3.	KGN Protein Limited	Subsidiary	6,80,317/-	6,80,317/-

4. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
5. The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
6. As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
7. (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of

the above were in arrears as at March 31, 2016 for a period of more than six months from the date on when they become payable.

- (b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.
8. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
9. Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
10. Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
11. Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided.
12. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
13. In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
14. Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
15. Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
16. In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

**For Kirit & Co.
Chartered Accountant**

**Kirit Kumar
Proprietor
M.No. 038047
FRN: 132282W**

**Place : Ahmedabad
Date : 30th May, 2017**

BALANCE SHEET AS AT 31st MARCH , 2017

(Amount in Rs.)

Particulars	Note	As at 31 March, 2017	As at 31 March, 2016
I. EQUITY AND LIABILITIES :			
1 Shareholders' Funds :			
(a) Share Capital	1	204,700,000	204,700,000
(b) Reserve And Surplus	2	492,827,424	492,537,583
2 Non-Current Liabilities :			
(a) Long Term Borrowings	3	138,216,175	141,795,978
(b) Deferred Tax Liabilities (net)		2,118,994	2,118,994
(c) Long-Term Provisions	4	2,287,968	2,287,968
3 Current Liabilities :			
(a) Short-Term Borrowings	5	1,763,659	1,355,987
(b) Trade Payables	6	710,510	495,585
(c) Other Current Liabilities	7	1,571,768	1,569,189
(d) Short-Term Provisions	8	92,066	324,930
TOTAL		841,145,028	844,047,837
II. ASSETS :			
Non-Current Assets :			
1 (a) Fixed Assets :			
(i) Tangible Assets	9	441,731,624	441,684,624
(ii) Capital Work-In-Progress		101,775,299	101,775,299
(b) Non-Current Investments	10	1,655,000	1,655,000
(c) Long-Term Loans And Advances	11	74,705,162	81,008,801
2 Current Assets :			
(a) Inventories	12	--	--
(b) Trade Receivables	13	179,468,903	179,468,903
(c) Cash and Cash Equivalents	14	2,147,543	5,975,189
(d) Short-Term Loans and Advances	15	17,970,968	12,976,884
(e) Other Current Assets	16	21,690,528	19,503,137
TOTAL		841,145,028	844,047,837

**Significant Accounting Policies
Notes On Financial Statements**

1 to 29

The Accompanying notes are an Integral Part of Financial Statements

As per our Report of even date

For Kirit & Co.
Chartered Accountants

Kirit Kumar
Proprietor
M. No. 038047
FRN : 132282 W

For and on behalf of the Board of Directors

Ismail Memon
Director
DIN : 00209507

Babulal J Hirani
Managing Director
DIN : 02362983

Mohsin I Memon
Chief Financial Officer
DIN : 03110860

Sakina Pimplnerwala
Company Secretary

Date : 30.05.2017
Place : Ahmedabad

Date : 30.05.2017
Place : Mumbai

Profit and Loss statement Balance for the year ended 31st March 2017

(Amount in Rs.)

Particulars	Note	2016-2017	2015-2016
INCOME :			
I. Revenue From Operations	17	--	9,138,620
II. Other Income	18	1,100,347	882,067
III. Total Revenue (I + II)		1,100,347	10,020,687
IV. EXPENDITURE :			
Purchases of Stock-in-Trade		--	--
Changes in Inventories of Finished Goods Work-In-Progress and Stock-in-Trade		--	8,296,445
Employee Benefits Expense	19	247,266	257,446
Finance Costs	20	5,966	8,963
Depreciation and Amortization Expense	21	--	--
Other Expenses	22	485,208	824,747
Total Expenses		738,440	9,387,601
V Profit Before Tax (III- IV)		361,907	633,086
VI. Tax Expense :			
(1) Current Tax		72,066	192,500
(2) Deferred Tax		--	--
(3) Excess Provision of Income Tax for Earlier Years		--	--
VII Profit For The Period (V-VI)		289,841	440,586
VIII Earnings per Equity Share of Face Value of Rs. 10 each:			
Basic		0.01	0.02
Diluted		0.01	0.02

Significant Accounting Policies
Notes On Financial Statements

1 to 29

The Accompanying notes are an Integral Part of Financial Statements

As per our Report of even date

For Kirit & Co.
Chartered AccountantsKirit Kumar
Proprietor
M. No. 038047
FRN : 132282 W

For and on behalf of the Board of Directors

Ismail Memon
Director
DIN : 00209507Babulal J Hirani
Managing Director
DIN : 02362983Mohsin I Memon
Chief Financial Officer
DIN : 03110860Sakina Pimplnerwala
Company SecretaryDate : 30.05.2017
Place : AhmedabadDate : 30.05.2017
Place : Mumbai

CASH FLOW STATEMENT FOR THE YEAR ENDED 2016-2017

(Amount in Rs.)

Particulars	2016-2017	2015-2016
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit Before Tax as per Profit and Loss Statement Balance	361,907	633,086
Adjustment For:		
Depreciation and Amortisation Expenses	-	-
Finance Cost	5,966	8,963
Interest on Fixed Deposits	1,387,025	168,063
Operating Profit before Working Capital Changes	-19,152	473,986
Adjustment For:		
(Increase)/Decrease in Trade Receivable	-	3,589,001
(Increase)/Decrease in Inventories	-	8,296,445
(Increase)/Decrease in Other Current Assets	-2,187,391	-3,044,780
Increase/(Decrease) in Trade Payable	214,925	-295,520
Increase/(Decrease) in Other Current Liabilities	-2,579	-74,758
Increase/(Decrease) in Provisions	-232,864	55,840
Changes in Working Capital	-2,207,909	8,526,228
Cash Generated From Operations	-2,227,061	9,000,214
Taxes Paid *	72,066	2,859,650
Net Cash Flow from Operating Activities	-2,299,127	6,140,564
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of Fixed Assets	-47,000	-
Interest on Fixed Deposit	387,025	168,063
Movement in Short term Loans And Advances	-4,994,084	-50,589
Movement in Long Term Loans And Advances	6,303,640	-276,566
Net Cash Used in Investing Activities	1,649,580	-159,092
C. CASH FLOW FROM FINANCING ACTIVITIES :		
Finance Cost	-5,966	-8,963
Movement in Short Term Borrowings	407,672	100,987
Movement in Long Term Borrowings	-3,579,803	-2,506,890
Dividend Undeclared and Tax Thereon(F.Y. 2012-13)	-	-
Net Cash Used in Financing Activities	-3,178,097	-2,414,866
Net Cash flow (A+B+C)	-3,827,647	3,566,604
Cash & Cash Equivalents at the beginning of the year	5,975,189	2,408,585
Cash & Cash Equivalents at the end of the year	2,147,543	5,975,189

As per our Report of even date

For Kirit & Co.
Chartered Accountants

Kirit Kumar
Proprietor
M. No. 038047
FRN : 132282 W

Date : 30.05.2017
Place : Ahmedabad

For and on behalf of the Board of Directors

Ismail Memon
Director
DIN : 00209507

Mohsin I Memon
Chief Financial Officer
DIN : 03110860

Date : 30.05.2017
Place : Mumbai

Babulal J Hirani
Managing Director
DIN : 02362983

Sakina Pimplnerwala
Company Secretary

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

(Amount in Rs.)

