

28th  
*Annual Report*  
2013-14



**Amrit Agro Industries Limited**

<b>BOARD OF DIRECTORS</b>	Naresh Kumar Bajaj, Chairman V.K. Bajaj Alok Mathur Sat Narain Agarwal Anand Maheshwari
<b>AUDITORS</b>	V Sahai Tripathi & Co. Chartered Accountants New Delhi
<b>REGISTERED OFFICE</b>	CM/28C, 1st Floor, Gagan Enclave, Amrit Nagar, G.T. Road, Ghaziabad-201009 (U.P.)

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# AMRIT AGRO INDUSTRIES LIMITED

## NOTICE

NOTICE is hereby given that 28<sup>th</sup> Annual General Meeting of the members of **Amrit Agro Industries Limited** will be held at Chaudhary Bhawan (Near Jain Mandir), E Block, Kavi Nagar, Ghaziabad- 201 002 (U.P.) on **Tuesday**, the **12<sup>th</sup>** day of **August, 2014** at 2.30 p.m. to transact the following businesses:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31<sup>st</sup> March, 2014 and the Statement of Profit & Loss for the year ended on that date together with the Reports of the Board of Directors & Auditors thereon.
2. To appoint a Director in place of Shri V. K. Bajaj (DIN: 00026236), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors to hold office from the conclusion of this annual general meeting until the conclusion of thirty first (31<sup>st</sup>) Annual General Meeting and to fix their remuneration and to pass the following **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 139 and 142 of the Companies Act, 2013 ('Act') and the rules made thereunder, Messrs V. Sahai Tripathi & Co., Chartered Accountants (Registration No. 000262N), be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting to the conclusion of thirty first (31<sup>st</sup>) Annual General Meeting, subject to ratification of appointment by the members at every Annual General Meeting, held after this annual general meeting and that the Board of Directors be and is hereby authorized to fix remuneration, as may be determined by the Audit Committee in consultation with Auditors.”

### SPECIAL BUSINESS

4. To consider and if thought fit, to pass with or without modifications, the following resolution as **Ordinary Resolution**:  
**“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and other applicable provisions of Companies Act, 2013 ('Act') and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof) read with Schedule IV of the Act, Shri Sat Narain Agarwal (DIN: 00026630), whose

period of office was liable to determination by retirement of directors by rotation and in respect of whom the Company has received a Notice in writing in terms of Section 160 of the Act from a member proposing his candidature for the office of Director be and is hereby appointed as Independent Director of the Company to hold office for five consecutive years for a term upto 31<sup>st</sup> March, 2019.”

5. To consider and if thought fit, to pass with or without modifications, the following resolution as **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and other applicable provisions of Companies Act, 2013 ('Act') and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof) read with Schedule IV of the Act, Shri Alok Mathur (DIN: 00034815), whose period of office was liable to determination by retirement of directors by rotation and in respect of whom the Company has received a Notice in writing in terms of Section 160 of the Act from a member proposing his candidature for the office of Director be and is hereby appointed as Independent Director of the Company to hold office for five consecutive years for a term upto 31<sup>st</sup> March, 2019.”

By Order of the Board  
For **AMRIT AGRO INDUSTRIES LIMITED**

**Registered Office:**  
CM-28C, First Floor,  
Gagan Enclave,  
Amrit Nagar, G. T. Road,  
Ghaziabad-201 009

Dated: May 23, 2014

CIN: L01111UP1985PLC010776

**V. K. Bajaj**  
*Director*

### NOTES:

1. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
2. **A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and on a poll to vote instead of himself. The proxy need not be a member of the company. A blank form of proxy is enclosed and if intended to be used, it should be deposited**

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duly completed at the registered office of the company not less than forty eight hours before the scheduled time of the meeting.

**A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**

3. Information required under Clause 49 IV(G)(i) of the Listing Agreement (relating to Corporate Governance) with respect to the Directors retiring by rotation and, being eligible, seeking re-appointment is given in the Corporate Governance Report annexed to this Annual Report.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, the 5<sup>th</sup> day of August, 2014 to Tuesday, the 12<sup>th</sup> day of August, 2014 (both days inclusive).
5. In terms of Section 72 of the Companies Act, 2013, the shareholders of the Company may nominate a person on whom the shares held by him/them shall vest in the event of his/their death. Shareholders desirous of availing this facility may submit nomination in SH-13.
6. Any member requiring further information on the Accounts at the meeting is requested to send the queries in writing to the Company by Saturday, the 2<sup>nd</sup> day of August, 2014 so that the required information can be made available at the meeting.
7. Members are requested to bring their copies of Annual Report at the meeting, as extra copies will not be supplied.
8. Members are requested to notify the Company immediately of any change in their address quoting ledger folio number.
9. Members/proxies are requested to deposit the enclosed attendance slip, duly filled in and signed at the meeting venue.
10. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
11. Pursuant to the requirement of the Listing Agreement, the Company declares that the shares of the Company are listed on the stock exchanges at Kanpur, Delhi and Ludhiana. The Annual Listing Fee for the year 2014-2015 has been paid to each of the above stock exchange.
12. Only registered members carrying the attendance slips and the holders of valid proxies registered with the company will be permitted to attend the meeting.
13. **Voting through electronic means**  
In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 28<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).  
**The procedure and instructions** for members for e-voting are as under:
  - (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - (ii) Click on "Shareholders" tab.
  - (iii) Now, select the "COMPANY NAME-**AMRIT AGRO INDUSTRIES LIMITED**" from the drop down menu and click on "SUBMIT".
  - (iv) Now, enter your User ID. The user ID will be provided in the communication being sent separately.
  - (v) Now, fill up the following details in the appropriate boxes:
 

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department, as mentioned in the communication being sent separately.
DOB*	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details*	Enter the Dividend Bank Details as recorded in the company records for the said folio.

\* Please enter any one of the details in order to login. In case both the details are not recorded with the company, please enter the folio number in the Dividend Bank details field.

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- (vi) After entering these details appropriately, click on "SUBMIT" tab.
  - (vii) Members holding shares in physical form will then reach directly the Company selection screen. This details can be used only for e-voting on the resolutions contained in this Notice.
  - (viii) Click on the EVSN for **Amrit Agro Industries Limited** to vote.
  - (ix) 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.
  - (x) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
  - (xi) 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.
  - (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
  - (xiii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
  - (xiv) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (B) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com).
  - (C) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 27<sup>th</sup> June, 2014.
  - (D) Mr. Baldev Singh Kashtwal, Practicing Company Secretary (Membership No. FCS – 3616 & CP No. 3169), Partner M/s R S M & Co., Company Secretaries, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
  - (E) The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website [www.amritagro.com](http://www.amritagro.com) and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the UP Stock Exchange Limited, Delhi Stock Exchange Limited and Ludhiana Stock Exchange Limited.

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

#### Item No. 4

Mr. Sat Narain Agarwal is an Independent Director of the Company. He joined the Board of Directors of the Company on 15<sup>th</sup> November, 2003. Mr. Sat Narain Agarwal is a Director whose period of office is liable to determination by retirement of directors by rotation under the relevant provisions of the Companies Act, 1956. In terms of section 149 and other applicable provisions of the Companies Act, 2013 ('Act'), Mr. Sat Narain Agarwal being eligible and offers himself for appointment is proposed to be appointed as an Independent Director of the Company for five consecutive years for a term upto 31<sup>st</sup> March, 2019. A Notice has been received from a Member alongwith the deposit of requisite amount proposing Mr. Sat Narain Agarwal's candidature for the office of Independent Director of the Company.

Mr. Sat Narain Agarwal, aged 70 years, is a businessman of repute and has been actively associated with various trade & industry associations.

The Company has received from Mr. Sat Narain Agarwal (i) consent in writing to act as Director in Form DIR-2

#### General Instructions:

- (A) The e-voting period commences on 06<sup>th</sup> August, 2014 (9.00 a.m.) and ends on 08<sup>th</sup> August, 2014 (6.00 p.m.). During this period shareholders' of the Company, holding shares in physical form, as on the cut-off date (record date) of 27<sup>th</sup> June, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under Section 164(2) of the Act; and (iii) declaration to the effect that he meets the criteria of independence as provided in Section 149 of the Act.

The Board of Directors of your Company are of the opinion that Mr. Sat Narain Agarwal fulfills the conditions specified in the Act and the Rules made thereunder to be eligible to be appointed as Independent Director pursuant to the provisions of section 149 of the Act. The Board of Directors of your Company is also of the opinion that Mr. Sat Narain Agarwal is independent of the management of the Company. A copy of the draft letter of appointment of Mr. Sat Narain Agarwal as an Independent Director setting out the terms and conditions is available for inspection at the registered office of the Company during normal business hours on all working days upto the date of Annual General Meeting.

Except Mr. Sat Narain Agarwal, no other Director or Key Managerial Personnel of the Company or their relatives is concerned or interested in the proposed resolution.

The resolution seeks approval of the members for the appointment of Mr. Sat Narain Agarwal as Independent Director of the Company for five consecutive years for a term upto 31<sup>st</sup> March, 2019 pursuant to Section 149 and other applicable provisions of the Act and Rules made thereunder and that he shall not be liable to retire by rotation.

The Board recommends the resolution set forth in Item No.4 for the approval of the members.

### Item No. 5

Mr. Alok Mathur is an Independent Director of the Company. He joined the Board of Directors of the Company on 24<sup>th</sup> November, 1999. Mr. Alok Mathur is a Director whose period of office is liable to determination by retirement of directors by rotation under the relevant provisions of the Companies Act, 1956. In terms of section 149 and other applicable provisions of the Companies Act, 2013 ('Act'), Mr. Alok Mathur being eligible and offers himself for appointment is proposed to be appointed as an Independent Director of the Company for five consecutive years for a term upto 31<sup>st</sup> March, 2019. A Notice has been received from a Member proposing Mr. Alok Mathur's candidature for the office of Independent Director of the Company.

Mr. Alok Mathur, aged 62 years, is a renowned businessman of Ghaziabad having rich experience in running and managing industrial unit.

The Company has received from Mr. Alok Mathur (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under Section 164(2) of the Act; and (iii) declaration to the effect that he meets the criteria of independence as provided in Section 149 of the Act.

The Board of Directors of your Company are of the opinion that Mr. Alok Mathur fulfills the conditions specified in the Act and the Rules made thereunder to be eligible to be appointed as Independent Director pursuant to the provisions of section 149 of the Act. The Board of Directors of your Company is also of the opinion that Mr. Alok Mathur is independent of the management of the Company. A copy of the draft letter of appointment of Mr. Alok Mathur as an Independent Director setting out the terms and conditions is available for inspection at the registered office of the Company during normal business hours on all working days upto the date of Annual General Meeting.

Except Mr. Alok Mathur, no other Director or Key Managerial Personnel of the Company or their relatives is concerned or interested in the proposed resolution.

The resolution seeks approval of the members for the appointment of Mr. Alok Mathur as Independent Director of the Company for five consecutive years for a term upto 31<sup>st</sup> March, 2019 pursuant to Section 149 and other applicable provisions of the Act and Rules made thereunder and that he shall not be liable to retire by rotation.

