



ANIL MODI OIL INDUSTRIES LIMITED

35th ANNUAL REPORT AND ACCOUNTS

2008-2009

Board of Directors

Shri Anil Modi,
Chairman and Managing Director
Shri Sudhir Shankar Halwasiya
Shri Deepak Bansal
Shri Alok Garg

Bankers

State Bank of India, Pilibhit
Bank of Baroda, Pilibhit
Punjab National Bank, Pilibhit
Axis Bank, Pilibhit

Secretary

Smt. Kavita Shivraj

Auditors

Messrs. K. K. Jain & Co.,
Chartered Accountants,
711, Roots Tower,
District Centre, Laxmi Nagar,
Delhi-110092

Registered Office

711, Roots Tower,
District Centre, Laxmi Nagar,
Delhi-110 092.

Works

Pilibhit, Uttar Pradesh

Registrar & Transfer Agents

M/s Skyline Financial Services Pvt Ltd.
246, Sant Nagar, 1st Floor,
ISCON Temple Road,
East of Kailash
New Delhi-110065

NOTICE

Notice is hereby given that the 35th Annual General Meeting of the shareholders of Anil Modi Oil Industries Limited will be held at Poorva Sanskritik Kendra (PSK), 14, District Centre, Laxmi Nagar, Delhi-110092 on Wednesday, 30th September, 2009 at 10.30 A.M. to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2009 and the Profit & Loss Account for the year ended on that date and the Directors' and Auditors' Report thereon.
2. To appoint a Director in place of Shri Deepak Bansal, 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 till the conclusion of the next Annual General Meeting, and authorise the Board of Directors to fix their remuneration. Messrs. K. K. Jain & Co., Chartered Accountants, Delhi, retires and are eligible for re-appointment.

SPECIAL BUSINESS

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

“RESOLVED THAT pursuant to the provisions of section 198, 269, 309, 310, 311, 316 and 317 read with schedule XIII and all other applicable provisions of Companies Act, 1956, if any, (including any statutory modification or re enactment thereof) and such other approvals/sanctions as may be necessary, the company hereby approves the re- appointment of Shri Anil Modi as Managing Director of the company for a period of five years with effect from 1st January 2010 on the terms and conditions including as to remuneration, minimum remuneration in case of loss or inadequate profit in any financial year as approved by the Remuneration Committee of the Board of Directors of the company and as set out in the explanatory statement which shall be deemed to form part thereof.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to vary and/or revise the remuneration of the said Managing Director within the permissible limits under the provisions of Companies Act, 1956 or any statutory modification thereof, from time to time and to settle any question or difficulty in connection therewith or incidental thereto.

RESOLVED FURTHER THAT in the event of any re-enactment or recodification of the Companies Act, 1956 or the Income Tax Act, 1961 or the Amendment thereto, this resolution shall continue to remain in force and the reference to various provisions of the Companies Act, 1956, or the Income Tax Act, 1961 shall be deemed to be substituted by the corresponding provisions of the new Act or the amendments thereto or the Rules and notifications issued there under.”

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

“RESOLVED THAT pursuant to the provisions of section 314(1)(b) and other applicable provisions if any of the Companies Act, 1956 read with Director's Relatives (Office or Place of Profit) Rules, 2003 , consent of the Company be and is hereby accorded to appoint Mr Akshay Modi as Chief Executive Officer at Anil Modi Oil Industries Limited, with effect from 1st October, 2008 on the salary, allowances and perquisites as under:

- (a) Basic salary : Rs. 20,000 p.m. (in the time scale of 20,000-2,000-30,000)
- (b) House Rent Allowance: 35% till 30th June, 2009 and 50% with effect from 1st July, 2009 of the basic salary
- (c) Gratuity As per provision of Gratuity Act
- (d) During his tenure, he will be governed by the Rules and Regulations of the Company as may be applicable to the employees of the Company from time to time including change in designation and responsibilities.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the resolution and to settle any questions, difficulties or doubts that may arise in this regard.