	As at 31 st March 2017		As at 31 st March 2016	
	Number	Amounts	Number	Amounts
1. SHARE CAPITAL :				
Authorised Share Capital :				
2,10,00,000 Equity shares of Rs. 10 each (P.Y.: 2,10,00,000 Equity Shares of Rs. 10 each)	21,000,000	210,000,000	21,000,000	210,000,000
5,00,000 Preference Shares of Rs. 10 each (8% Non-Cumulative Redeemable Preference Shares) (P.Y.: 5,00,000 Preference Shares of Rs. 10 each)	500,000	5,000,000	500,000	5,000,000
	21,500,000	215,000,000	21,500,000	215,000,000
Issued, Subscribed & Paid up :				
2,04,70,000 Equity Shares of Rs. 10 each (P.Y.: 2,04,70,000 Equity Shares of Rs. 10 each)	20,470,000	204,700,000	20,470,000	204,700,000
5,00,000 Preference Shares of ' 10 each (8% Non-Cumulative Redeemable Preference Shares)* (P.Y.: 5,00,000 Preference Shares of ' 10 each)	--	--	--	--
TOTAL	20,470,000	204,700,000	20,470,000	204,700,000

1.1 The Reconciliation of the number of Shares Outstanding is set out below :

Particulars	Equity Shares	
	Number	Amounts
Shares outstanding at the beginning of the year	20,470,000	204,700,000
Shares Issued during the year	--	--
Shares bought back during the year	--	--
Shares outstanding at the end of the year	20,470,000	204,700,000

1.2 The details of shareholders holding more than 5% shares :

Name of Shareholder	As at 31 st March 2017		As at 31 st March 2016	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
KGN Properties Private Limited	9,948,800	48.60	9,948,800	48.60

(Amount in Rs.)

Particulars	As at 31 March, 2017	As at 31 March, 2016
2. RESERVE & SURPLUS :		
A. Capital Reserve :		
Opening Balance	345,793,125	345,793,125
(+) Share Warrant Forfeited	--	--
	345,793,125	345,793,125
B. Share Premium	91,800,000	91,800,000
	91,800,000	91,800,000
C. Capital Redemption Reserve :		
Opening Balance	5,000,000	5,000,000
(+) Transfer From Profit and Loss Account	--	--
	5,000,000	5,000,000

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

(Amount in Rs.)

Particulars	As at 31 March, 2017	As at 31 March, 2016
2. RESERVE & SURPLUS : (Contd.....)		
D. Profit & Loss Statement Balance :		
Opening Balance	49,944,458	49,503,873
(+) Current Year Transfer	289,841	440,585
(-) Transfer to Capital Redemption Reserve	--	--
Dividend Undeclared	--	--
Tax On Dividend undelared	--	--
Closing Balance	50,234,299	49,944,458
TOTAL	492,827,424	492,537,583
3. LONG TERM BORROWINGS :		
Unsecured :		
(a) Loans and advances From Related Parties		
KGN Industries Limited	138,216,175	141,795,978
TOTAL	138,216,175	141,795,978
4. LONG TERM PROVISIONS :		
(a) Others :		
Provision for Income Tax	2,287,968	2,287,968
TOTAL	2,287,968	2,287,968
5. SHORT TERM BORROWINGS :		
Unsecured :		
(a) Loans and advances From Related Parties :		
Farzana Ismail Memon	80,125	80,125
Ismail Gulmohmad Memon	197,900	28,862
Mohsin Ismail Memon	200,000	-
KGN Green Limited	605,317	596,000
KGN Proteins Limited	680,317	651,000
TOTAL	1,763,659	1,355,987
6. TRADE PAYABLE :		
Sundry Creditors for Seed	-	-
Others	710,510	495,585
TOTAL	710,510	495,585
7. OTHER CURRENT LIABILITIES :		
DUTIES AND TAXES :		
TDS Payable	(3,118)	1,061
Vat Payable	-	-
Service Tax Payable	-	-
OTHER LIABILITIES ;		
Professional Tax	31,350	29,750
Sundry Creditors for Projects	(1,600,000)	(1,600,000)
Sundry Creditors for Expense	--	-
TOTAL	(1,571,768)	(1,569,189)

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

(Amount in Rs.)

Particulars	As at 31 March, 2017	As at 31 March, 2016
8. SHORT TERM PROVISIONS :		
(a) Others		
Provision for Salary	--	92,430
Provision for audit fees	20,000	40,000
Provision for Income Tax A.Y. 2017-18	72,066	--
Provision for Income Tax A.Y. 2016-17	--	192,500
TOTAL	92,066	324,930

9. FIXED ASSETS :

	Gross Block					Accumulated Depreciation					Net Block	
	Balance as at 1-4-16	Addi-tion/ Disposal	Acquired through business Combinations	Revalue-ation/ Impair-ments	Balance as at 31-3-17	Balance as at 1-4-16	Depreci-ation for the year charge	Adjust-ment due to revalu-ation	On disposals	Balance as at 31-3-17	Balance as at 31-3-17	Balance as at 31-3-16
a Tangible Assets												
Land	29,109,327	-	-	-	29,109,327	-	-	-	-	-	29,109,327	29,109,327
Buildings	178,980,454	47000	-	-	179,027,454	35,271,868	-	-	-	35,271,868	143,755,586	143,708,586
Plant & Equipment*	367,523,522	-	-	-	367,523,522	108,151,770	-	-	-	108,151,770	259,371,752	259,371,752
Furniture & Fixtures	6,419,919	-	-	-	6,419,919	2,727,981	-	-	-	2,727,981	3,691,938	3,691,938
Vehicles	2,070,913	-	-	-	2,070,913	778,298	-	-	-	778,298	1,292,615	1,292,615
Office equipment	4,401,997	-	-	-	4,401,997	521,576	-	-	-	521,576	3,880,421	3,880,421
Computers	857,809	-	-	-	857,809	227,824	-	-	-	227,824	629,985	629,985
Total	589,363,941	47000	-	-	589,363,941	147,679,317	-	-	-	147,679,317	441,731,624	441,684,624
b Capital Work In Progress	101,775,299	-	-	-	101,775,299	-	-	-	-	-	101,775,299	101,775,299
Total	101,775,299	47000	-	-	101,775,299	-	-	-	-	-	101,775,299	101,775,299

	As at 31 st March 2017		As at 31 st March 2016	
	Number of Shares	Amount (in R.s)	Number of Shares	Amount (in Rs.)
10. NON-CURRENT INVESTMENTS :				
A. TRADE INVESTMENTS	--	--	--	--
B. OTHER INVESTMENTS :				
(A) In Equity Shares of Subsidiary Companies - UNQUOTED, fully Paid up				
KGN Bio-Tech Limited	50,000	500,000	50,000	500,000
KGN Green Limited	50,000	500,000	50,000	500,000
KGN Oil & Gas Private Limited	10,000	100,000	10,000	100,000
KGN Proteins Limited	50,000	500,000	50,000	500,000
(B) National Saving Certificate		55,000		55,000
TOTAL (A+B)	160,000	1,655,000	160,000	1,655,000

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

(Amount in Rs.)