The Board recommends the resolution set forth in Item No. 5 for the approval of the members.

By Order of the Board  
For **AMRIT AGRO INDUSTRIES LIMITED**

### Registered Office:

CM-28C, First Floor,  
Gagan Enclave,  
Amrit Nagar, G. T. Road,  
Ghaziabad-201 009

**V. K. Bajaj**  
Director

Dated: May 23, 2014

CIN: L01111UP1985PLC010776

## AMRIT AGRO INDUSTRIES LIMITED

### DIRECTORS' REPORT AND MANAGEMENT DISCUSSION & ANALYSIS

#### To the Members,

Your Directors present the 28<sup>th</sup> Annual Report together with Audited Accounts of your Company for the financial year ended 31<sup>st</sup> March, 2014.

#### FINANCIAL RESULTS

The summarized financial results of the Company for the financial year 2013-14 are as under:

	(Rs.in lacs)	
	2013-14	2012-13
Trading and Other Income	1,389.84	1,205.92
Profit before Interest, Depreciation & Tax (EBIDTA)	(48.52)	137.23
Interest Cost	0.40	0.02
Depreciation	0.37	0.07
Profit/ (Loss) before Tax	(49.29)	137.14
Provision for		
- Current Tax (Net)	16.42	4.21
- MAT Credit Entitlement	-	(1.77)
- Deferred Tax	(44.08)	0.10
- Prior Period Tax Adjustment	3.39	0.07
Net Profit/ (Loss) for the year after tax	(25.02)	134.53
Balance brought forward from previous year	222.82	88.29
Balance carried to Balance Sheet	197.80	222.82

Due to loss, the Directors are not recommending any dividend on the equity shares for the year.

#### MANAGEMENT DISCUSSION AND ANALYSIS

##### Economic Scenario

Over the past many decades after independence, the Indian economy has gone through different cycles of growth. With the opening up of the economy, the growth rates showed promise but in the recent past, it has not been able to sustain the growth trajectory. It is generally believed that this is a temporary phase and the economic potential of India remains promising. It is hoped that the current transformation will lead to a greater stability and growth and unlock India's economic potential.

##### Business Strategy

The Company continues to carry on the trading operations. During the year, the trading activities were affected due to NSEL fiasco. The Company is now in the process of developing the infrastructure for trading of commodities and other items, which has potential. The management is also evaluating new business opportunities, other than general trading.

##### Operations

The revenue from the trading activities amounted to Rs. 1,278.99 lacs as against Rs. 1,065.56 lacs in the previous year. The Company posted operating loss (EBIDTA) of Rs. 48.52 lacs and net loss after tax of

## AMRIT AGRO INDUSTRIES LIMITED

Rs. 25.02 lacs during the year as against EBIDTA of Rs. 137.23 lacs and PAT of Rs. 134.53 lacs in the previous year.

### Internal Control Systems

The Company has evolved a system of internal controls to ensure that the transactions are authorized, recorded and correctly reported. The internal control system is supplemented by management reviews and independent periodical internal audit which evaluates the functioning and quality of internal control and provide assurance of its adequacy and effectiveness.

### PUBLIC DEPOSITS

The Company is not accepting any fixed deposits from the public.

### DIRECTORS

Mr. Sat Narain Agarwal and Mr. Alok Mathur have been appointed as Independent Directors to hold office for five consecutive years.

In accordance with the provisions of Companies Act, 2013 and the Articles of Association of the Company, Shri V. K. Bajaj, Director, retire by rotation and is eligible for re-appointment.

### AUDITORS

M/s V. Sahai Tripathi & Co., Chartered Accountants, Statutory Auditors, retire at the forthcoming Annual General Meeting and being eligible, offer themselves for re-appointment.

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

Since there were no manufacturing operations during the year, information relating to conservation of energy, technology absorption, foreign exchange earnings and outgo as required under Section 217 (1) (e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the Report of Board of Directors ) Rules, 1988 is not applicable.

### PERSONNEL

There is no employee in the Company whose

particulars are required to be given under Section 217 (2A) of the Companies Act, 1956.

### DIRECTORS RESPONSIBILITY STATEMENT

As required under section 217 (2AA) of the Companies Act, 1956, your Directors state:

- (i) that in the preparation of the annual accounts, the applicable accounting standards have been followed;
- (ii) that the accounting policies selected and applied are consistent and the judgments and estimates made 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 profit or loss of the Company for that period;
- (iii) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) that the annual accounts have been prepared on a going concern basis.

### CORPORATE GOVERNANCE

A Report on Corporate Governance along with a certificate from the Auditors of the Company regarding compliance of the conditions of the Corporate Governance pursuant to Clause 49 of the Listing Agreement is annexed.

### ACKNOWLEDGEMENT

The Directors wish to thank and acknowledge the co- operation, assistance and support extended by Company's bankers. The Directors also duly acknowledge the trust and confidence the shareholders and investors have placed in the Company.

**For and on behalf of the Board**

Place : **Noida**  
Date : **May 23, 2014**

**N. K. Bajaj**  
*Chairman*



# AMRIT AGRO INDUSTRIES LIMITED

## REPORT ON CORPORATE GOVERNANCE

### 1. Company's Philosophy on Code of Corporate Governance

The Company believes in the practice of good corporate governance and recognizes its importance. The Company is committed to not only running its business in the best possible and transparent manner but also complying with all relevant rules and regulations.

### 2. Board of Directors

The Board of Directors is comprised of five non- executive Directors. Out of five, three non-executive directors are independent directors. The composition, category and their attendance at the Board meetings during the year and at the last Annual General Meeting as also the number of directorships/ memberships of committees of other public limited companies as on 31<sup>st</sup> March, 2014, are as follows:

#### (a) Composition of the Board:

Name of Director (S/Shri)	Category	No. of Board Meetings attended during 2013-14	Whether attended the last AGM	No. of directorships in other public limited companies	No. of Committee positions held in other companies as	
					Chairman	Member
N.K. Bajaj (Chairman)	Promoter/ Non-Executive	4	No	3	–	2
V.K. Bajaj	Promoter/ Non-Executive	3	No	3	–	–
Alok Mathur	Independent/ Non-Executive	4	Yes	–	–	–
Anand Maheshwari	Independent/ Non-Executive	–	No	3	–	–
Sat Narain Agrwal	Independent/ Non-Executive	4	Yes	1	–	–

#### (b) Number of Board Meetings:

During the financial year 2013-14, Four (4) Board Meetings were held on:

- 21<sup>st</sup> May, 2013;
- 13<sup>th</sup> August, 2013;
- 12<sup>th</sup> November, 2013; and
- 04<sup>th</sup> February, 2014.

The maximum interval between any two meetings was not more than 4 months.

#### (c) Information supplied to the Board:

The Board of Directors has complete access to any information within the Company. At the Board Meetings, the Directors are provided with all the relevant information on important matters including the matters specified in Clause 49 of the Listing Agreement.

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**(d) Details of remunerations paid to the Directors during the financial year 2013-14:**

(Amount in Rs.)

Name (S/Shri)	Basic	Perquisites	Commission	Contribution to PF/ other Funds	Sitting fees	Total
Shri N.K.Bajaj	-	-	-	-	1,000/-	1,000/-
Shri Alok Mathur	-	-	-	-	1,000/-	1,000/-
Shri Sat Narain Agarwal	-	-	-	-	1,000/-	1,000/-
Shri Anand Maheswari	-	-	-	-	-	-
Shri V.K.Bajaj	-	-	-	-	750/-	750/-

Shri N. K. Bajaj and Shri V. K. Bajaj are related to each other being father and son respectively.

**(e) Code of Conduct:**

The Board of Directors of the Company have adopted Code of Business Conduct & Ethics. In terms of the requirement of Clause 49 of the Listing Agreement, the Code of Conduct & Ethics has been displayed at the website of the Company, [www.amritagro.com](http://www.amritagro.com). The declaration regarding compliance with the Code for the year ended 31<sup>st</sup> March, 2014 signed by the Chairman is attached and forms part of this Report.

**(f) Declaration regarding compliance of Code of Conduct**

I, Naresh Kumar Bajaj, Chairman of Amrit Agro Industries Limited, hereby declare that all the Board Members and senior management personnel of the Company have affirmed compliance of the Code of Conduct for the year ended 31<sup>st</sup> March, 2014.

Place : Noida  
Date : May 23, 2014

**N. K. Bajaj**  
Chairman

**3. Committees of the Board**

**(a) Audit Committee:**

The Audit Committee of the Company as on 31<sup>st</sup> March, 2014 comprised of the following three Directors of the Company:

Shri Alok Mathur	Chairman	Independent Non-Executive Director
Shri Sat Narain Agarwal	Member	Independent Non-Executive Director
Shri Anand Maheshwari	Member	Independent Non-Executive Director

The constitution, scope and terms of reference of the Audit Committee conform to the requirements of Clause 49 and Section 292A of the Companies Act, 1956. These broadly include the approval of the annual internal audit plans, review of financial reporting system, internal control systems, ensuring compliance with regulatory guidelines, reviewing the quarterly, half-yearly and annual financial results, interaction with statutory auditors and recommendation for appointment/removal of auditors.

## AMRIT AGRO INDUSTRIES LIMITED

During the financial year 2013-14, Audit Committee met four (4) times and the attendance of the Directors on the above meetings was as follows:

Director	No. of Meetings Attended
Shri Alok Mathur	4
Shri Sat Narain Agarwal	4
Shri Anand Maheshwari	–

The representatives of the Statutory Auditors are also invited to the meetings.

The Chairman of the Audit Committee was present at the last AGM held on 13<sup>th</sup> August, 2013.

### (b) Remuneration Committee

The Company has constituted a Remuneration Committee on 30<sup>th</sup> July, 2003 to recommend the package of the managerial personnel and to formulate a broad policy framework for managerial remuneration. The remuneration to non-executive directors comprises of the sitting fee only.

The Remuneration Committee as on 31<sup>st</sup> March, 2014 comprised of the following Non-Executive Directors of the Company:

Shri Alok Mathur	Chairman
Shri Sat Narain Agarwal	Member
Shri Anand Maheshwari	Member

### (c) Shareholders' / Investors' Grievance Committee

The Company has constituted Shareholders' / Investors' Grievance Committee which comprises of two independent non-executive and one promoter non-executive Director. The Committee is vested with the requisite powers and authorities to specifically look into redressal of shareholders and investors grievances as also to oversee the functioning of the Share Department. During the year under review, the Company has received nil complaints. As such, no complaint was pending at the end of the year. The Committee as on 31<sup>st</sup> March, 2014 comprised of the following directors of the Company:

Shri Sat Narain Agarwal	Chairman
Shri Alok Mathur	Member
Shri V.K. Bajaj	Member

All valid requests for share transfer received during the year 2013-14 have been acted upon by the Company and no transfer is pending.