RESOLVED FURTHER THAT in the event of any re-enactment or recodification of the Companies Act, 1956 or the Income Tax Act, 1961 or the Amendment thereto, this resolution shall continue to remain in force and the reference to various provisions of the Companies Act, 1956, or the Income Tax Act, 1961 shall be deemed to be substituted by the corresponding provisions of the new Act or the amendments thereto or the Rules and notifications issued there under.”

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

“RESOLVED THAT pursuant to the provisions of section 314(1)(b) and other applicable provisions if any of the Companies Act, 1956 read with Director's Relatives (Office or Place of Profit) Rules, 2003 , consent of the Company be and is hereby accorded to appoint Mrs Nita Modi as Asstt Manager- HR at Anil Modi Oil Industries Limited, with effect from 1st February, 2009 on the salary, allowances and perquisites as under:

- (a) Basic salary : Rs. 19,000 p.m. (in the time scale of 19,000-2,000-29,000)
- (b) House Rent Allowance: 35% till 30th June, 2009 and 50% with effect from 1st July, 2009 of the basic salary
- (c) Gratuity As Per provision of Gratuity Act
- (d) During her tenure, she will be governed by the Rules and Regulations of the Company as may be applicable to the employees of the Company from time to time including change in designation and responsibilities.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the resolution and to settle any questions, difficulties or doubts that may arise in this regard.

RESOLVED FURTHER THAT in the event of any re-enactment or recodification of the Companies Act, 1956 or the Income Tax Act, 1961 or the Amendment thereto, this Resolution shall continue to remain in force and the reference to various provisions of the Companies Act, 1956, or the Income Tax Act, 1961 shall be deemed to be substituted by the corresponding provisions of the new Act or the amendments thereto or the Rules and notifications issued there under.”

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

“RESOLVED THAT pursuant to the provisions of section 94 of the Companies Act, 1956 and other applicable provisions if any and subject to provisions of Articles of Association of the Company, the Authorized Share Capital of the company be and is hereby increased from Rs. 7,55,00,000/- (Rupees Seven Crores Fifty Five Lacs) to Rs. 12,00,00,000/- (Rupees Twelve Crores) by creation of new 44,50,000 equity shares of Rs. 10/- each, ranking pari passu with the existing Equity Shares and clause V of the Memorandum of Association of the company be altered accordingly.

FURTHER RESOLVED THAT the existing clause V of the Memorandum of Association be and is hereby substituted by the following.”

Clause V The Authorized Share Capital of the Company is Rs. 12,00,00,000/- (Rupees Twelve Crores) divided into 1,20,00,000 (One Crore Twenty Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each.

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

“RESOLVED THAT subject to the provisions of Section 21 and other applicable provisions, if any, of the Companies Act, 1956 and subject to the approval of the Central Government, name of the Company be and is hereby changed from “Anil Modi Oil Industries Limited” to “ Modi Naturals **Limited**” with effect from the date of issue of fresh Certificate of Incorporation by the Registrar of Companies, in that behalf, and accordingly the name “Anil Modi Oil Industries Limited” wherever it appears in the Memorandum and Articles of Association, documents, contracts, etc., of the Company be substituted with the new name “Modi Naturals Limited .

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to make application, file requisite forms for change of name of the Company at the office of Registrar of Companies NCT of Delhi & Haryana and to do all such acts, deeds and things as may be deemed expedient and necessary to give effect to this resolution.’

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

“RESOLVED THAT pursuant to Article 135 of the Articles of Association of the company and provisions of section 81, section 205 and other applicable provisions, if any, of the Companies Act, 1956, and subject to the consent of such authorities as may be required and subject to such modifications/ alterations as concerned authorities may direct or impose while granting such consent and which the Board of Directors be and is hereby authorized to agree to if Board considers fit and proper to do so, consent of the members of the Company be and is hereby granted to the Board of Directors of the Company to issue 42,38,967 (Forty Two Lacs Thirty Eight Thousand Nine Hundred and Sixty Seven) equity shares of Rs. 10/- each as bonus shares in the ratio of 1:1 i.e. (one equity share of Rs. 10/- each for every one equity share of Rs. 10/- each held), to the existing equity shareholders of the company whose names appear in the Register of Members of the company as on “the record date” to be fixed by the Board in this behalf, by capitalizing the free reserves of the company in terms of the provisions of the Companies Act, 1956.