Particulars	As at 31 March, 2017	As at 31 March, 2016
11. LONG TERM LOANS AND ADVANCES :		
a. Loans and advances to Related Parties :		
KGN Bio-Tech Limited	59,006,627	59,170,944
KGN Oil & Gas Pvt Ltd	12,519,328	12,515,060
Others	--	-184,125
Total (A)	71,525,955	71,686,004
b. Security Deposits :		
Unsecured, Considered Good :		
GEB Security Deposit	2,219,665	2,219,665
CR Gas Agency	2,000	2,000
Deposit for Mumbai Office	-	-
Vodafone Deposit	-	-
FDR Against Bank Guarantee for EPCG	---	537,818
FDR Against EPCG	957,542	6,263,314
Security Deposit For Export	-	300,000
Total (B)	3,179,207	9,322,797
TOTAL (A+B)	74,705,162	81,008,801
12. INVENTORIES :		
Stock in hand	--	-
TOTAL	--	-
13. TRADE RECEIVABLE :		
(Unsecured and Considered Good)		
Over Six Months	179,468,903	179,468,903
Other	-	-
TOTAL	179,468,903	179,468,903
14. CASH AND CASH EQUIVALENTS :		
Cash In Hand & Balances with banks	2,147,543	5,975,189
TOTAL	2,147,543	5,975,189
15. SHORT-TERM LOANS AND ADVANCES :		
a. Loans and advances to Related Parties		
b. Security Deposit		
Unsecured, Considered Good		
c. Others		
Unsecured, Considered Good		
Balance With Government Authority	17,970,968	12,976,884
Advance Receivable in Cash	-	-
Advance for Project	--	-
TOTAL	17,970,968	12,926,295
16. OTHER CURRENT ASSETS :		
Interest Income Receivable F.Y. 2013-14	99,751	75,154
Duty Drawback Provision	-	-
Preoperating Expenses for Capitalisation	21,590,957	19,427,983
TOTAL	21,690,528	19,503,137

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

Particulars	(Amount in Rs.)	
	2016-2017	2015-2016
17. REVENUE FROM OPERATION :		
Export sales	–	–
Sales	–	9,138,620
TOTAL	–	9,138,620
18. OTHER INCOME :		
Interest Income	387,025	168,063
Excess provision for Income Tax	--	–
Foreign Exchange Gain	--	–
Other Income	713,322	714,004
TOTAL	1,100,347	882,067
19. EMPLOYEE BENEFITS EXPENSE :		
Salaries and incentives	232,261	256,817
Director remuneration	15,000	–
Provident Fund Expenses	--	–
Staff Welfare Expenses	5	629
TOTAL	247,266	257,446
20. FINANCE COST :		
Bank Charges	5,966	8,963
Interest Expenses	–	–
TOTAL	5,966	8,963
21. DEPRICIATION AND AMORTISATION EXPENSES :		
Depreciation on Fixed Assets	–	–
TOTAL	–	–
22. OTHER EXPENSES :		
MANUFACTURING EXPENSES		
Diesel Expenses	--	537
Factory Expenses	6,535	2,163
Power & Fuel Expenses	186,726	518,341
TOTAL (A)	193,261	521,041
ADMINISTRATION EXPENSES :		
Advertisement Expenses	18,640	8,933
Audit Fees Expenses	20,000	20,000
Conveyance Expenses	1,513	3,584
Computer & Printer Expenses	1,356	5,712
Donation Expenses	–	2,375
Electricity Expenses	3,179	1,392
Hotel Club & Hospitality Expenses	–	582
Land Tax	44,604	–

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

(Amount in Rs.)

Particulars	2016-2017	2015-2016
22. OTHER EXPENSES : (Contd.....)		
ADMINISTRATION EXPENSES :		
Legal & Professional Fees	23,337	46,361
Liasoning Expenses	4,511	5,549
Listing Fees A/c.	119,070	62,500
License fees	500	31
Medical Expense	-	25
Misc expense	300	13,231
Office Expenses	6,310	10,623
Petrol Expenses	3,432	28,758
Postage & Courier Expenses	1,439	3,373
Printing & Stationery Expenses	9,885	9,661
Registration Fees	-	1,000
Kasar Vatav expense	-	235
ROC Expenses	1,563	-
Security Expenses	-	42,750
Swachh Bharat Cess	362	375
Telephone & Modam Expenses	23,264	24,744
Travelling Expenses	5,907	8,497
Vehicle Expenses	150	2,790
Web Development Expenses	2,625	625
TOTAL (B)	291,947	303,706
TOTAL (A+B)	485,208	824,747

23. Contingent Liabilities not provided for is Rs. Nil

24. All Debit and Credit balance and accounts squared up during the year are subject to confirmation from respective parties.

25. In the opinion of the Board of Directors, Current Asset, Non - Current Assets are approx. of the value at which these are stated in the balance sheet, if realized in the ordinary course of business. Adequate provisions have been made for all known Current and Non Current Liabilities and Provisions are not in excess of the amount reasonably necessary.

26. Previous years' figures have been reallocated / restated / rearranged / regrouped wherever necessary.

27. **Payment to Auditors :**

Particulars	2016-2017	2015-2016
A. For Statutory Audit	20,000/-	20,000/-
B. For Tax Audit	-	-
C. For Consulting Fees	-	-
D. For Cost Audit Fees	-	-
E. For VAT Audit Fees	-	-
	20,000/-	20,000/-

28. RELATED PARTY DISCLOSURES :

As per Accounting Standard 18, the disclosures of transactions with the related parties are given below :

(i) List of Related Parties where control exists and Related Parties with whom transactions have been taken place and relationships :

No.	Name of Related Party	Relationship
1	KGN Greens Limited	Subsidiary Company
2	KGN Proteins Limited	Subsidiary Company
3	KGN Bio-Tech Limited	Subsidiary Company
4	KGN Oil & Gas Private Limited	Subsidiary Company
5	KGN Industries Limited	Enterprise over which Key Managerial Personnel are able to exercise significant influence
6	Ismail Gulmohammed Memon	Director
7	Babulal Jethlal Hirani	Chairman & Managing Director
8	Mohsin Ismail Memon	Director

(ii) Transaction during the year with Related Parties :

No.	Name of Related Party	Nature of Transaction	Transaction Amount	Closing Balance
1	KGN Greens Limited	Loans Given	9,317/-	6,05,317/-
2	KGN Proteins Limited	Loans Given	29,317/-	6,80,317/-
3	KGN Bio-Tech Limited	Repayment of Loan Given	1,64,317/-	5,90,06,627/-
4	KGN Oil & Gas Private Limited	Loans Given	4,268/-	1,25,19,328/-
5	KGN Industries Limited	Repayment of Loan Taken	35,79,803/-	13,82,16,175/-

29. Disclosure for Specified Bank Notes (SBN)

Particulars	SBNs	Other Denomination Notes	Total
Closing Cash in Hand as on 08.11.2016	1,466,877.00	-	1,466,877.00
Add: Permitted Receipts	31,700.00	-	31,700.00
Less: Permitted payments	-36,522.00	-	-36,522.00
Less: Amount Deposited in Banks	-1,400,000.00	-	-1,400,000.00
Closing Cash in Hand as on 30.12.2016	62,055.00	-	62,055.00

For Kirit & Co.
Chartered Accountants

Kirit Kumar
Proprietor
M. No. 038047
FRN : 132282 W

For and on behalf of the Board of Directors

Ismail Memon
Director
DIN : 00209507

Babulal J Hirani
Managing Director
DIN : 02362983

Mohsin I Memon
Chief Financial Officer
DIN : 03110860

Sakina Pimplnerwala
Company Secretary

Date : 30.05.2017
Place : Ahmedabad

Date : 30.05.2017
Place : Mumbai

SIGNIFICANT ACCOUNTING POLICIES :**1. BASIS OF PREPARATION OF FINANCIAL STATEMENTS:**

The Financial Statements have been prepared under the historical cost convention, on the accrual basis of accounting and in accordance with the generally accepted accounting principles in India and the provisions of the Companies Act, 2013, as adopted consistently by the Company.

2. USE OF ESTIMATES:

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known / materialized.

3. FIXED ASSETS:

Fixed Assets are stated at cost, net of modvat, less accumulated depreciation. All cost including financing costs till commencement of commercial productions, net charges on foreign exchange contracts and adjustments arising from exchange rate variations relating to borrowings attributable to the fixed assets are capitalized.