## AMRIT AGRO INDUSTRIES LIMITED

### 4. General Body Meetings

The last three Annual General Meetings of the Company were held as under:

Financial Year	Date	Time	Venue
2010-11	25th AGM 24th August, 2011	3.30 p.m.	Chaudhary Bhawan, (near Jain Mandir), Kavi Nagar, 'E' Block Ghaziabad - 201 002 (U.P.)
2011-12	26th AGM 14th August, 2012	3.30 p.m.	Chaudhary Bhawan, (near Jain Mandir), Kavi Nagar, 'E' Block Ghaziabad - 201 002 (U.P.)
2012-13	27th AGM 13th August, 2013	3.30 p.m.	Chaudhary Bhawan, (near Jain Mandir), Kavi Nagar, 'E' Block Ghaziabad - 201 002 (U.P.)

No resolution was passed by way of postal ballot during the year.

### 5. Disclosures

- (i) There were no transactions of material nature with the directors, promoters or relatives etc. during the year that had potential conflict with the interests of the Company at large. The details of related party transactions have been reported in the Notes to Accounts.
- (ii) The financial statements have been prepared in compliance with the requirements of the Companies Act, 1956 and in conformity, in all material respects, with the generally accepted accounting principles and standards in India. The estimates/judgements made in preparation of these financial statements are consistent, reasonable and on prudent basis so as to reflect true and fair view of the state of affairs and results/operations of the Company.
- (iii) The Company has not raised any funds from the capital market (public/rights/preferential issues etc.) during the financial year under review.
- (iv) No penalties or strictures have been imposed on the Company by the stock exchanges, SEBI or any other statutory authorities on any matter relating to the capital market during the last three years.
- (v) The details of the equity shares of the Company held by the Directors as on 31.03.2014 are as under:
 

Shri N. K. Bajaj	– 14,437 shares;
Shri V. K. Bajaj	– 85,950 shares;
Shri Alok Mathur	– NIL;
Shri Sat Narain Agarwal	– NIL; and
Shri Anand Maheshwari	– NIL.
- (vi) The Company is complying with all mandatory requirements of Clause 49 of the Listing Agreements. Non-mandatory requirement relating to Remuneration Committee has been adopted by the Company.

## AMRIT AGRO INDUSTRIES LIMITED

### 6. Means of Communication

The Quarterly, Half yearly and Annual Financial Results are communicated to all the stock exchanges, where the Company's shares are listed, as soon as the same are approved and taken on record by the Board of Directors of the Company. The results are published in "The Financial Express" in English and "Jansatta" in Hindi. The results are not sent individually to the shareholders.

The Management Discussion & Analysis Report forms part of the Directors Report.

### 7. Disclosure regarding re-appointment of Directors

In accordance with the provisions of the Companies Act, 1956 and Articles of Association of the Company, Shri V. K. Bajaj, Director, retire by rotation and is eligible for re-appointment.

The profiles in brief of the aforesaid Directors are as under:

<b>Name of Director</b>	<b>Shri V. K. Bajaj</b>
<b>Age</b>	50 Years
<b>Qualification</b>	B.Com
<b>Date of appointment</b>	October 29, 1986
<b>Expertise</b>	Industrialist having more than 27 years of experience. Also involved in the business of language training in collaboration with a swiss company, namely Inlingua.
<b>Other Directorship in public companies and membership of Committees as on 31.03.2014</b>	<b>Directorship:</b> Amrit Corp. Ltd., Amrit Banaspati Co. Ltd., Amrit Learning Ltd.

### 8. Auditors' Certificate on Corporate Governance

A certificate has been obtained from the Auditors of the Company regarding compliance with the provisions relating to Corporate Governance laid-down in Clause 49 of the Listing Agreement with the stock exchanges. The same is annexed to this report.

### GENERAL SHAREHOLDERS INFORMATION

#### ● Annual General Meeting:

Date	12th August, 2014
Time	2.30 p.m.
Venue	Chaudhary Bhawan, (near Jain Mandir), Kavi Nagar, 'E' Block Ghaziabad-201 002 (U.P.)

## AMRIT AGRO INDUSTRIES LIMITED

- **Financial Calendar 2014-15 (Tentative):**

**Board Meetings to take on record**

Financial results for Quarter ended 30.06.2014	First week of August, 2014
Financial results for Quarter ended 30.09.2014	First week of November, 2014
Financial results for Quarter ended 31.12.2014	First week of February, 2015
Financial results for Quarter/year ended 31.03.2015	Last week of May, 2015
Book Closure Date	5th August, 2014 to 12th August, 2014 (both days inclusive)
Dividend payment date	Not Applicable

- **Listing:**

The equity shares of the Company are listed with the following Stock Exchanges:

S. No.	Name & address of stock exchanges
1.	<b>U.P. Stock Exchange Limited,</b> Padam Towers,14/113 , Civil Lines, Kanpur –208001 (U.P.)
2.	<b>Delhi Stock Exchange Limited</b> DSE House, 3/1, Asaf Ali Road, New Delhi – 110002
3.	<b>Ludhiana Stock Exchange Limited</b> Feroze Gandhi Market, Ludhiana – 141001.

Annual listing fee as prescribed has been paid to the above Stock Exchanges for the year 2014-2015.

- **Share transfer, investors complaints and other communications may be addressed to**

Shares Department  
**Amrit Agro Industries Ltd.**  
 CM-28 (First Floor), Gagan Enclave  
 Amrit Nagar, G.T. Road,  
 Ghaziabad – 201 009 (U.P.)

- **Stock Market Data**

No trading of Company's equity shares took place during the year 2013-2014 in any of the stock exchanges.

- **Share Transfer System**

Due to low volume, the requests for share transfers, transmissions etc. are processed in –house by the Company. The average time taken for processing share transfer requests including dispatch of share certificates is within 15 days. In the case of off-market/private transactions involving transfer of shares in physical form, SEBI has made mandatory for the transferee(s) to furnish copy of PAN Card to the Company. The shareholders/investors are advised to comply with the same while filing transfer documents with the Company.

## AMRIT AGRO INDUSTRIES LIMITED

- **Registrar & Transfer Agents**

Due to the low volume of transfers, transmissions etc., the Company has not appointed Registrar & Transfer Agents.

- **Shareholding Pattern as on 31<sup>st</sup> March, 2014**

Category	No. of Shares	% of Total
Promoters & Directors	19,24,697	64.16
Non – Resident Indians	1,300	0.04
Private Corporate Bodies	35,250	1.18
Others Indian Investors	10,38,753	34.62
<b>Total</b>	<b>30,00,000</b>	<b>100.00</b>

- **Distribution of shareholding as on 31<sup>st</sup> March, 2014**

Range (No. of shares)	No. of shareholders	No. of shares	% of Capital
1–5,000	3,299	7,69,510	25.65
5,001–10,000	212	1,76,693	5.89
10,001–20,000	38	62,700	2.09
20,001–30,000	8	20,300	0.68
30,001–40,000	3	10,600	0.35
40,001–50,000	9	43,400	1.45
50,001–1,00,000	6	59,950	2.00
1,00,001 and Above	20	18,56,847	61.89
<b>Total</b>	<b>3,595</b>	<b>30,00,000</b>	<b>100.00</b>

- **Reconciliation of Share Capital Audit:**

A qualified practicing Company Secretary carried out a Reconciliation of Share Capital Audit on quarterly basis and the Secretarial Audit Report confirms that the total issued / paid up capital is in agreement with the total number of shares in physical.

- **Outstanding GDR's/ADR's/Warrants etc.:**

Not Applicable

- **Plant Location:**

There are no manufacturing operations in the Company at present.

- **Address for correspondence:**

**Regd. Office:**

**Amrit Agro Industries Limited,**

CM/28 (First Floor), Gagan Enclave,

Amrit Nagar, G.T. Road,

Ghaziabad – 201 009 (U.P.)

Tel. No. 0120-2866880/2866886, Fax No. 0120-2866888

## AMRIT AGRO INDUSTRIES LIMITED

### AUDITORS' CERTIFICATE REGARDING COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT

#### To the Members of Amrit Agro Industries Limited

We have examined the compliance of conditions of Corporate Governance by Amrit Agro Industries Limited for the year ended 31<sup>st</sup> March, 2014, as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchanges.

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 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 explanations given to us, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement.

We state that in respect of investor grievances received during the year ended 31<sup>st</sup> March, 2014, no investor grievances are pending against the company for a period exceeding one month as per records maintained by the company.

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

For **V Sahai Tripathi & Co.**  
Chartered Accountants  
Firm's Registration No. 000262N

Place : Noida  
Date : May 23, 2014

**Adarsh Agrawal**  
*Partner*  
M.No.- 092249



# AMRIT AGRO INDUSTRIES LIMITED

## INDEPENDENT AUDITORS' REPORT

To the Members of  
**AMRIT AGRO INDUSTRIES LIMITED**

### Report on the Financial Statements

We have audited the accompanying financial statements of **AMRIT AGRO INDUSTRIES LIMITED** ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2014, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements

The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards notified under the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13<sup>th</sup> September 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with the 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 the internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also

includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the financial statements.

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

### Opinion

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

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31<sup>st</sup> March, 2014;
- (b) in the case of the Statement of Profit and Loss, of the loss of the Company for the year ended on that date, and
- (c) in the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure to independent audit report.
2. As required by Section 227(3) of the Act, we report that:
  - (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement

## AMRIT AGRO INDUSTRIES LIMITED

comply with the Accounting Standards notified under the Companies Act, 1956 read with the General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013.

- (e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2014 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2014 from being appointed as a director in terms of section 164 (2) of the Companies Act, 2013 (corresponding to section 274 (1) (g) of the Act.

For **V Sahai Tripathi & Co.**  
Chartered Accountants  
Firm's Registration No. 000262N

**Adarsh Agrawal**  
*Partner*

Place : Noida  
Date : May 23, 2014

M.No.- 092249

### Annexure to Independent Auditors' Report

#### Referred to in Paragraph 1 under the heading of "report on other legal and regulatory requirements" of our report of even date

1. (a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The company has a phased programme of physical verification of its fixed assets which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. In accordance with such programme, the management has physically verified its fixed assets during the year and no material discrepancies were noticed by them.
2. (a) According to the information and explanations given to us, physical verification of inventories is conducted by the management at periodic intervals. These intervals are reasonable having regard to the size of the company and the nature of its inventories.
- (b) The procedures followed by the company for physical verification of inventories are reasonable and adequate in relation to the size of the company and the nature of its business.
- (c) The company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification as compared to book records.
3. (a) The Company has granted an unsecured loan to a party which covered in the register maintained under Section 301 of the Companies Act, 1956. The maximum amount involved during the year in respect of the party is Rs.2,50,00,000/- and the year-end balance of the said loan amount is Rs.1,00,00,000/-.
- (b) The rate of interest and other terms & conditions of the unsecured loan given by the Company are not prima-facie prejudicial to the interest of the company;
- (c) The unsecured loans are regularly serviced as per agreed terms;
- (d) There is no overdue amount in respect of the said unsecured loans
- (e) The company has not taken any secured or unsecured loans during the year from parties covered in the register maintained under Section 301 of the Companies Act, 1956. Therefore, rest of clauses are not applicable and have not been commented upon.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business for the purchase of inventories and fixed assets and for the sale of goods. We have not observed any continuing failure to correct major weaknesses in internal controls during the course of our audit.
5. In respect of transactions covered under Section 301 of the Companies Act, 1956:
  - a) In our opinion and according to the information and explanations given to us, the particulars of contracts or arrangements referred to in section 301 of the Act have been entered in the register required to be maintained under that section.
  - b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of such contracts or arrangements exceeding the value of Rs. Five Lakhs in respect of any party during the year have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
6. The Company has not accepted any deposits from the public and consequently, the directives issued by Reserve Bank of India, the provisions of sections 58A and 58AA of the Companies Act, 1956 and rules framed there under are not applicable.