FURTHER RESOLVED THAT the said New Equity shares issued shall rank *pari passu* in all respects with the existing fully paid-up equity shares in the capital of the company including dividend to be declared if any, for the concerned financial year.

FURTHER RESOLVED THAT Shri. Anil Modi, Chairman and Managing Director and/ or Shri. Deepak Bansal, Director and/or Smt Kavita Shivraj , Company Secretary of the company be and are hereby severally authorized to do all such acts, deeds in this regard and give effect to this resolution.

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

"RESOLVED THAT pursuant to the provisions of Section 81, 81(1A) and all other applicable provisions of the Companies Act, 1956, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, the rules / regulations / guidelines / notifications / circulars, if any, prescribed by the Securities Exchange Board of India ("SEBI"), Reserve Bank of India ("RBI") and / or any other regulatory authority, the Listing Agreements entered into by the Company with the Stock Exchanges where the Equity Shares of the Company are listed in accordance with the applicable provisions of the SEBI (Disclosure & Investor Protection) Guidelines, 2000 ("Guidelines") and subject to approval(s), consent(s), permission(s) and / or sanction(s), if any, of SEBI, RBI, appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s) and which may be agreed to by the Board of Directors of the Company (hereinafter called "the Board" which terms shall be deemed to include any Committee which the Board may have constituted or hereinafter constitutes to exercise its powers including the powers conferred by this resolution), the Board be and is hereby authorized on behalf of the Company to create, offer, issue and allot 26,40,000 (Twenty Six lacs Forty Thousand) Optionally Convertible Warrants on a preferential basis ("Warrants") entitling the Warrant holder(s) thereof to apply for allotment of One Equity Share of Rs. 10 each of the Company on full payment, per Warrant, at a price stated herein below, in one or more tranches, within 18 months from the date of allotment of Warrants, to:

1. India Max Investment Fund Ltd.	-	10,36,000 Warrants
2. Prime India Investment Fund Ltd.	-	10,36,000 Warrants
3. Rahn and Bodmer Co.	-	5,68,000 Warrants

in such manner and on such terms and conditions as may be determined by the Board in its absolute discretion, provided that the shares will be issued at a price not less than;

- The average of the weekly high and low of the closing prices of the Company's shares quoted on the Stock Exchange (Bombay Stock Exchange Limited) during the six months preceding the "**relevant date**"; or
- The average of the weekly high and low of the closing prices of the Company's shares quoted on the Stock Exchange (Bombay Stock Exchange Limited) during the two weeks preceding the "**relevant date**"; whichever is higher, "**relevant date**" for the purpose being 30/08/09.

RESOLVED FURTHER THAT the issue of Warrants, if any, as above shall be subject to the following terms and conditions;

- The Warrants shall be convertible (at the sole option of the Warrant holders) at any time within a period of 18 months from the date of allotment of Warrants.
- Each Warrant shall be convertible into one Equity Share of Rs. 10 each appropriated towards the equity share capital and the balance amount paid against each Warrant towards the share premium.
- The Warrant holder(s) shall, before the date of allotment, pay an amount equivalent to 25% of the consideration per Warrant.
- The Warrant holder(s) shall, on the date of exercise of the conversion option, pay the balance 75% of the consideration towards the subscription to each Equity Share.
- The amount referred to in (3) above shall be forfeited if the option to acquire shares is not exercised within a period of 18 months from the date of allotment of Warrants.
- The lock in of Equity Shares acquired by the Allottees by exercise of Warrants shall be for a period of one (1) year reduced to the extent of holding period of the Warrants.