4. INVESTMENTS:

The Non- Current Investments are stated at cost. Provision for diminution in the value of Investments is made only if; such a decline is other than temporary. In the opinion of the management, there is no diminution in the value of Investment.

5. INVENTORIES:

- Valuation of Inventories is inclusive of Taxes or Duties incurred and on FIFO basis except otherwise stated.
- Finished Stocks are being valued at direct cost or net realizable value whichever is lower.

6. PRELIMINARY EXPENDITURE:

Preliminary Expenses is to be written off in equal installment over 5 years from the date of their incurrence.

No preliminary expenses have been written off during the year.

7. REVENUE RECOGNITION:

All incomes and expenditure are accounted on accrual basis except where stated otherwise Interest income is recognized on time proportion basis taking in to account the amount outstanding and rate applicable.

8. TAXES ON INCOME:

Provision for the current tax is made after taking into consideration benefit admissible under the provision of the Income Tax Act, 1961. Deferred Tax resulted from difference between depreciation as per Companies Act, 2013 and Income Tax Act, 1961. Deferred Tax Asset is recognized and carried forward only to the extent that there is a virtual certainty that the assets will be realized in future.

No Deferred Tax Assets/Liabilities during the year.

9. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS:

Provisions involving substantial degree of the estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. There are no such liabilities during the year.

10. BORROWING COSTS

The Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other Borrowing Costs are charged to Profit & Loss Account.

There are no borrowing costs during the year.

11. IMPAIRMENT OF ASSETS

Consideration is given at each Balance Sheet date to determine whether there is any indication of Impairment of the Carrying Amount of the Company's Fixed Assets. If any indication exists, an asset's recoverable is estimated. An Impairment loss is recognized whenever Carrying Amount of assets exceeds its Recoverable Amount. An asset is treated as impaired when the carrying cost exceeds its recoverable value.

There is no Impairment of assets during the year.

12. FOREIGN CURRENCY TRANSACTIONS:

- Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction or that approximates the actual rate at the date of Transactions.
- Monetary Items denominated in foreign currency remaining unsettled at the end of the year, are reported using the closing rates. The exchange difference arising as a result of the above is recognized in the Profit and Loss Account.
- In case the monetary items are covered by the foreign exchange contracts, the difference between the yearend rate and the exchange rate at the date of the inception of the forward exchange contract is recognized as exchange difference.
- In respect of hedging transactions, the premium/discount represented by difference between the exchange rate as the date of inception of the forward exchange contract and forward rate specified in the contract is amortized as expense or income over the life of the contract.

13. GENERAL ACCOUNTING POLICIES

Accounting policies not specifically referred to are consistent with generally accepted accounting policies.

For Kirit & Co.
Chartered Accountants

Kirit Kumar
Proprietor
M. No. 038047
FRN : 132282 W

Date : 30.05.2017
Place : Ahmedabad

For and on behalf of the Board of Directors

Ismail Memon
Director
DIN : 00209507

Mohsin I Memon
Chief Financial Officer
DIN : 03110860

Date : 30.05.2017
Place : Mumbai

Babulal J Hirani
Managing Director
DIN : 02362983

Sakina Pimplnerwala
Company Secretary

INDEPENDENT AUDITORS' REPORT

To,
The Members of,
KGN ENTERPRISES LIMITED,

Report on the Consolidated Financial Statements:

We have audited the accompanying Consolidated financial statements of KGN ENTERPRISES LIMITED ("the Company"), (hereinafter referred to as "the Parent"), and its subsidiaries (the Parent and its subsidiaries together referred to as the "Group"), which comprise the Consolidated Balance Sheet as at 31st March, 2017, the Consolidated statement of Profit & Loss and Consolidated Cash Flow Statement for the year ended and a summary of Significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements:

The Parent's Board of Directors is responsible for the preparation of these consolidated Ind AS financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as the "Act") that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated statement of cash flows and consolidated statement of changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the 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 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 consolidated Ind AS financial statements by the Directors of the Parent, as aforesaid.

Auditors' Responsibility:

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

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

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

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

Opinion:

In our opinion and to the best of our information and according to the explanations given to us, and based on consideration of the reports of the other auditors on the financial statements/ consolidated financial statements of the subsidiaries and associates as noted below, the consolidated financial statements 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 Group as on 31st March, 2017;
- b) In the case of the Consolidated Profit & Loss Account Statement Balance, of the profit of the Group for the year ended on that date and;
- c) In the case of the Consolidated Cash Flow Statement, of the Cash Flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements:

As required by Section 143(3) of the Act, based on our audit and on the consideration of the report of the other auditors on separate financial statements of subsidiaries referred in the Other Matters paragraph above we report, to the extent applicable, that:

- I. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- II. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- III. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), and the Consolidated Statement of Cash Flows with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- IV. In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act.
- V. On the basis of the written representations received from the directors of the Parent as on 31 March, 2017 taken on record by the Board of Directors of the Parent and the reports of the statutory auditors of its subsidiary companies, none of the directors of the Group companies is disqualified as on 31 March, 2017 from being appointed as a director in terms of Section 164(2) of the Act.
- VI. With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls; refer to our separate Report in "Annexure A", which is based on the auditors' reports of the Holding company and subsidiary companies. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Parent and subsidiary company's internal financial controls over financial reporting.
- VII. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 1. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group.
 2. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
 3. There has been no delay in transferring amounts required to be transferred, to the Investor Education and Protection Fund by the Parent and its subsidiary companies except in cases where in disputes relating to the ownership of the underlying shares have remained unresolved.
 4. The Parent has provided requisite disclosures in the consolidated financial statements as regards the holding and dealings in Specified Bank Notes as defined in the Notification S.O. 3407(E) dated the 8th November, 2016 of the Ministry of Finance, during the period from 8th November, 2016 to 30th December, 2016 of the Group entities as applicable. Based on audit procedures performed and the representations provided to us by the management we report that the disclosures are in accordance with the relevant books of accounts maintained by those entities for the purpose of preparation of the consolidated financial statements and as produced to us and other auditors by the managements of the respective Group entities.

FOR KIRIT & CO.
Chartered Accountants

Place : Ahmedabad
Date : 30th May, 2017

Kirit Kumar
M.No.: 038047
FRN : 132282W

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2017

(Amount in Rs.)

Particulars	Note	As at 31 March, 2017	As at 31 March, 2016
I. EQUITY AND LIABILITIES :			
1 Shareholders' Funds :			
(a) Share Capital	1	204,700,000	204,700,000
(b) Reserve And Surplus	2	493,341,324	493,028,411
2 Non-Current Liabilities :			
a) Long Term Borrowings	3	138,226,175	141,805,978
(b) Deferred Tax Liabilities (net)	4	2,118,994	2,118,994
(c) Long-Term Provisions	5	2,287,968	2,287,968
3 Current Liabilities :			
(a) Short Term Borrowings	7	478,025	108,987
(b) Trade Payables	6	10,822,909	10,607,984
(c) Other Current Liabilities	8	-80,351	-747,772
(d) Short-Term Provisions	9	103,384	358,606
		851,998,428	854,269,157
II. ASSETS :			
Non-Current Assets :			
1 (a) Fixed Assets			
(i) Tangible Assets	10	457,348,166	457,301,166
(ii) Capital Work-In-Progress		161,269,911	161,269,911
(b) Non-Current Investments	11	55,000	55,000
(c) Long-Term Loans And Advances	12	3,179,207	9,322,797
2 Current Assets			
(a) Inventories	13	188,821	188,821
(b) Trade Receivables	14	179,468,903	179,545,226
(c) Cash and Cash Equivalents	15	2,425,370	6,374,661
(d) Short-Term Loans and Advances	16	24,188,422	18,524,338
(e) Other Current Assets	17	23,874,628	21,687,237
		851,998,428	854,269,157

Significant Accounting Policies

Notes to Accounts

1 to 30

The Accompanying notes are an Integral Part of Financial Statements

As per our Report of even date

For Kirit & Co.