## AMRIT AGRO INDUSTRIES LIMITED

7. In our opinion the company has an internal audit system which is commensurate with the size and the nature of its business.
8. In accordance with the information given by the management the maintenance of cost records has not been prescribed by the Central Government under section 209 (1)(d) of the Companies Act, 1956.
- 9 (a) According to the information and explanations given to us and on the basis of our examination of the books of account, the company is regular in depositing the undisputed statutory dues including investor education & protection fund, income tax, sales tax, custom duty, excise duty, service tax, cess and any other material statutory dues as applicable with the appropriate authorities. According to the information and explanations given to us, there were no undisputed amounts payable in respect of the above dues which were outstanding as at 31st March, 2014 for a period of more than six months from the date of their becoming payable.
- (b) According to the records of the company examined by us, the particulars of the dues outstanding of income-tax, sales tax, service tax, wealth-tax, customs duty, excise duty and cess as at 31st March, 2014 which have not been deposited on account of disputes are as under:

Name of the statutes	Nature of dues	A.Y.	Amount (Rs.)	Forum where dispute is pending
UPTT Act, 1948	Demand Order U/s 21 (20)	2000-01	Rs. 20,42,212/-	Joint Commissioner Appeal, Noida
TNGST, Chennai	Demand TNGST Order Dated 25.1.2001	1998-99	Rs. 1,90,144/-	Sales Tax Appellate Tribunal, Chennai
		<b>Total</b>	<b>Rs. 22,32,356/-</b>	

10. The company has no accumulated losses as at 31st March, 2014, however, the company has incurred cash loss during the financial year ended 31st March, 2014, but not in the immediately preceding financial year.
11. The company has not during the year defaulted in the re-payment of dues to the bank. The company has

- no loans from financial institutions nor has it issued any debentures.
12. The company has not granted any loans or advances on the basis of security by way of pledge of shares, debentures and other securities.
13. The company is not a chit fund, nidhi, mutual benefit fund or a society. Accordingly, the provisions of clause 4(xiii) of the Order are not applicable.
14. According to the information and explanations given to us, the company is not dealing or trading in shares, securities, debentures and other investments.
15. According to the information and explanations given to us, the company has not given any guarantees for loans taken by others from banks or financial institutions during the year.
16. According to the information and explanations given to us, no term loan has been obtained by the company.
17. According to the information and explanations given to us, no funds have been raised by the company during the year on short term basis and, therefore, provisions of clause (xvii) are not applicable.
18. The company has not made any preferential allotment of equity shares to any company covered in the register maintained under Section 301 of the Companies Act, 1956.
19. The company has not issued any debentures during the year.
20. The company has not raised any money by public issue during the year.
21. During the course of our examination of the books and records of the company and according to the information & explanations given to us, there were no frauds on or by the company, noticed or reported during the course of our audit for the year ended 31st March, 2014.

For **V Sahai Tripathi & Co.**  
Chartered Accountants  
Firm's Registration No. 000262N

**Adarsh Agrawal**  
Partner  
M.No.- 092249

Place : Noida  
Date : May 23, 2014

# AMRIT AGRO INDUSTRIES LIMITED

## BALANCE SHEET as at 31st March, 2014

(Amount in Rupees)

Particulars	Note No.	As at 31st March, 2014	As at 31st March, 2013
<b>I. EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' funds</b>			
(a) Share capital	1	3,00,00,000	3,00,00,000
(b) Reserves and surplus	2	7,64,81,954	7,89,83,959
<b>2 Non-current liabilities</b>			
(a) Long-term borrowing	3	1,55,068	–
(b) Other Long term liabilities	4	–	43,15,962
(c) Long-term provisions	5	3,89,811	3,89,811
<b>3 Current liabilities</b>			
(a) Trade payables	6	55,522	1,561
(b) Other current liabilities	7	3,10,536	2,82,548
<b>TOTAL</b>		<b>10,73,92,891</b>	<b>11,39,73,841</b>
<b>II. ASSETS</b>			
<b>1 Non-current assets</b>			
(a) Fixed assets	8		
(i) Tangible assets		3,81,333	33,108
(b) Non-current investments	9	4,83,95,187	4,33,36,720
(c) Deferred tax assets (Net)	10	44,83,734	75,186
(d) Long-term loans and advances	11	39,37,046	45,49,278
(e) Other non current assets	12	–	1,45,023
<b>2 Current assets</b>			
(a) Current investments	13	3,53,38,002	2,43,60,526
(b) Inventories	14	–	1,35,56,485
(c) Trade receivables	15	–	–
(d) Cash and bank Balance	16	47,29,087	13,46,329
(d) Short-term loans and advances	17	1,00,85,647	2,57,63,475
(e) Other current assets	18	42,855	8,07,711
<b>TOTAL</b>		<b>10,73,92,891</b>	<b>11,39,73,841</b>

Notes forming part of the financial statements 1- 35

This is the Balance Sheet referred to in our report of even date.

For V. Sahai Tripathi & Co.  
Chartered Accountants  
Firm Regn No. 000262N

N.K. Bajaj

Chairman

Adarsh Agrawal, Partner  
Membership No. 092249

Alok Mathur  
Sat Narain Agarwal  
V.K. Bajaj

Directors

Place : Noida  
Date : May 23, 2014

## AMRIT AGRO INDUSTRIES LIMITED

### STATEMENT OF PROFIT AND LOSS for the year ended 31st March, 2014

(Amount in Rupees)			
Particulars	Note No.	For the year ended 31st March, 2014	For the year ended 31st March, 2013
Revenue From Operations	19	12,78,99,312	10,65,55,549
Other income	20	1,10,84,807	1,40,36,674
<b>Total Revenue</b>		<b>13,89,84,119</b>	<b>12,05,92,223</b>
<b>Expenses:</b>			
Purchases of Stock-in-Trade	21	11,27,88,592	10,51,27,645
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	22	1,35,56,485	(9,37,249)
Employee benefits expenses	23	1,25,961	1,13,455
Finance Costs	24	39,836	2,515
Depreciation and amortization expense	8	37,475	6,940
Other expenses	25	1,73,65,081	25,64,938
<b>Total expenses</b>		<b>14,39,13,430</b>	<b>10,68,78,244</b>
<b>Profit before exceptional and extraordinary items and tax</b>		<b>(49,29,311)</b>	<b>1,37,13,979</b>
<b>Exceptional items</b>		<b>-</b>	<b>-</b>
<b>Profit /(loss) before extraordinary items and tax</b>		<b>(49,29,311)</b>	<b>1,37,13,979</b>
<b>Extraordinary Items</b>		<b>-</b>	<b>-</b>
<b>Profit before tax</b>		<b>(49,29,311)</b>	<b>1,37,13,979</b>
<b>Tax expense:</b>	26		
- Current tax		16,42,403	4,20,957
- MAT Credit Entitlement		-	(1,77,729)
- Deferred Tax (Assets)/Liability		(44,08,548)	10,371
- Prior Period Tax Adjustment		3,38,839	7,321
<b>Net Profit/ (Loss) for the year after tax</b>		<b>(25,02,005)</b>	<b>1,34,53,059</b>
EPS (Net Profit from operation after tax)			
- Basic		(0.83)	4.48
- Diluted		(0.83)	4.48
Number of weighted average shares used in computing earnings per share			
- Basic		30,00,000	30,00,000
- Diluted		30,00,000	30,00,000

Notes forming part of the financial statements 1- 35

This is the Statement of Profit & Loss referred to in our report of even date.

For V. Sahai Tripathi & Co.

Chartered Accountants

Firm Regn No. 000262N

N.K. Bajaj

Chairman

Adarsh Agrawal, Partner

Membership No. 092249

Alok Mathur

Sat Narain Agarwal

V.K. Bajaj

Directors

Place : Noida

Date : May 23, 2014

# AMRIT AGRO INDUSTRIES LIMITED

## CASH FLOW STATEMENT for the year ended 31st March, 2014

(Amount in Rupees)

Particulars	31st March, 2014		31st March, 2013	
<b>(A) Cash flow from Operating Activities</b>				
Profit Before Tax	(49,29,311)		1,37,13,979	
<b>Add:</b>				
Depreciation	37,475		6,940	
Interest Received	(16,16,384)		(8,85,998)	
Dividend Received	(33,26,815)		(89,75,660)	
(Profit)/Loss on Sale of Investment	(17,99,613)		(11,11,108)	
Provision Written Back on current Investment	–		(8,35,907)	
<b>Operating Profits before working Capital changes</b>	<b>(1,16,34,648)</b>		19,12,246	
Adjustment for:				
Change in Trade Payable & Other Current Liabilities	81,949		(1,10,384)	
Change in inventories	1,35,56,485		(9,37,249)	
Change in Trade receivable	–		–	
Change in Loans & Advances	1,64,42,683		(2,53,37,198)	
Cash generation from Operating Activities	1,84,46,469		(2,44,72,585)	
<b>Less: Income Tax paid</b>	<b>15,50,000</b>	<b>1,68,96,469</b>	4,33,153	(2,49,05,738)
<b>(B) Cash Flow from Investing Activities</b>				
Purchase of Investment	(4,84,30,842)		(3,25,23,149)	
Addition in Fixed Assets	(3,85,700)		–	
Interest Income	16,16,384		8,85,998	
Dividend Income	33,26,815		89,75,660	
Movement in Long Term Loans & advance	3,26,013		78,905	
Sale of Investment	3,41,94,513	(93,52,817)	2,83,27,663	57,45,077
<b>(C) Cash Flow from Financing Activities</b>				
Proceeds from long term Borrowing & Other Long Term Liabilities	(41,60,894)	(41,60,894)		(19,78,149)
Net increase/(decrease) in cash & cash equivalents		33,82,758		(2,11,38,810)
Cash and Cash equivalents as at 01.04.2013 (Opening Balance)		13,46,329		2,24,85,139
<b>Cash and Cash equivalents as at 31.03.2014 (Closing Balance)</b>		<b>47,29,087</b>		13,46,329

Notes forming part of the financial statements

1- 35

This is the Cash Flow Statement referred to in our report of even date.