7. The warrant holders are not entitled to issue of bonus shares being issued in terms of resolution no.9 of this AGM Notice. However the Warrant holders shall be entitled to future issue of bonus / rights, if any, of Equity Shares or Warrants convertible in to Equity Shares or such other securities by the Company in the same proportion and manner as any other shareholders of the Company, provided the Warrants are converted into Equity Shares before such corporate action. The Warrant holders will be intimated about any such corporate action appropriately.
8. The Warrant by itself does not give to the holder(s) thereof any right of the shareholders of the Company.
9. Such warrants are being issued in terms of the present Guidelines applicable to issue of such warrants and is subject to any changes/ amendments by such regulatory authorities as may be applicable.

RESOLVED FURTHER THAT the resultant Equity Shares to be issued and allotted upon exercise of right attached to the Warrants in terms of this resolution shall rank pari-passu in all respects with the then existing Equity Shares of the Company and be listed at the Bombay Stock Exchange Ltd.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to appoint advisors, lawyers, merchant bankers and/ or consultants as may be deemed fit and to take all actions and do all such acts, deeds, matters and things as it may deem necessary or desirable for such purpose, including without limitation to execute all such deeds, documents and writings in connection with the issue of the aforesaid Warrants, entering into arrangements for listing, trading, depository services and such other arrangements and agreements as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, and also to seek listing of the Equity Shares representing the same in any Indian Stock Exchanges with power on behalf of the Company and to accept any modifications in the above proposal as may be stipulated by the authorities involved in such issues and also with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in the proposed issue, offer and allotment of the said Warrants and Equity Shares to be issued on exercise of such Warrants, including change in the period for exercise of option subject to relevant Guidelines, utilizations of the proceeds, without being required to seek any further consent or approval of members or otherwise, to the end and intent that members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorized to agree to, make and accept such conditions, modifications and alterations as may be stipulated by the relevant authorities and to take such actions as may be necessary, desirable or expedient to effect such modifications and alterations and to resolve and settle all questions and difficulties that may arise in the proposed issue and allotment of Warrants and the underlying shares and to do all acts, deeds, matters and things as it may at its discretion consider necessary or desirable.”

By order of the Board of Directors

sd/-

(Kavita Shivraj)
Company Secretary

Place: New Delhi
Date: 02/09/2009

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES MUST BE LODGED AT REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE MEETING.**

2. Members desiring any information as regards accounts and operations are required to write to the Company at its Registered Office one week before the date of the meeting so that the information is made available at the meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed on Monday, 28/09/2009 to Wednesday, 30/09/2009 (both days inclusive).

The relevant Explanatory Statement pursuant to Clause 49 of the Listing Agreement and Section 173 (2) of the Companies Act, 1956, in respect of re-appointment(s) of Directors and the Special Business set out above is mentioned below.

5. Members/Proxies are requested to bring their copy of Annual Report to the Meeting as extra copies will not be distributed.
6. Members/Proxies should fill the attendance slip for attending the meeting. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID numbers and those hold shares in Physical forms are requested to write their Folio Number in the attendance slip for attending the meeting.
7. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. Corporate members intending to send their authorized representative are requested to send a duly certified copy of the Board resolution authorizing their representatives to attend and vote at the Annual General Meeting.
9. Members are requested to send their queries, if any, on the accounts and operations of the Company to the Compliance Officer at least 7 days before the Annual general Meeting.
10. **NO GIFT(S) SHALL BE DISTRIBUTED AT THE ENSUING 35TH ANNUAL GENERAL MEETING OF YOUR COMPANY.**

INFORMATION REQUIRED TO BE FURNISHED UNDER THE LISTING AGREEMENT

As required under the Listing Agreement, the particulars of Director who is proposed to be re-appointed is given below:-

Name : Deepak Bansal
Date of Birth : 04.08.1959
Qualifications : BSc, LL.B, FCS, PGD (PM&IR)
Experience : He has around 15 years experience in Legal and Secretarial field and is presently practicing as Company Secretary.
Outside Directorship : 1) Nipun Consultants Private Limited
2) Sanchi Agencies Private Limited
Membership/ Chairmanship of the Board Committees of the Companies : Nil
No. of shares held (both own or held by/ for other persons on a beneficial basis) in the company : Nil

**EXPLANATORY STATEMENT
AS REQUIRED BY SECTION 173(2) OF THE COMPANIES ACT, 1956****Item No. 4**

The members at their 30th Annual General Meeting held on 30th September, 2004 had appointed Shri Anil Modi as Managing Director for a period of 5 years w.e.f 1st January, 2005 and also approved and sanctioned payment of remuneration to him as set out in the resolution then passed.