Chartered Accountants

Kirit Kumar

Proprietor

M. No. 038047

FRN : 132282 W

For and on behalf of the Board of Directors

Ismail Memon

Director

DIN : 00209507

Babulal J Hirani

Managing Director

DIN : 02362983

Mohsin I Memon

Chief Financial Officer

DIN : 03110860

Sakina Pimplnerwala

Company Secretary

Date : 30.05.2017

Place : Ahmedabad

Date : 30.05.2017

Place : Mumbai

CONSOLIDATED PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH 2017

(Amount in Rs.)

Particulars		2016-2017	2015-2016
INCOME :			
I. Revenue From Operations	18	--	9,138,620
II. Other Income	19	1,185,930	1,120,173
III. Total Revenue (I + II)		1,185,930	10,258,793
IV. EXPENDITURE :			
Purchases of Stock-in-Trade		--	--
Changes in Inventories of Finished Goods Work-In-Progress and Stock-in-Trade		--	8,296,445
Employee Benefits Expense	20	247,266	314,036
Finance Costs	21	23,178	8,963
Depreciation and Amortization Expense	22	--	26,988
Other Expenses	23	520,189	873,525
Total Expenses		790,633	9,519,957
V Profit Before Tax (III- IV)		395,297	738,836
VI Tax Expense :			
(1) Current Tax		82,384	225,176
(2) Deferred Tax		--	--
(3) Excess Provision of Income Tax for Earlier Years		--	--
VII. Profit For The Period (V-VI)		312,913	513,660
VIII Earnings per Equity Share of Face Value of ' 10/- each:			
Basic		0.02	0.22
Diluted		0.02	0.22

Significant Accounting Policies**Notes to Accounts**

1 to 30

The Accompanying notes are an Integral Part of Financial Statements

As per our Report of even date

For Kirit & Co.

Chartered Accountants

Kirit Kumar

Proprietor

M. No. 038047

FRN : 132282 W

For and on behalf of the Board of Directors**Ismail Memon**

Director

DIN : 00209507

Babulal J Hirani

Managing Director

DIN : 02362983

Mohsin I Memon

Chief Financial Officer

DIN : 03110860

Sakina Pimplnerwala

Company Secretary

Date : 30.05.2017

Place : Ahmedabad

Date : 30.05.2017

Place : Mumbai

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 2016-2017

(Amount in Rs.)

Particulars	2016-2017	2015-2016
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit Before Tax as per Profit and Loss Statement Balance	395,297	738,836
Adjustment For:		
Depreciation and Amortisation Expenses	-	26,988
Finance Cost	23,178	8,963
Interest on Fixed Deposits	-387,025	-168,063
Operating Profit before Working Capital Changes	31,450	606,724
Adjustment For:		
(Increase)/Decrease in Inventory	-	8,296,445
(Increase)/Decrease in Trade Receivable	76,323	3,589,001
(Increase)/Decrease in Other Current Assets	-2,187,391	-2,489,742
Increase/(Decrease) in Trade Payable	214,925	-295,520
Increase/(Decrease) in Other Current Liabilities	667,421	-157,586
Increase/(Decrease) in Short Term Provisions	-255,222	-201,434
Increase/(Decrease) in Long Term Provisions	0	266,564
Changes in Working Capital	-1,483,944	9,007,728
Cash Generated From Operations	-1,452,494	9,614,452
Taxes Paid	82,384	2,891,200
Net Cash Flow from Operating Activities	-1,534,878	6,723,252
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of Fixed Assets	-47,000	-555,037
Movement in Long Term Loans And Advances	6,143,590	-183,567
Movement in Short Term Loans And Advances	-5,664,084	-21,891
Interest On Fixed Deposit and Dividend Income	387,025	168,063
Net Cash Used in Investing Activities	819,531	-592,432
C. CASH FLOW FROM FINANCING ACTIVITIES :		
Finance Cost	-23,178	-8,963
Movement in Long Term Borrowings	-3,579,803	-2,496,890
Movement in Short Term Borrowings	369,038	108,987
Proceeds from Deposit	-	-
Warrant issued and Forfeited	-	-
Preference Share Redeemed	-	-
Dividend Undeclared and Tax there on	-	-
Net Cash Used in Financing Activities	-3,233,943	-2,396,866
Net Cash flow (A+B+C)	-3,949,290	3,733,954
Cash & Cash Equivalents at the beginning of the year	6,374,661	2,640,707
Cash & Cash Equivalents at the end of the year	2,425,370	6,374,661

As per our Report of even date

For Kirit & Co.

Chartered Accountants

Kirit Kumar

Proprietor

M. No. 038047

FRN : 132282 W

Date : 30.05.2017

Place : Ahmedabad

For and on behalf of the Board of Directors**Ismail Memon**

Director

DIN : 00209507

Babulal J Hirani

Managing Director

DIN : 02362983

Mohsin I Memon

Chief Financial Officer

DIN : 03110860

Sakina Pimplnerwala

Company Secretary

Date : 30.05.2017

Place : Mumbai

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

(Amount in Rs.)

	As at 31 st March 2017		As at 31 st March 2016	
	Number	Amounts	Number	Amounts
1. SHARE CAPITAL :				
Authorised Share Capital :				
2,10,00,000 Equity shares of Rs. 10 each (P.Y.: 2,10,00,000 Equity Shares of Rs. 10 each)	21,000,000	210,000,000	21,000,000	210,000,000
5,00,000 Preference Shares of Rs. 10 each (8% Non-Cumulative Redeemable Preference Shares) (P.Y.: 5,00,000 Preference Shares of Rs. 10 each)	500,000	5,000,000	500,000	5,000,000
	21,500,000	215,000,000	21,500,000	215,000,000
Issued, Subscribed & Paid up :				
2,04,70,000 Equity Shares of Rs. 10 each (P.Y.: 2,04,70,000 Equity Shares of Rs. 10 each)	20,470,000	204,700,000	20,470,000	204,700,000
5,00,000 Preference Shares of ' 10 each (8% Non-Cumulative Redeemable Preference Shares)* (P.Y.: 5,00,000 Preference Shares of ' 10 each)	—	—	—	—
TOTAL	20,470,000	204,700,000	20,470,000	204,700,000

1.1 The Reconciliation of the number of Shares Outstanding is set out below :

Particulars	Equity Shares	
	Number	Amounts
Shares outstanding at the beginning of the year	20,470,000	204,700,000
Shares Issued during the year	--	--
Shares bought back during the year	--	--
Shares outstanding at the end of the year	20,470,000	204,700,000

1.2 The details of shareholders holding more than 5% shares :

Name of Shareholder	As at 31 st March 2017		As at 31 st March 2016	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
KGN Properties Private Limited	9,948,800	48.60	9,948,800	48.60

(Amount in Rs.)

Particulars	As at 31 March, 2017	As at 31 March, 2016
2. RESERVE & SURPLUS :		
A. Capital Reserve :		
Opening Balance	345,793,125	345,793,125
(+) Share Warrant Forfeited	—	—
	345,793,125	345,793,125
B. Share Premium	91,800,000	91,800,000
	91,800,000	91,800,000
C. Capital Redemption Reserve :		
Opening Balance	5,000,000	5,000,000
(+) Transfer From Profit and Loss Account	--	--
	5,000,000	5,000,000

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

(Amount in Rs.)