For **V. Sahai Tripathi & Co.**

Chartered Accountants

Firm Regn No. 000262N

**N.K. Bajaj**

Chairman

**Adarsh Agrawal, Partner**

Membership No. 092249

**Alok Mathur**

**Sat Narain Agarwal**

**V.K. Bajaj**

Directors

Place : Noida

Date : May 23, 2014

# AMRIT AGRO INDUSTRIES LIMITED

## SIGNIFICANT ACCOUNTING POLICES

### (a) Basis of Preparation of Financial Statements

The financial statements have been prepared under the historical cost convention on accrual basis of accounting in accordance with the applicable accounting standards prescribed in the Companies (Accounting Standards) Rules, 2006. These Accounting policies have been consistently applied, except where a newly issued accounting standard is initially adopted by the company. Management evaluates the effect of accounting standards issued on a going basis and ensures that they are adopted as mandated by the said rules.

As required and mandated by relevant guidelines prescribed under Companies Act, 1956, Company has prepared its financials as per Revised Schedule VI. All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the revised Schedule VI to the Companies Act, 1956. Based on the nature of products/services and the time between the acquisition of assets/services for processing and their realization in cash and cash equivalents, the Company has considered a period of twelve months for the purposes of classification of assets and liabilities as current and non-current.

### (b) Fixed Assets

Fixed assets are stated at their original cost of acquisition inclusive of inward freight, duties, taxes and incidental expenses relating to acquisition and installation.

### (c) Depreciation

- (a) Depreciation is provided on the straight line method at the rates specified in Schedule XIV of the Companies Act, 1956.
- (b) In respect of assets added/disposed off during the year depreciation is charged on a pro-rata basis with reference to the month of addition/disposal. In the case of additions, it is charged for the full month in which additions took place and in the case of sales up to the month preceding the date of sale.
- (c) Assets below Rs 5,000/- are depreciated at the rate of 100%.

### (d) Investment

Investments are either classified as current or long term based on the Managements intention at the time of purchase. Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long term investments. Current investments are stated at the lower of the cost and fair value determined on an individual basis. Long term investments are stated at cost. A provision for diminution in value is made to recognize a decline other than temporary in the value of the long term investments. Profit/loss on sale of investments is computed on FIFO method

### (e) Inventories

Trading goods are valued at lower of cost or net realizable value. Cost of inventory consists of costs of purchase only.

## AMRIT AGRO INDUSTRIES LIMITED

### (f) Revenue Recognition

Revenue is recognized to the extent that it can be reliable, measured and is appropriate to the economic benefits that will flow to the company.

#### (a) Revenue Recognition for Sale of Goods

Revenue from the sale of goods is recognized when the significant risks & rewards of ownership of the goods are transferred to the customers and is stated net of rebates/trade discounts.

#### (b) Dividend

Dividend income is recognized if the right to receive the payment is established by the Balance Sheet date.

#### (c) Interest

Interest revenue is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

### (g) Employee Benefits

#### (a) Short Term Employee Benefits

All employee benefits falling due wholly within twelve months of rendering the service are classified as short term employee benefits. The benefits like salaries, wages etc are recognized in the period in which the employee renders the related service.

#### (b) Post-Employment Benefits

(i) **Defined Contribution Plans:** The State governed provident fund scheme are defined contribution plans. The contribution paid/payable under the schemes is recognized during the period in which the employee renders the related service.

#### (ii) Post-Employment Benefits

The Gratuity liability payable under the payment of Gratuity Act, 1972, provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee salary and tenure of employment. The Liability to pay arises once an employee completes five years of tenure of service in an organization. It is paid/payable to employee at the time of retirement or on resignation, or on death to his dependents. Wherever applicable, the present value of the obligation under such defined benefit plans is determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

Since there is no employee during the financial year, no actuarial valuation as per Project Unit Cost Method has been carried out.

The company does have en-cashable leave encashment policy, however considering that there are no employees during the period, no provision has been made during the financial year ending 31st March, 2014 on actuarial basis. There are no other en-cashable short term benefits.



## AMRIT AGRO INDUSTRIES LIMITED

### **(h) Cash Flow Statement**

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, investing and financing activities of the Company are segregated. The Cash Flow statement is separately attached with the Financial Statements of the company.

### **(i) Provisions & Contingency**

Provisions are recognized when the Company has a present obligation as a result of past events, for which it is probable that an outflow of resources embodying economic benefits will be required to settle are reviewed regularly and are adjusted where necessary to reflect the current best estimates of the obligation. Where the Company expects a provision to be reimbursed, the reimbursement is recognized as a separate Asset, only when such reimbursement is virtually certain. Contingent Liabilities are disclosed after an evaluation of the facts and legal aspects of the matters involved. Contingent Assets are neither recognized, nor disclosed. Provisions, Contingent Liabilities and Contingent Assets are reviewed at each Balance Sheet.

### **(j) Impairment**

The carrying amount of assets is reviewed at each balance date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use the estimated future cash flows are discounted to their present value at the weighted cost of capital.

### **(k) Use of Estimates**

The preparation of the financial statements in conformity with GAAP requires the management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent assets and liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. Examples of such estimates include provisions for doubtful debts, future obligations under employee retirement benefit plans, income tax, post-sales customer support and the useful lives of fixed assets and intangible assets. Actual results could differ from those estimates. Any revision to accounting estimate is recognized prospectively in the current and future periods.

### **(l) Earning Per Share**

In determining earnings per share, the Company considers the net profit after tax and includes the post-tax effect of any extraordinary / exceptional item. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period. The number of shares used in computing diluted earnings per share comprises the weighted average shares considered for deriving basic earnings per share, and also the weighted average number of equity shares that could have been issued on the conversion of all dilutive potential equity shares.

The details are stated in the financial notes below which are not reproduced here. There is no diluted Earning per Share as there are no dilutive potential equity shares.

### **(m) Income Tax & Deferred Tax**

The current charge for Income Tax is ascertained on the basis of assessable profits computed in accordance with the provisions of the Income Tax Act, 1961.

## AMRIT AGRO INDUSTRIES LIMITED

Minimum Alternate Tax ("MAT") paid in accordance with the tax laws, which gives rise to future economic benefits in the form of adjustment of future income tax liability, is considered as an Asset if there is convincing evidence that company will pay normal tax in future. MAT Credit entitlement can be carried forward and utilized for a period of ten years from the year in which the same is availed. Accordingly, it is recognized as an asset in the balance sheet when it is probable that the future economic benefit associated with it will flow to the company and the asset can be measured reliably.

Deferred tax is recognized subject to the consideration of prudence, on timing differences, being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to timing differences that result between taxable profits and accounting profits. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the period that includes the enactment date. Deferred tax assets on timing difference are recognized only if there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. However, deferred tax assets on the timing differences when unabsorbed depreciation and losses carried forward exist, are recognized only to the extent that there is virtual certainty that sufficient future taxable income will be available against which such deferred tax can be realized. Deferred tax assets are reassessed for the appropriateness of their respective carrying values at each balance sheet date.

### (n) Leases

- (i) Assets acquired under leases where the Company has substantially all the risks and rewards of ownership are classified as finance leases. Such assets are capitalized at the inception of the lease at the lower of the fair value or the present value of minimum lease payments and a liability is created for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost, so as to obtain a constant periodic rate of interest on the outstanding liability for each period.
- (ii) Assets taken on lease under which lessor effectively retains all significant risks & rewards of ownership have been classified as operating lease. Lease payments made under operating lease are recognized as expense in the statement of profit & loss on straight line basis over the primary term of the lease as mentioned in the lease agreement on accrual basis.
- (iii) Assets given under a finance lease are recognized as receivable at an amount equal to the net investment in the lease. Lease income is recognized over the period of the lease so as to yield a constant rate of return on the net investment in the lease.
- (iv) Assets leased out under operating leases are capitalized. Rental income is recognized on accrual basis over the lease term.
- (v) Initial direct costs relating to assets given on finance leases are charged to Statement of Profit and Loss.

## AMRIT AGRO INDUSTRIES LIMITED

### NOTES TO ACCOUNTS FORMING PART OF FINANCIAL STATEMENTS

#### 1 SHARE CAPITAL

The authorised, issued, subscribed and fully paid up share capital of equity shares having a par value of Rs.10/- each as follows:

Share Capital	As at 31st March, 2014		As at 31st March, 2013	
	Number	Amount in Rs.	Number	Amount in Rs.
<b>Authorised</b> Equity Shares of Rs. 10/- each	<b>70,00,000</b>	<b>7,00,00,000</b>	70,00,000	7,00,00,000
<b>Issued</b> Equity Shares of Rs. 10/- each	<b>30,00,000</b>	<b>3,00,00,000</b>	30,00,000	3,00,00,000
<b>Subscribed &amp; fully Paid up</b> Equity Shares of Rs. 10/- each fully paid	<b>30,00,000</b>	<b>3,00,00,000</b>	30,00,000	3,00,00,000
<b>Total</b>	<b>30,00,000</b>	<b>3,00,00,000</b>	30,00,000	3,00,00,000

- (i) **Equity Shares:** The company has one class of equity shares having a par value of Rs. 10/- each. Each holder of equity shares is entitled to one vote per share.
- (ii) Shareholder are entitled to dividend if any dividend declared by the company. The dividend is payable in Indian rupees. The proposed dividend if any declared by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. There is no restriction on distribution of dividend to equity shareholders.
- (iii) Re-payment of equity share capital shall be made at the time of winding-up of company. The company can also partly buy back equity share as and when decided by the company in accordance with the provisions of Companies Act, 1956.

#### 1A Reconciliation of number of shares

Particulars	Equity Shares			
	As at 31st March, 2014		As at 31st March, 2013	
	Number	Amount in Rs.	Number	Amount in Rs.
Shares outstanding at the beginning of the year	<b>30,00,000</b>	<b>3,00,00,000</b>	30,00,000	3,00,00,000
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Any other movement (please specify)	-	-	-	-
Shares outstanding at the end of the year	<b>30,00,000</b>	<b>3,00,00,000</b>	30,00,000	3,00,00,000

## AMRIT AGRO INDUSTRIES LIMITED

### 1B Details of shares held by shareholders holding more than 5% of aggregate shares in the company

Name of Shareholder	Equity Shares			
	As at 31st March, 2014		As at 31st March, 2013	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
V.K.Bajaj Investment Private Limited	2,03,240	6.77	2,03,240	6.77
A.K.Bajaj Investment Private Limited	2,03,200	6.77	2,03,200	6.77
A F Trading Company Private Limited*	–	–	7,18,737	23.96
Amrit Trademart Private Limited	8,81,557	29.39	1,62,820	5.43
Jyoti Nirmal Investment Private Limited	2,05,400	6.85	2,05,400	6.85
Others (Less Than 5% of holding)	15,06,603	50.22	15,06,603	50.22
<b>Total</b>	<b>30,00,000</b>	<b>100.00</b>	<b>30,00,000</b>	<b>100.00</b>

\* A F Trading Co. Pvt Ltd. has been amalgamated with Amrit Trademart Pvt. Ltd. during the year in terms of order dated 19th February, 2014 passed by the Hon'ble Allahabad High Court and consequently its shareholding in the Company has been transferred to Amrit Trademart Pvt. Ltd.)