Shri Anil Modi has been managing the affairs of the Company competently and his business foresight coupled with his rich experience has placed the Company on sound footing enabling it to achieve overall good performance over the years. In appreciation of his excellent contribution to the growth of the Company and to motivate him, on the basis of recommendation made by the Remuneration Committee, the Board of Directors in their meeting held on 2nd September, 2009 have subject to the consent and approval of the shareholders, approved his re- appointment for a further period of five years effective from 1st January, 2010, on the terms and conditions given below:-

- a) Salary (i) Rs.1,25,000/- (Rupees One Lac Twenty Five Thousand) per month with effect from 1st January, 2010
(ii) Commission : One percent commission on net profits of the Company, not exceeding the total annual salary
b) Perquisites Perquisites shall be allowed in addition to salary and shall be restricted to an amount equal to annual salary. Perquisites are classified into two Parts 'A' and 'B' as under

Part 'A'

- (i) Company's contribution to Provident Fund subject to ceiling of 12% of the salary.
(ii) Pension/Superannuation/Annuity: Benefits in accordance with Rules and Regulation in force in the Company from time to time.
(iii) Gratuity payable shall not exceed half-months salary for each completed year of service subject to a ceiling of Rs 3,50,000/-

Part 'B'

1. Car : Provision of car for use on Company's business will not be considered as perquisite. However, use of car for personal purpose will be billed by the Company.
2. Telephone : Provision of telephone at residence will not be considered as perquisite. Company will reimburse all expenses of telephone at residence. However, personal long distance call will be billed by the Company.

Other terms

- (i) Leave on full pay and allowance at the rate of one month for every eleven months of completed service subject to the conditions that leave accumulated but not availed of will not be allowed to be encashed.
(ii) The Company shall pay and/or reimburse the Managing Director for all costs, charges and expenses that may be incurred by him for the purpose of and in connection with the business of the Company.
(iii) The agreement is terminable on three month's notice on either side.
(iv) The Managing Director shall not be entitled to supplement his earnings under the Agreement with any buying or

selling commission. He shall not also become interested or otherwise concerned directly or through his wife and/or minor children in any selling agency of the company, without prior approval of Central Government.

In case of absence or inadequacy of profit in any financial year, an amount equal to the aforesaid remuneration shall be paid to Mr Anil Modi as minimum remuneration in terms of Para 1(B) of section II of Part II of Schedule XIII of the Companies Act, 1956.

Shri Anil Modi shall not be liable to retire by rotation.

The Explanatory Statement and the resolution at item no. 4 of the Notice may be treated as a abstract of the terms and memorandum of interest pursuant to the provisions of Section 302 of the Companies Act, 1956.

Except Shri Anil Modi, none of the Directors is interested in the Resolution.

Your Directors recommend the resolution for your approval.

Item No. 5

The Board of Directors at its meeting held on 1st October, 2008 considered and appointed Mr Akshay Modi s/o of Shri Anil Modi, Chairman cum Managing Director of the company as the Chief Executive Officer of the company with effect from 1st October, 2008 on the basis of recommendation of the Selection Committee set up by the company under provisions of Director's Relatives (Office or Place of Profit) Rules, 2003

Mr Akshay Modi is professionally qualified as Engineer and your Directors are of the view that his appointment would be fruitful and beneficial to the company.

As per the provisions of Section 314 (1)(b) of the Companies Act, 1956, the appointment of Relative of a Director drawing a monthly remuneration of Rs 10000/- (Rupees Ten Thousand only) or more shall not be made except with the approval of shareholders by a Special Resolution passed at the General Meeting of the Company.

Your Directors commend the resolution for your approval.

Except Shri Anil Modi, none of other Directors of your company is concerned or interested in this resolution.