Particulars	As at 31 March, 2017	As at 31 March, 2016
2. RESERVE & SURPLUS : (Contd.....)		
C. Profit & Loss Statement Balance :		
Opening Balance	77,127,168	76,613,508
(+) Current Year Transfer	312,913	513,660
(-) Transfer to Capital Redemption Reserve	--	--
Dividend Undeclared	--	--
Tax On Dividend undelared	--	--
Closing Balance	<u>77,440,081</u>	<u>77,127,168</u>
D. Profit & Loss Account (SATIL Division)	<u>-26,691,882</u>	<u>-26,691,882</u>
TOTAL	<u>493,341,324</u>	<u>493,028,411</u>
3. LONG TERM BORROWINGS :		
Unsecured :		
(a) Loans and advances From Related Parties		
KGN Industries Limited	138,216,175	141,795,978
Other	10,000	10,000
TOTAL	<u>138,226,175</u>	<u>141,805,978</u>
4. DEFERRED TAX LIABILITIES :		
Opening Balance	2,118,994	2,118,994
Add : During the Year	--	--
TOTAL	<u>2,118,994</u>	<u>2,118,994</u>
5. LONG TERM PROVISIONS :		
(a) Others :		
Provision for Income Tax	2,287,968	2,287,968
TOTAL	<u>2,287,968</u>	<u>2,287,968</u>
6. SHORT TERM BORROWINGS :		
Unsecured :		
(a) Loans and advances From Related Parties		
Farzana Ismail Memon	80,125	80,125
Ismail Gulmohmad Memon	197,900	28,862
Mohsin Ismail Memon	200,000	--
TOTAL	<u>478,025</u>	<u>108,987</u>
7. TRADE PAYABLE :		
Sundry Creditors for Seed	--	--
Others	10,822,909	10,607,984
TOTAL	<u>10,822,909</u>	<u>10,607,984</u>

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

(Amount in Rs.)

Particulars	As at 31 March, 2017	As at 31 March, 2016
8. OTHER CURRENT LIABILITIES :		
Audit Fees Payable	-	-
TDS Payable	(3,118)	1,061
Professional Tax	31,350	29,750
Service Tax Payable	15,846	15,846
Sundry Creditors for Expense	1,475,571	1,475,571
Sundry Creditors for Projects	(1,600,000)	(2,270,000)
TOTAL	(80,351)	(747,772)

9. SHORT TERM PROVISIONS :**(a) Others**

Provision For Expenses	-	92,430
Provision for Audit Fees	28,000	48,000
Provision for Income Tax A.Y. 2017-18	82,384	-
Provision for Income Tax A.Y. 2016-17	--	218,176
Provision for Income Tax	(7,000)	-
TOTAL	103,384	358,606

10. FIXED ASSETS :

	Gross Block					Accumulated Depreciation					Net Block	
	Balance as at 1-4-16	Addi-tion/ Disposal	Acquired through busines	Revalue-ation/ Impair-	Balance as at 31-3-17	Balance as at 1-4-16	Depreci-ation charge	Adjust-ment due to	On disposals	Balance as at 31-3-17	Balance as at 31-3-17	Balance as at 31-3-16
a Tangible Assets :												
Land	29,109,327	-	-	-	29,109,327	-	-	-	-	-	29,109,327	29,109,327
Buildings	178,980,454	47,000	-	-	179,027,454	35,271,868	-	-	-	35,271,868	143,755,587	143,708,587
Plant & Equipment*	382,846,678	-	-	-	382,846,678	108,151,770	-	-	-	108,151,770	274,694,908	274,694,908
Furniture & Fixtures	6,419,919	-	-	-	6,419,919	2,727,981	-	-	-	2,727,981	3,691,938	3,691,938
Vehicles	2,070,913	-	-	-	2,070,913	778,298	-	-	-	778,298	1,292,615	1,292,615
Office equipment	4,695,383	-	-	-	4,695,383	521,576	-	-	-	521,576	4,173,807	4,173,807
Data Package	953,400	-	-	-	953,400	953,400	-	-	-	953,400	-	-
Computers	857,809	-	-	-	857,809	227,824	-	-	-	227,824	629,985	629,985
Total	605,933,883	47,000	-	-	605,980,883	148,632,717	-	-	-	148,632,717	457,348,166	457,301,166
c Capital Work In Progress	161,269,911	-	-	-	161,269,911	-	-	-	-	-	161,269,911	161,269,911
Total	161,269,911	-	-	-	161,269,911	-	-	-	-	-	161,269,911	161,269,911
Total	767,203,794	47,000	-	-	767,250,794	148,632,717	-	-	-	148,632,717	618,618,077	618,571,077

Particulars	As at 31 March, 2017	As at 31 March, 2016
-------------	-------------------------	-------------------------

11. NON-CURRENT INVESTMENTS :**A. OTHER INVESTMENTS :**

National Saving Certificate	55,000	55,000
TOTAL (A+B)	55,000	55,000

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

(Amount in Rs.)

Particulars	As at 31 March, 2017	As at 31 March, 2016
12. LONG TERM LOANS AND ADVANCES :		
A. LOANS & ADVANCES TO RELATED PARTIES :		
Others	-	-
B. SECURITY DEPOSIT :		
Unsecured, Considered Good :		
GEB Security Deposit	2,219,665	2,219,665
Cr Gas Agency	2,000	2,000
Deposit For Mumbai Office	--	-
Vodaphone Deposit	--	-
FDR Against Bank Guarantee For EPCG	-	537,818
FDR Against EPCG	957,542	6,263,314
Security Deposit For Export	-	300,000
TOTAL	<u>3,179,207</u>	<u>9,322,797</u>
13. INVENTORIES :		
Stock in hand	188,821	188,821
TOTAL	<u>188,821</u>	<u>188,821</u>
14. TRADE RECEIVABLE :		
(Unsecured and Considered Good)		
Over Six Months	179,468,903	179,545,226
Other	-	-
TOTAL	<u>179,468,903</u>	<u>179,545,226</u>
15. CASH AND CASH EQUIVALENTS :		
Cash In Hand & Balances with banks	2,425,370	6,374,661
TOTAL	<u>2,425,370</u>	<u>6,374,661</u>
16. SHORT-TERM LOANS AND ADVANCES :		
A. LOANS & ADVANCES TO RELATED PARTIES :		
Others	-	-
B. SECURITY DEPOSIT :		
Unsecured, Considered Good :		
Deposit with Revenue Authority	140,000	140,000
N.S.C. Deposit for Sales Tax	60,000	60,000
C. OTHERS :		
Unsecured, Considered Good :		
Balance With Government Authority	19,072,158	14,078,074
Service Tax Input Credit	2,640,622	2,640,622
Duty Drawback Receivable	21,769	21,769
VAT Refund Claim	1,583,873	1,583,873
Other Advances	670,000	-
TOTAL	<u>24,188,422</u>	<u>18,524,338</u>

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

(Amount in Rs.)		
Particulars	As at 31 March, 2017	As at 31 March, 2016
17. OTHER CURRENT ASSETS :		
Interest Income Receivable	99,571	75,154
Pre Operating Expenses for Capitalisation	21,590,957	19,427,983
Other Income Receivable	2,184,100	2,184,100
TOTAL	23,874,628	21,687,237
18. REVENUE FROM OPERATION :		
Sales	--	9,138,620
Other Operating Income	-	-
TOTAL	--	9,138,620
19. OTHER INCOME :		
Interest Income	387,025	168,063
Other Income	798,905	952,110
TOTAL	1,185,930	1,120,173
20. EMPLOYEE BENEFITS EXPENSE :		
Salaries and incentives	232,261	313,407
Director Remuneration	15,000	-
Staff Welfare Expenses	5	629
TOTAL	247,266	314,036
(Amount in Rs.)		
Particulars	2016-2017	2015-2016
21. FINANCE COST :		
Bank Charges	23,178	8,963
TOTAL	23,178	8,963
22. DEPRECIATION AND AMORTISATION EXPENSE :		
Depreciation for the Year	--	-
Preliminary Expenses Written off during the year	--	26,988
TOTAL	--	26,988
23. OTHER EXPENSES :		
MANUFACTURING EXPENSES :		
Diesel Expenses	--	537
Factory Expenses	6,535	2,163
Power & Fuel Expenses	186,726	518,341
Transaction Charges	--	-
TOTAL (A)	193,261	521,041
ADMINISTRATION EXPENSES :		
Advertisement Expenses	18,640	8,933
Audit Fees Expenses	28,000	28,000
Bank Related Charges	-	4,315

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

(Amount in Rs.)