### 2 RESERVES AND SURPLUS

Reserves and surplus consist of following reserves:

Reserves & Surplus	As at 31st March, 2014 Amount in Rs.	As at 31st March, 2013 Amount in Rs.
<b>(a) Capital Reserves</b>		
Opening Balance	5,17,01,500	5,17,01,500
Additions /(Deductions) during the year	–	–
Closing Balance	5,17,01,500	5,17,01,500
<b>(b) Securities Premium Account</b>		
Opening Balance	50,00,000	50,00,000
Additions /(Deductions) during the year	–	–
Closing Balance	50,00,000	50,00,000
<b>(c) Surplus in statement of Profit and Loss</b>		
Opening balance	2,22,82,459	88,29,400
(+) Net Profit/ (Loss) For the current year	(25,02,005)	1,34,53,059
Closing Balance	1,97,80,454	2,22,82,459
<b>TOTAL</b>	<b>7,64,81,954</b>	<b>7,89,83,959</b>

## AMRIT AGRO INDUSTRIES LIMITED

### 3 LONG TERM BORROWINGS

Long term borrowings consist of following:

Long Term Borrowings	As at 31st March, 2014 Amount in Rs.	As at 31st March, 2013 Amount in Rs.
<b>Secured</b>		
– Vehicle Loan (Refer Note 3A)	1,55,068	–
<b>Total</b>	1,55,068	–

### 3A Vehicle loan is secured by hypthecation of the vehicles purchased out of the said loans

Particulars	As at 31st March, 2014	As at 31st March, 2013
Kotak Mahindra vehicle loan		
– Rate of Interest	9.96%	–
Non Current liability		
– No. of Installments (Monthly)	16	–
– Amount of borrowing (Rs.)	1,55,068	–
Current liability		
– No. of Installments (Monthly)	12	–
– Amount of borrowing (Rs.)	1,03,558	–

### 4 OTHER LONG TERM LIABILITIES

Other Long term liabilities consist of the following:

Other Long Term Liabilities	As at 31st March, 2014 Amount in Rs.	As at 31st March, 2013 Amount in Rs.
(a) Trade payables	–	17,17,244
(b) Others		
– Dealer's Security	–	9,26,404
– Interest Accrued & due	–	16,72,314
<b>Total</b>	–	43,15,962

### 5 LONG TERM PROVISIONS

Long term provisions consist of the following:

Long Term Provisions	As at 31st March, 2014 Amount in Rs.	As at 31st March, 2013 Amount in Rs.
Provision for employee benefits		
– Gratuity	3,89,811	3,89,811
<b>Total</b>	3,89,811	3,89,811

## AMRIT AGRO INDUSTRIES LIMITED

### 6 TRADE PAYABLES

Trade payables consist of the following:

Current Liabilities	As at 31st March, 2014 Amount in Rs.	As at 31st March, 2013 Amount in Rs.
Trade Payables		
- Due to MSMED	-	-
- Due to others	55,522	1,561
<b>Total</b>	<b>55,522</b>	<b>1,561</b>

### 7 OTHER CURRENT LIABILITIES

Other current liabilities consist of the following:

Other Current Liabilities	As at 31st March, 2014 Amount in Rs.	As at 31st March, 2013 Amount in Rs.
(a) Current maturities of vehicle loan (Refer note 3A)	1,03,558	-
(b) Other Payable		
- Statutory Liabilities	37,924	33,047
- Audit Fee Payable	1,26,405	154,836
- Other Liabilities	42,649	94,665
<b>Total</b>	<b>3,10,536</b>	<b>2,82,548</b>

**8 FIXED ASSETS**

Fixed assets consist of the following:

Fixed Assets	Gross Block			Accumulated Depreciation				Net Block		
	Balance as at 1st April, 2013	Additions	Deletion/ Adjustment	Balance as at 31st March, 2014	Balance as at 1st April, 2013	Depreciation charge for the period	On disposals	Balance as at 31st March, 2014	Balance as at 31st March, 2014	Balance as at 31st March, 2013
Tangible Assets (Not under Lease)										
Furniture & Fixture	6,650	–	–	<b>6,650</b>	952	421	–	<b>1,373</b>	<b>5,277</b>	5,698
Vehicle	2,51,592	3,85,700	–	<b>6,37,292</b>	2,51,592	30,535	–	<b>2,82,127</b>	<b>3,55,165</b>	–
Computer	2,58,025	–	–	<b>2,58,025</b>	2,41,387	5,017	–	<b>2,46,404</b>	<b>11,621</b>	16,638
Arms and Ammunitions	28,750	–	–	<b>28,750</b>	27,313	–	–	<b>27,313</b>	<b>1,437</b>	1,437
Air Conditioners	31,625	–	–	<b>31,625</b>	22,290	1,502	–	<b>23,792</b>	<b>7,833</b>	9,335
<b>Total</b>	5,76,642	3,85,700	–	<b>9,62,342</b>	5,43,534	37,475	–	<b>5,81,009</b>	<b>3,81,333</b>	33,108
<b>Previous Year</b>	5,76,642	–	–	5,76,642	5,36,594	6,940	–	5,43,534	33,108	

**9 NON CURRENT INVESTMENTS  
LONG TERM INVESTMENTS - AT COST**

9A	Particular	As at 31st March, 2014 Amount in Rs.	As at 31st March, 2013 Amount in Rs.
	<b>Other investments (Refer Note 9B)</b>		
	Investments in Equity	<b>3,46,95,187</b>	4,08,36,720
	Investments in Mutual Funds	<b>1,12,00,000</b>	–
	Investments in Debenture	<b>25,00,000</b>	25,00,000
	<b>Total</b>	<b>4,83,95,187</b>	4,33,36,720

**9B Details of Other Investments**

Sr. No.	Particulars	Subsidiary Associate/ JV/ Controlled Special Purpose Entity/ Others	No. of Shares / Units		Quoted / Unquoted	Partly Paid/ Fully paid	Amount in Rs.		Basis of Valuation
			As at 31st March, 2014	As at 31st March, 2013			As at 31st March, 2014	As at 31st March, 2013	
<b>(a)</b>	<b>Investments in Equity Shares</b>								
1	Amrit Banaspati Company Ltd of Rs.10/- Each	Associate	2,82,738	2,82,738	Unquoted	Fully Paid	81,33,280	81,33,280	At Cost
2	Amrit Corp Ltd of Rs.10/- Each	Associate	2,67,817	2,67,817	Quoted	Fully Paid	49,54,078	49,54,078	At Cost
3	Adani Ports and SEZ of Rs 10/- Each	Others	-	5,800	Quoted	Fully Paid	-	6,91,708	At Cost
4	Apollo hospitals Enterprise Ltd of Rs. 10/- Each	Others	-	745	Quoted	Fully Paid	-	6,01,625	At Cost
5	Bajaj Corp. Ltd of Rs. 1/- each	Others	1,800	700	Quoted	Fully Paid	3,90,132	-	At Cost
6	BGR Energy systems of Rs.10/- Each	Others	-	1,150	Quoted	Fully Paid	-	4,00,197	At Cost
7	Biocon Ltd of Rs. 10/- Each	Others	-	2,200	Quoted	Fully Paid	-	3,95,037	At Cost
8	Carin India Ltd of Rs.10/- Each	Others	4,600	2,350	Quoted	Fully Paid	14,87,838	6,90,822	At Cost
9	Coal India Ltd of Rs. 10/- Each	Others	-	324	Quoted	Fully Paid	-	7,78,015	At Cost
10	Cummins India Ltd of Rs.2/- Each	Others	-	3,800	Quoted	Fully Paid	-	5,00,785	At Cost
11	D.B.Corp. Ltd of Rs. 10/- Each	Others	-	4,750	Quoted	Fully Paid	-	7,92,756	At Cost
12	Dabur India Ltd. Of Rs. 1/- Each	Others	2,375	1,400	Quoted	Fully Paid	2,49,399	4,98,798	At Cost
13	Diamond Cables Ltd of Rs. 10/- Each	Others	-	-	Quoted	Fully Paid	-	3,00,496	At Cost
14	Dr.Reddy's Laboratories Limited of Rs. 5/- each	Others	230	-	Quoted	Fully Paid	4,83,400	-	At Cost
15	HDFC Bank Ltd of RS.2/- Each	Others	875	875	Quoted	Fully Paid	5,51,093	5,51,093	At Cost
16	ICICI Bank Ltd of Rs. 10/- each	Others	695	495	Quoted	Fully Paid	6,93,073	4,99,795	At Cost
17	IFCI Ltd of Rs. 10/- each	Others	-	7,200	Quoted	Fully Paid	-	3,96,432	At Cost
18	Indraprastha Gas Ltd of Rs. 10/- each	Others	-	1,080	Quoted	Fully Paid	-	4,00,280	At Cost
19	ITC Ltd of Rs 1/- Each	Others	1,400	2,750	Quoted	Fully Paid	4,19,140	8,03,660	At Cost
20	Jindal Steel & power Ltd of Rs 1/- each	Others	2,100	-	Quoted	Fully Paid	4,96,335	-	At Cost
21	Larsen & Tubro Ltd of Rs. 2/- each	Others	390	260	Quoted	Fully Paid	4,68,729	4,68,730	At Cost
22	LIC Housing Finance Ltd of Rs. 2/- each	Others	2,600	3,300	Quoted	Fully Paid	5,91,440	7,90,350	At Cost
23	Lupin Ltd of Rs. 10/- Each	Others	-	950	Quoted	Fully Paid	-	5,46,906	At Cost
24	Maruti Suzuki India Limited of Rs 5/- each	Others	360	-	Quoted	Fully Paid	5,76,630	-	At Cost
25	National Mineral Development Corp.Ltd.of Rs.1/- each	Others	-	5,000	Quoted	Fully Paid	-	8,03,900	At Cost
26	Presistent Systems Ltd of Rs. 10/- each	Others	-	850	Quoted	Fully Paid	-	4,02,790	At Cost
27	State Bank of India of Rs. 10/- each	Others	-	290	Quoted	Fully Paid	-	8,00,137	At Cost
28	Tata Consultancy Services Ltd of Rs 1/- each	Others	350	-	Quoted	Fully Paid	6,99,911	-	At Cost
29	Tata Motors Ltd DVR of Rs. 2/- each	Others	-	6,500	Quoted	Fully Paid	-	10,97,934	At Cost
30	Thermax Ltd of Rs. 10/- each	Others	-	620	Quoted	Fully Paid	-	4,88,118	At Cost
31	TV 18 Broadcast Ltd. of Rs 2/- each	Others	21,000	-	Quoted	Fully Paid	4,51,710	-	At Cost
32	Amrit Learning Ltd of Rs10/- each	Associate	10,59,100	10,59,100	Unquoted	Fully Paid	1,40,49,000	1,40,49,000	At Cost
	<b>Total</b>						<b>3,46,95,187</b>	<b>4,08,36,720</b>	
<b>(b)</b>	<b>Investments in Mutual Funds</b>								
1	ICICI Prudential FMP Series 73-1140 Days Plan E Regular Plan Cumulative of Rs. 10/- each	Others	5,00,000	-	Quoted	Fully Paid	50,00,000	-	At Cost
2	DWS Gilt Fund Regular Plan Growth of Rs. 10/- each	Others	4,67,353	-	Quoted	Fully Paid	62,00,000	-	At Cost
	<b>Total</b>						<b>1,12,00,000</b>	<b>-</b>	
<b>(c)</b>	<b>Investments in Debentures</b>								
1	Deutsche Investments India Pvt Ltd	Others	25	25	Quoted	Fully Paid	25,00,000	25,00,000	At Cost
	<b>Total</b>						<b>25,00,000</b>	<b>25,00,000</b>	

Particulars	As at 31st March, 2014 Amount in Rs.	As at 31st March, 2013 Amount in Rs.
Aggregate amount of quoted investments market value.	13,95,18,531	11,83,54,816
Aggregate amount of Unquoted investments book value.	2,21,82,280	92,31,214



## AMRIT AGRO INDUSTRIES LIMITED

### 10 DEFERRED TAX ASSETS (NET)

Major components of the deferred tax balances:

Deferred Tax Assets	As at 31st March, 2014 Amount in Rs.	As at 31st March, 2013 Amount in Rs.
On account of Depreciation and amortisation	58,072	75,186
Provision for doubtful debts	44,25,662	-
<b>Net Deferred Tax Assets</b>	<b>44,83,734</b>	<b>75,186</b>

The movement of provision for deferred tax is given below:

Provision for Deferred Tax	Opening balance as at 01st April, 2013 Rs.	Charge during the year Rs.	Credit during the year Rs.	Closing as at 31st March, 2014 Rs.
a. Timing difference between books and tax depreciation	75,186	17,114	-	<b>58,072</b>
b. Provision for doubtful debts	-	-	44,25,662	<b>44,25,662</b>
<b>Total</b>	<b>75,186</b>	<b>17,114</b>	<b>44,25,662</b>	<b>44,83,734</b>

### 11 LONG TERM LOANS AND ADVANCES

Long-term loans and advances consist of the following:

Long Term Loans and Advances	As at 31st March, 2014 Amount in Rs.	As at 31st March, 2013 Amount in Rs.
<b>a. Security Deposits</b>		
Unsecured, considered good	2,79,000	4,59,990
	<b>2,79,000</b>	<b>4,59,990</b>
<b>b. Other loans and advances</b>		
Unsecured, considered good		
- MAT Credit Entitlement	31,12,708	38,98,574
- Advance Tax (Net of Tax) (Refer Note 11A)	5,45,338	1,90,714
	<b>36,58,046</b>	<b>40,89,288</b>
<b>Total</b>	<b>39,37,046</b>	<b>45,49,278</b>

### 11A Advance Tax & TDS - Net of Provision consist of the following:

Particulars	As at 31st March, 2014 Amount in Rs.	As at 31st March, 2013 Amount in Rs.
Financial Year (2008-09)	-	29,458
Financial Year (2010-11) Net of Provision (Rs.61,32,941/-)	78,596	78,596
Financial Year (2011-12) Net of Provision (Rs. 9,44,163/-)	-	70,464
Financial Year (2012-13) Net of Provision (Rs.4,20,957/-)	9,681	12,196
Financial Year (2013-14) Net of Provision (Rs.16,42,403/-)	4,57,061	-
<b>Total</b>	<b>5,45,338</b>	<b>1,90,714</b>

## AMRIT AGRO INDUSTRIES LIMITED

### 12 OTHER NON-CURRENT ASSETS

Other non-current assets consist of the following:

Other Non Current Assets	As at 31st March, 2014 Amount in Rs.	As at 31st March, 2013 Amount in Rs.
<b>Others</b> Unsecured considered good - Bank Deposits	-	1,45,023
<b>Total</b>	-	1,45,023

### 13 CURRENT INVESTMENTS

SHORT TERM INVESTMENTS - AT THE LOWER OF COST AND FAIR VALUE

Particulars	As at 31st March, 2014 Amount in Rs.	As at 31st March, 2013 Amount in Rs.
<b>Others (Refer Note 13B)</b> Investments in Mutual Funds	<b>3,53,38,002</b>	2,43,60,526
<b>Total</b>	<b>3,53,38,002</b>	2,43,60,526

**13B Details of Other Investments**

Sr. No.	Name of the Body Corporate	Subsidiary/ Associate/ JV/ Controlled Special Purpose Entity/ Others	No. of Shares / Units		Quoted / Unquoted	Partly Paid/ Fully paid	Amount in Rs.		Basis of Valuation
			As at 31st March, 2014	As at 31st March, 2013			As at 31st March, 2014	As at 31st March, 2013	
<b>(a)</b>	<b>Investments in Mutual Funds</b>								
1	ICICI Prudential Focused Blue chip fund of Rs. 10/- each	Others	39,086	35,951	Quoted	Fully Paid	5,86,097	5,33,967	Lower of cost & fair value
2	Kotak Floter Long Term (GR) of Rs. 10/- each	Others	1,98,424	98,535	Quoted	Fully Paid	39,18,178	16,61,605	Lower of cost & fair value
3	Kotak Floter Long Term WD of Rs. 10/- each	Others	-	13,80,049	Quoted	Fully Paid	-	1,39,14,954	Lower of cost & fair value
4	Kotak FMP Series 71 of Rs. 10/- each	Others	-	2,75,000	Quoted	Fully Paid	-	27,50,000	Lower of cost & fair value
5	Kotak FMP Series 81 of Rs. 10/- each	Others	-	5,50,000	Quoted	Fully Paid	-	55,00,000	Lower of cost & fair value
6	IDFC Arbitage Fund Dividend Regular Plan of Rs. 10/- each	Others	8,51,765	-	Quoted	Fully Paid	1,06,18,851	-	Lower of cost & fair value
7	Kotak FMP Series 105 - Growth of Rs. 10/- each	Others	3,14,500	-	Quoted	Fully Paid	31,45,000	-	Lower of cost & fair value
8	Reliance FHF XXI S29 of Rs. 10/- each	Others	14,86,923	-	Quoted	Fully Paid	1,70,69,876	-	Lower of cost & fair value
	<b>Total</b>						<b>3,53,38,002</b>	2,43,60,526	

Particulars	As at 31st March, 2014 Amount in Rs.	As at 31st March, 2013 Amount in Rs.
Aggregate amount of quoted investments -Market value	3,72,28,164	2,54,87,533

## AMRIT AGRO INDUSTRIES LIMITED

### 14 INVENTORIES

Inventories consist of the following:

Inventories	As at 31st March, 2014 Amount in Rs.	As at 31st March, 2013 Amount in Rs.
Stock in Trade	–	1,35,56,485
<b>Total</b>	–	1,35,56,485

#### Inventory Valuation Method

Stock in trade are valued at lower of cost or net realizable value. Cost of inventory consists of Purchase cost only.

### 15 TRADE RECEIVABLES

Trade receivables consist of the following:

Trade Receivables	As at 31st March 2014 Amount in Rs.	As at 31st March 2013 Amount in Rs.
Trade receivables outstanding for a period less than six months from the date they are due for payment	–	–
Trade receivables outstanding for a period exceeding six months from the date they are due for payment Unsecured, considered doubtful Less: Provision for doubtful debts (Refer Note 30)	1,43,22,533 (1,43,22,533)	– –
<b>Total</b>	–	–

### 16 CASH AND BANK BALANCES

Cash and Bank Balances consist of the following:

Cash and Bank Balances	As at 31st March, 2014 Amount in Rs.	As at 31st March, 2013 Amount in Rs.
<b>Cash and Cash Equivalents</b>		
Cash in hand	4,33,993	4,54,879
Current Accounts (Refer Note 16A)	42,95,094	8,91,450
<b>Total</b>	47,29,087	13,46,329

### 16A Details of Current Accounts

Particulars	As at 31st March, 2014 Amount in Rs.	As at 31st March, 2013 Amount in Rs.
Punjab National Bank	41,24,962	3,71,798
Axis Bank	57,273	57,273
Kotak Mahindra Bank	1,318	3,49,623
Other Banks	1,11,541	1,12,756
<b>Total</b>	42,95,094	8,91,450

## AMRIT AGRO INDUSTRIES LIMITED

### 17 SHORT TERM LOANS AND ADVANCES

Short term loans and advances consist of the following:

Short-term loans and advances	As at 31st March, 2014 Amount in Rs.	As at 31st March, 2013 Amount in Rs.
<b>(a) Loans and advance to Related Parties</b> Unsecured, considered good – Amrit Trademart Pvt. Ltd. (ICD)	1,00,00,000	2,50,00,000
<b>(b) Other Loans and advance</b> Unsecured, considered good – Other Loans and advance (Refer Note 17A)	85,647	7,63,475
<b>Total</b>	<b>1,00,85,647</b>	<b>2,57,63,475</b>

### 17A Details of other Loans and Advances consist of following:

Particulars	As at 31st March, 2014 Amount in Rs.	As at 31st March, 2013 Amount in Rs.
Advance E-Tax form	83,671	83,671
Others	1,976	6,79,804
<b>Total</b>	<b>85,647</b>	<b>7,63,475</b>

### 18 OTHER CURRENT ASSETS

Detail of other Current Assets consist of following:

Other Current Assets	As at 31st March, 2014 Amount in Rs.	As at 31st March, 2013 Amount in Rs.
Interest Receivable	42,855	8,07,711
<b>Total</b>	<b>42,855</b>	<b>8,07,711</b>

### 19 REVENUE FROM OPERATIONS

Revenue from operations consist of revenues from

Particulars	For the year ended 31st March, 2014 Amount in Rs.	For the year ended 31st March, 2013 Amount in Rs.
Sale of products (Refer Note 19A)	12,78,99,312	10,65,55,549
<b>TOTAL</b>	<b>12,78,99,312</b>	<b>10,65,55,549</b>

## AMRIT AGRO INDUSTRIES LIMITED

### 19A Details of Goods sold

Particulars	For the year ended 31st March, 2014 Amount in Rs.	For the year ended 31st March, 2013 Amount in Rs.
Trading goods		
– Steel TMT - Kurnool	55,72,000	2,88,84,600
– Castor Seed	4,52,13,360	5,73,26,389
– Castor Oil	–	80,78,670
– Paddytrd	–	45,49,050
– Silver	–	77,16,840
– Aluminium	6,43,70,272	–
– Copper Rod	1,27,43,680	–
<b>Total</b>	<b>12,78,99,312</b>	<b>10,65,55,549</b>

### 20 OTHER INCOME

Other income (net) consist of the following:

Particulars	For the year ended 31st March, 2014 Amount in Rs.	For the year ended 31st March, 2013 Amount in Rs.
Interest Income (Refer Note 20A)	16,16,384	8,85,998
Dividend income	33,26,815	89,75,660
Gain/ (Loss) on sale of investments - Net	17,99,613	11,11,108
Provision written Back on Reduction in value of Current Investment	–	8,35,907
Sundry Balances Written Back	43,41,995	22,28,001
<b>Total</b>	<b>1,10,84,807</b>	<b>1,40,36,674</b>