Particulars	2016-2017	2015-2016
23. OTHER EXPENSES (Contd....) :		
ADMINISTRATION EXPENSES :		
Computer & Printer Expenses	1,356	5,712
Conveyance Expenses	1,513	7,501
Donation Expenses	--	2,375
Electricity Expenses	3,179	1,392
Hotel Club & Hospitality Expenses	--	582
Land Tax	44,604	--
Legal & Professional Fees	23,337	72,260
Listing Fees A/c.	119,070	62,500
License fees	500	31
Medical expense	--	25
Miscellaneous Expenses	4,811	13,231
Income tax expense	5,664	7,291
Office Expenses	6,310	10,623
Petrol Expenses	3,432	28,758
Postage & Courier Expenses	1,439	3,373
Printing & Stationery Expenses	9,885	9,661
Registration Fees Expenses	--	1,000
Kasar Vatav expense	--	235
ROC Expenses	22,880	3,962
Security Expenses	--	42,750
Swachh Bharat Cess	362	375
Telephone & Modam Expenses	23,264	25,687
Travelling Expenses	5,907	8,497
Vehicle Expenses	150	2,790
Web Development Expenses	2,625	625
TOTAL (B)	326,928	352,484
TOTAL (A+B)	520,189	873,525

24. Contingent Liability is not provided for is Rs. 'NIL'.

25. All debit and credit balance and accounts squared up during the period are subject to confirmation from respective parties.

26. In the opinion of the Board of Directors, Current Assets, Non-Current Assets approximate of the value at which these are stated in the Balance Sheet, if realized in the ordinary course of business. Adequate provisions have been made for all known current and non-current liabilities and provisions are not in excess of the amount reasonably necessary.

27. Previous years' figures have been reallocated / restated / rearranged / regrouped wherever necessary.

28. Payment to Auditors :

Particulars	2016-2017	2015-2016
A. For Statutory Audit	28,000/-	28,000/-
B. For Tax Audit	-	-
C. For Consulting Fees	-	-
D. For Cost Audit Fees	-	-
E. For VAT Audit Fees	-	-
	28,000/-	28,000/-

29. RELATED PARTY DISCLOSURES :

As per Accounting Standard 18, the disclosures of transactions with the related parties are given below:

(iii) List of Related Parties where control exists and Related Parties with whom transactions have been taken place and relationships :

No.	Name of Related Party	Relationship
1	KGN Greens Limited	Subsidiary Company
2	KGN Proteins Limited	Subsidiary Company
3	KGN Bio-Tech Limited	Subsidiary Company
4	KGN Oil & Gas Private Limited	Subsidiary Company
5	KGN Industries Limited	Enterprise over which Key Managerial Personnel are able to exercise significant influence
6	Ismail Memon	Director
7	Babulal J Hirani	Chairman & Managing Director
8	Mohsin Memon	Director

(iv) Transaction during the year with Related Parties :

No.	Name of Related Party	Nature of Transaction	Transaction Amount	Closing Balance
1	KGN Greens Limited	Repayment of Loan Taken	9,317/-	6,05,317/-
2	KGN Proteins Limited	Repayment of Loan Taken	29,317/-	6,80,317/-
3	KGN Bio-Tech Limited	Loans Given	1,64,317/-	5,90,06,624/-
4	KGN Oil & Gas Private Limited	Loans Given	4,268/-	1,25,19,328/-
5	KGN Industries Limited	Repayment of Loan Taken	35,79,803/-	13,82,16,175/-

30. DETAILS OF PAYMENT TO THE AUDITOR :

Particulars	SBNs	Other Denomination Notes	Total
Closing Cash in Hand as on 08.11.2016	1,466,877.00	--	1,466,877.00
Add: Permitted Receipts	31,700.00	--	31,700.00
Less: Permitted payments	-36,522.00	--	-36,522.00
Less: Amount Deposited in Banks	-1,400,000.00	--	-1,400,000.00
Closing Cash in Hand as on 30.12.2016	62,055.00	--	62,055.00

For Kirit & Co.
Chartered Accountants

Kirit Kumar
Proprietor
M. No. 038047
FRN : 132282 W

For and on behalf of the Board of Directors

Ismail Memon
Director
DIN : 00209507

Babulal J Hirani
Managing Director
DIN : 02362983

Mohsin I Memon
Chief Financial Officer
DIN : 03110860

Sakina Pimplnerwala
Company Secretary

Date : 30.05.2017
Place : Ahmedabad

Date : 30.05.2017
Place : Mumbai

SIGNIFICANT ACCOUNTING POLICIES ON CONSOLIDATED ACCOUNTS :**1. PRINCIPLES OF CONSOLIDATION :**

The Consolidated Financial Statements comprises of the Financial Statements of KGN Enterprise (the Holding Company) and its Subsidiaries. The Consolidated Financial Statements have been prepared on the following basis:

- i. The Financial Statements of the Holding Company and its Subsidiaries Companies have been combined on a line by line basis adding together the book values of like items of Assets, Liabilities, Income and Expenses, after fully eliminating the Intra-Group Balances, Intra-Group Transactions and Unrealized Profit and Losses in accordance with Accounting Standard (AS) 21-“Consolidated Financial Statements”.
- ii. The difference between the Cost of investment in the subsidiaries, over the net assets at the time of acquisition of shares in the subsidiaries is recognized in the financial statements as Goodwill Or Capital Reserve, as the case may be.
- iii. As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company’s separate financial statements.

2. Investments other than in subsidiaries and associates have been accounted as per Accounting Standard (AS) 13 on “Accounting For Investments”.

3. OTHER SIGNIFICANT ACCOUNTING POLICIES :

These are set out under “Significant Accounting Policies” as given in the Company’s separate financial statements.