### 20A Details of Interest income

Particulars	For the year ended 31st March, 2014 Amount in Rs.	For the year ended 31st March, 2013 Amount in Rs.
Interest on Inter corporate deposit	16,04,109	8,63,480
Interest on Bank fixed deposits	12,275	12,275
Interest Others	–	10,243
<b>Total</b>	<b>16,16,384</b>	<b>8,85,998</b>

## AMRIT AGRO INDUSTRIES LIMITED

### 21 DETAILS OF GOODS PURCHASED FOR TRADING

Particulars	For the year ended 31st March, 2014 Amount in Rs.	For the year ended 31st March, 2013 Amount in Rs.
<b>Stock in trade</b>		
– Castor Seed	3,06,69,776	6,13,96,121
– Castor Oil	–	79,32,000
– Steel TMT - Kurnool	54,61,400	2,83,43,500
– Aluminium	6,39,43,290	–
– Copper Rod	1,27,14,126	–
– Silver	–	74,56,024
<b>Total</b>	<b>11,27,88,592</b>	<b>10,51,27,645</b>

### 22 DETAILS OF CHANGES IN INVENTORY

Particulars	For the year ended 31st March, 2014 Amount in Rs.	For the year ended 31st March, 2013 Amount in Rs.	(Increase)/ Decrease Amount in Rs.
<b>Stock in Trade</b>			
– Castor Seed	–	1,35,56,485	<b>1,35,56,485</b>
<b>Total</b>	<b>–</b>	<b>1,35,56,485</b>	<b>1,35,56,485</b>

### 23 EMPLOYEE BENEFITS EXPENSES

Employee Benefits Expenses consist of the following:

Particulars	For the year ended 31st March, 2014 Amount in Rs.	For the year ended 31st March, 2013 Amount in Rs.
Salary	15,243	–
Welfare expenses	1,10,718	1,13,455
<b>Total</b>	<b>1,25,961</b>	<b>1,13,455</b>

### 24 FINANCE COSTS

Finance Costs consist of the following:

Particulars	For the year ended 31st March, 2014 Amount in Rs.	For the year ended 31st March, 2013 Amount in Rs.
Interest on Car Loan	19,746	–
Interest on Delhi Vat	447	–
Interest on others	19,643	–
Interest under Section 234 C	–	2,515
<b>Total</b>	<b>39,836</b>	<b>2,515</b>

## AMRIT AGRO INDUSTRIES LIMITED

### 25 OTHER EXPENSES

Other expenses consist of the following:

Particulars	For the year ended 31st March, 2014 Amount in Rs.	For the year ended 31st March, 2013 Amount in Rs.
Trading Expenses (Commodities)	1,84,660	6,20,483
Legal & Professional charges	9,25,963	5,56,995
Rent	3,94,044	3,64,045
Travelling and Conveyance	72,682	1,42,228
Payment to Auditors		
– Audit fee	1,40,450	1,40,450
– Reimbursement of expenses	10,500	20,900
Sundry Balance Written off	3,24,833	1,60,665
Payment to Directors		
– as sitting fees	4,713	4,744
– as travelling expenses	4,000	4,000
Bank Charges	4,652	61,760
Demat charges	10,532	12,187
Security Transaction Charges	21,683	32,987
Listing fee	20,986	20,236
Donation	2,00,000	–
Repair & maintenance	–	5,407
Insurance Premium	–	6,017
Rates & taxes	2,010	2,000
Provision for doubtful debts	1,43,22,533	–
Electricity & DG Expense	2,35,006	–
Prior Period Expenses (on account of bank charges)	550	–
Miscellaneous Expenses	4,85,284	4,09,834
<b>Total</b>	<b>1,73,65,081</b>	<b>25,64,938</b>

### 26 TAX EXPENSES

Tax expenses consist of the following:

Particulars	For the year ended 31st March, 2014 Amount in Rs.	For the year ended 31st March, 2013 Amount in Rs.
Current Tax		
– Income Tax	16,42,403	4,20,957
– MAT Credit Entitlement	–	(1,77,729)
Deferred Tax Liabilities		
– Depreciation and amortization	17,114	10,371
Deferred Tax Assets		
– Provision for doubtful debt	(44,25,662)	–
	(44,08,548)	10,371
Prior Period Tax Adjustment	3,38,839	7,321
<b>Total</b>	<b>(24,27,306)</b>	<b>2,60,920</b>



## AMRIT AGRO INDUSTRIES LIMITED

### NOTES TO ACCOUNTS FORMING PART OF FINANCIAL STATEMENTS

27. The Company has no manufacturing activities at present. The Company was engaged in general trading of various commodities and other items.

**28. Contingent Liabilities**

Name of the statutes	Nature of dues	A.Y.	Amount (Rs.)	Forum where dispute is pending
UPTT Act, 1948	Demand Order U/s 21 (20)	2000-01	20,42,212	Joint. Commissioner, Noida
TNGST, Chennai	Demand TNGST Order dated 25.1.2001	1998-99	1,90,144	Sales Tax Appellate Tribunal, Chennai
<b>Total</b>			<b>22,32,356</b>	

29. There is insignificant number of employee in the Company during the financial year 2013-2014. Therefore, no Employee Benefits Schemes are applicable on the Company such as Gratuity, Provident Fund & other staff welfare scheme. Accordingly no provision has been made during the reporting period as mandated by "Accounting Standard-15 on Employees Benefits", issued by Institute of Chartered Accountants of India.

30. The Company has an exposure of Rs. 1,43,22,533/- as on 31st March, 2014 on account of commodity trade done on National Spot Exchange Ltd. (NSEL). NSEL has not been able to adhere to its payment obligations. The Company has filed criminal complaint in Economic Offences Wing (EOW), Delhi Police through M/s Mount Shikhar Commodities Pvt. Ltd., Member – NSEL, which has been transferred to CBI, Mumbai. Pending final outcome, which is uncertain, the Company has made provision of Rs. 1,43,22,533/- towards the above dues in the Accounts during the year.

**31. Related Party Disclosure**

**A. Related Parties**

(i)	Key Managerial Personnel (KMP)	Mr. N. K. Bajaj, Chairman Mr. V. K. Bajaj, Director
(ii)	KMP exercise significant influence	M/s Amrit Corp. Ltd. (ACL) M/s Amrit Learning Ltd. (ALL) M/s Amrit Trademart Pvt. Ltd. (ATPL) M/s Amrit Banaspati Co.Ltd. (ABCL)

## AMRIT AGRO INDUSTRIES LIMITED

### B. Transactions with Related Parties

(Amount in Rupees)

	Type of Transaction	KMP exercise significant influence		Key Managerial Personnel	
		2013-14	2012-13	2013-14	2012-13
(a)	Remuneration of key managerial personnel	-	-	1,625	2,000
(b)	Loans & Advance Given	-	2,50,00,000	-	-
(c)	Dividend Received	22,02,220	75,58,560	-	-
(d)	Investments in Shares	-	24,00,000	-	-
(e)	Interest Received on Loans & Advances	16,04,109	8,63,480	-	-
(f)	Loans & Advance payment received	1,50,00,000	-	-	-
(g)	Expense Reimbursement	2,17,073	-	-	-
	<b>Closing Balance as on 31st March, 2014</b>	-	-	-	-
(h)	Loans & Advances	1,00,00,000	2,50,00,000	-	-
(i)	Interest Receivable	-	7,77,132	-	-
(j)	Investments in shares	2,71,36,358	2,71,36,358	-	-

### 32. Segment Information

The Company is investing its idle funds in investment activities and considering that there is only one segment as required to be given in Accounting Standard (AS-17) 'Segment Reporting' issued by the Institute of Chartered Accountants of India, therefore, there is no segment information for the year ended March 31, 2014 which is required to be given.

### 33. Earning per share

(Amount in Rupees)

	2013-14	2012-13
Profit/(Loss) after taxation as per Statement of Profit & Loss	(25,02,005)	1,34,53,059
Profit attributable to equity shareholders	(25,02,005)	1,34,53,059
Weighted average number of equity shares outstanding	30,00,000	30,00,000
Basic and diluted earning per share in rupee	(0.83)	4.48
(Face value – Rs. 10/- per share) including exceptional income		

### 34. Information pursuant to clause 32 of the Listing Agreement with Stock Exchanges

(Amount in Rupees)

	2013-14	2012-13
- Loans and advances in the nature of loans to associates/ companies in which directors are interested		
Amrit Trademart Private Limited	1,00,00,000	2,50,00,000

35. Previous year's figures have been regrouped/re-arranged wherever necessary.

**AMRIT AGRO INDUSTRIES LIMITED**

CIN: L01111UP1985PLC010776

Regd. Office: CM/28-C, First Floor, Gagan Enclave, Amrit Nagar, G.T. Road, Ghaziabad -201 009 (U.P.)  
28<sup>th</sup> Annual General Meeting **12<sup>th</sup> August, 2014** at 2.30 p.m.  
at Chaudhary Bhawan (Near Jain Mandir), E Block, Kavi Nagar, Ghaziabad– 201 002 (U.P.)

**ATTENDANCE SLIP**

Name of Member  
Folio No.

Signature: .....

If Joint Holder is attending: .....  
(Full Name in block letters)

Signature .....

If Proxy: .....  
(Full Name in block letters)

Signature .....

Note: If attending, please bring this form duly completed at the time of the meeting

Shares Held



**AMRIT AGRO INDUSTRIES LIMITED**

CIN: L01111UP1985PLC010776

Regd. Office: CM/28-C, First Floor, Gagan Enclave, Amrit Nagar, G.T. Road, Ghaziabad -201 009 (U.P.)

**PROXY FORM**

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

Name of the member (s) : .....

Registered address : .....

E-mail Id : .....

Folio No. : .....

I/We, being the member (s) of ..... shares of Amrit Agro Industries Ltd., hereby appoint

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

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



3. Name ..... E-mail Id .....  
 Address .....  
 Signature .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **28<sup>th</sup> Annual General Meeting** of the Company, to be held on **Tuesday**, the **12<sup>th</sup>** day of **August, 2014** at **2:30 p.m.** at Chaudhary Bhavan (Near Jain Mandir), E Block, Kavi Nagar, Ghaziabad-201 002 (U.P.) and at any adjournment thereof in respect of such resolutions as are indicated below:

1.	Adoption of the audited Balance Sheet of the Company as at 31st March, 2014 and the Statement of Profit & Loss for the year ended on that date together with the reports of the Board of Directors and Auditors thereon.
2.	Re-appointment of Shri V. K Bajaj, who retires by rotation.
3.	Appointment of Auditors and fixing their remuneration.
4.	Appointment of Shri Sat Narain Agarwal as Independent Director.
5.	Appointment of Shri Alok Mathur as Independent Director.

Signed this..... day of..... 2014.

Signature of shareholder .....

Signature of Proxy holder(s) .....

Affix a  
Revenue  
Stamp

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

**Book Post**

**To**



**Amrit Agro Industries Limited**

**Registered Office:**

**CM/28C, 1st Floor, Gagan Enclave, Amrit Nagar,  
G.T. Road, Ghaziabad-201009 (U.P.)**