The Subsidiary Companies considered in the Consolidated Financial Statements are:

Subsidiaries	Country of	Shareholding %
KGN Oil & Gas Private Limited	India	100.00%
KGN Bio-Tech Limited	India	100.00%
KGN Green Limited	India	100.00%
KGN Protein Limited	India	100.00%

For Kirit & Co.
Chartered Accountants

Kirit Kumar
Proprietor
M. No. 038047
FRN : 132282 W

Date : 30.05.2017
Place : Ahmedabad

For and on behalf of the Board of Directors

Ismail Memon
Director
DIN : 00209507

Mohsin I Memon
Chief Financial Officer
DIN : 03110860

Date : 30.05.2017
Place : Mumbai

Babulal J Hirani
Managing Director
DIN : 02362983

Sakina Pimplnerwala
Company Secretary

SHAREHOLDING PATTERN OF SUBSIDIARIES COMPANIES

1	Name of The Subsidiary Companies	KGN Bio-Tech Limited	KGN Green Limited	KGN Protein Limited	KGN Oil & Gas Private Limited
2	Financial Year of Subsidiary Company	31 st March,2017	31 st March,2017	31 st March,2017	31 st March,2017
3	Number of Shares held in Subsidiary Company on the above date	50,000	50,000	50,000	10,000
4	Extent of Share Holding Interest (in%)	100.00%	100.00%	100.00%	100.00%
The Net Aggregate of Profit And Losses of the Subsidiary Companies as far as its concerns the members of the Holding Company					
Not dealt with in the Holding Company's Accounts :					
a)	For the Financial Year of the Subsidiary	N.A.	N.A.	N.A.	N.A.
b)	For the Previous Financial Years, Since it became Holding Company's Subsidiary	N.A.	N.A.	N.A.	N.A.
Dealt with in the Holding Company's Accounts :					
a)	For the Financial Year of the Subsidiary	7,029	6,689	5,510	3,844
b)	For the Previous Financial Years, Since it became Holding Company's Subsidiary	58,303	6,011	5,065	3,695
c)	Material Changes between the end of the Financial Years of the Subsidiary and Holding Company				

On and Behalf of the Board of Directors

Babulal J Hirani
Managing Director

**FINANCIAL INFORMATION OF SUBSIDIARIES COMPANIES
FOR THE F.Y. 2016-2017**

Name of the Subsidiary	KGN Bio-tech Limited	KGN Green Limited	KGN Proteins Limited	KGN Oil & Gas Pvt. Limited
Financial Years Ends On	31 st March,2017	31 st March,2017	31 st March,2017	31 st March,2017
Share Capital	500,000	500,000	500,000	100,000
Reserves	185,300	107,778	115,249	105576
Borrowings	59,170,944	-	-	12,529,328
Other Liabilities	-493,989	129,991	254,463	10,736,691
Total Liabilities	60,185,916	737,769	869,712	23,471,595
Cash & Cash Equivalents	61,644	62,452	119,395	34,336
Loans & Advances	3,436,832	675,317	750,317	2,611,467
Other Assets	56,687,440	-	76,323	20,825,792
Total Assets	60,185,916	730,777	864,004	23,463,415
Turnover	28,950	20,813	23,980	11,840
Total Income	28,950	20813	23,980	11,840
Depreciation & Amortisation Expense	-	-	-	-
Other Expense	18,778	11,133	16,007	6,275
Total Expenses	18,778	11,133	16,007	6,275
Profit before Taxation	10,172	9,680	7,973	5,565
Provision for Taxation	3,143	2,991	2,463	1,721
Profit After Taxation	7,029	6,689	5,510	3,844
Basic (E.P.S.)	0.14	0.13	0.11	0.38
Diluted (E.P.)	0.14	0.13	0.11	0.38

On and Behalf of the Board of Directors

Babulal J Hirani
Managing Director

KGN ENTERPRISES LIMITED

Regd. Office: B- 15, Hirnen Shopping Centre Co. Op. Hsg. Society Limited, Near City Centre,
S.V Road, Goregaon (West), Mumbai – 400062.

Tel: +91 – 22-6654 1101
Website : www.kgnenterprises.com

E-mail : info@kgnenterprises.com
CIN : L45201MH1994PLC204203

PROXY FORM

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

ANNUAL GENERAL MEETING – 26th September, 2017 at 12.15 P.M.

Name of the member(s) : _____		
Registered Address : _____		
E.Mail Id : _____	Folio No./Client Id : _____	DP ID : _____

I/We, being the member(s) of KGN ENTERPRISES LIMITED, holding shares of the above named company, hereby appoint:

1. Name : _____
Address : _____
Email ID : _____ Signature : _____ or failing him / her

2. Name : _____
Address : _____
Email ID : _____ Signature : _____ or failing him / her

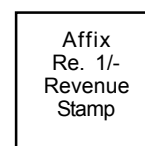
3. Name : _____
Address : _____
Email ID : _____ Signature : _____ or failing him / her

as my / our proxy to attend and vote (on a poll) for me / us and on my /our behalf at the 23rd Annual General Meeting to be held on Tuesday, the 26th day of September 2017 at 12:15 P..M. at the **YWCA BOMBAY INTERNATIONAL CENTRE** 18TH MADAME CAMA ROAD, FORT- MUMBAI- 400001 and at any adjournment thereof in respect of such resolutions as are indicated below:

- Resolution No.:**
1. To receive, consider and adopt the Audited Balance sheet as on 31st March, 2016 and Profit and Loss Account for the year ended on that date together with the Cash flow Statement along with the Directors Report and Auditors Report thereon.
 2. To reappoint Mr. Babulal Jethalal Hirani (DIN: 02362983), Director of the Company who retires by rotation and being eligible offers himself for reappointment.
 3. To appoint **M/s. Maak & Associates (Firm Registration No. 135024W)** Chartered Accountants, as the Statutory Auditors of the Company and to authorize the Board to fix their remuneration.

Signed this _____ day of _____, 2017

Signature of shareholder : _____



Signature of Proxy holder(s) : _____

Notes :-

1. This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A proxy need not be a Member of the Company.
3. In case the Member appointing proxy is a body corporate, the proxy form should be signed under its seal or be signed by an officer or an attorney duly authorised by it and an authenticated copy of such authorisation should be attached to the proxy form.
4. A person can act as proxy on behalf of such number of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Further, a Member holding more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.
5. Appointing a proxy does not prevent a Member from attending the meeting in person if he/she so wishes.

FORM FOR UPDATION/REGISTRATION OF E-MAIL ADDRESS

KGK Enterprises Limited

B- 15, Hirnen Shopping Centre,
Co. op. hsg. Society Limited,
Near City Centre, S.V Road,
Goregaon (West), Mumbai – 400062.

Sending of Notices, Annual Reports and Accounts & other documents through Electronic Mode

Dear Sirs,

I hereby update/register my e-mail address provided below for receiving the Notices, Annual Reports and Accounts and other documents from the Company through electronic mode:-

Email Address : _____
Name of the Sole /First Holder : _____
DP ID/Client ID/ Registered Folio No. : _____
Contact Nos.:Mobile : _____
Landline : _____

Signature of the Sole/First Holder

Date : _____

Notes :

1. The Notices, Annual Reports and Accounts and other documents are sent in electronic mode to those Shareholders who have registered their e-mail addresses with the Company or with the Depositories.
2. This Form can also be downloaded from the Company's website www.kgnenterprises.com.

ATTENDANCE SLIP

Regd. Folio No : _____

** DP ID : _____

** Client ID : _____

23rd Annual General Meeting - 26-09-2017

I certify that I am a member/ proxy for the member of the Company.

I hereby record my presence at the 23rd Annual General Meeting of the Company held on Monday, the 26th September, 2017 at 12:15 P.M. at the **YWCA BOMBAY INTERNATIONAL CENTRE** 18TH MADAME CAMA ROAD, FORT- MUMBAI-400001.

*Member's/ Proxy's Name in Block Letter

*Member's/ Proxy Signature

Note :

1. Member/ Proxy must bring the Attendance Slip to the Meeting and hand it over, duly signed, at the registration counter.
 2. The copy of the Notice may please be brought to the Meeting Hall.
- * Strike out whichever is not applicable.
** Applicable only in case of investors holding shares in Electronic Form.

Book Post

To

If undelivered, please return to :

KGN ENTERPRISES LIMITED

Registered Office:

B- 15, Himen Shopping Centre Co. Op. Hsg. Society Limited,
Near City Centre, S.V Road, Goregaon (West), Mumbai – 400062.