Item No. 6

The Board of Directors at its meeting held on 31st January, 2009 considered and appointed Mrs Nita Modi w/o of Shri Anil Modi, Chairman cum Managing Director of the company as the Asstt Manager -HR of the company with effect from 1st February, 2009 on the basis of recommendation of the Selection Committee set up by the company under provisions of Director's Relatives (Office or Place of Profit) Rules, 2003

Mrs Nita Modi is science graduate with hands on experience in the human resources area of corporate functioning and your Directors feel that her appointment as Asstt Manager-HR would re-inforce the Personnel Department of the company.

As per the provisions of Section 314 (1)(b) of the Companies Act, 1956, the appointment of Relative of a Director drawing a monthly remuneration of Rs 10000/- (Rupees Ten Thousand only) or more shall not be made except with the approval of shareholders by a Special Resolution passed at the General Meeting of the Company.

Your Directors commend the resolution for your approval.

Except Shri Anil Modi and Shri S.S. Halwasiya, none of other Directors of your company is concerned or interested in this resolution.

Item No. 7

Your Company proposes to issue bonus shares and convertible preferential warrants and to enable your company to issue new equity shares on this account, increase in the authorized share capital of the company from Rs. 7.55 crores to Rs. 12 crores is proposed by creation of additional 44,50,000 equity shares of Rs 10/- each.

Consequently, the Memorandum of Association of the Company is required to be altered in order to reflect the proposed change in the authorized share capital of the company for which the approval of the members is required. The Directors commend acceptance of the proposed Ordinary Resolution in the best interest of the company.

None of the Directors of the company is concerned or interested in the aforesaid ordinary resolution, except as a member of the company.

A copy of the Memorandum & Articles of Association of the Company together with the proposed alterations are available for inspection at the registered office of the company between 10 A.M to 1 P.M on any working day of the company.

Item No. 8

Your Company manufactures its products in a completely natural manner without the use of any chemicals. Besides your company is an environment friendly company using biomass fuels for its energy requirements, thereby reducing greenhouse gas emissions taking further its constant endeavor to keep its products natural and eco-friendly.

Your company wishes to change its brand image as keeping "oil industries" in its name gives picture in the minds of public at large that your company is using the chemicals for refining or processing.

Hence the change in the name of Company from 'Anil Modi Oil Industries Limited' to "Modi Naturals Limited" was proposed vide Board Resolution dated 31st July, 2009. On an application made pursuant to Section 20 of the Companies Act 1956, the Registrar of Companies, NCT of Delhi & Haryana has confirmed the availability of the proposed name vide its letter dated 17th August, 2009 .

Section 21 of the Companies Act, 1956 provides that the Company may, by Special Resolution passed in the General Meeting of members and with the approval of the Central Government, change the name of the Company. So, in terms of Section 21 of the Companies Act, 1956, your consent is required by way of passing a special resolution in this regard.

The Directors recommend the adoption of the resolution as special resolution.

None of the Directors is interested or concerned in the proposed resolution except as member of the Company.

Item No. 9

The Board of Directors of your company at its meeting held on 2nd September, 2009 has considered capitalization of free reserves by issuing Bonus shares to existing shareholders of the company in the proportion of one Bonus equity share for every one equity share held i.e (1:1) by a shareholder of the company as on the record date for this purpose, subject to the approval of the shareholders of the company and requisite permission of BSE.

The issue of bonus shares will enhance equity share capital of the company which will go a long way in strengthening the capital base of the company to consider further expansion.

The Directors recommend the approval of the resolution as special resolution.

None of the Directors of the company is concerned or interested in the proposed resolutions except to the extent of shareholding held by them as shareholders of the company.

Item No. 10

The details of proposed preferential issue of equity shares are as follows:

As the members are aware the company is pursuing growth opportunities in the line of activity where it has established itself as significant player in the edible oil industry. The company is proposing to expand existing extraction/processing facility by installing new refining section, boiler and packaging section. It also proposes to enter retail segment by creating brand awareness and brand building. The company has estimated total fund requirements to the extent of approximately Rs.10 crores. In view of the above it is proposing to issue and allot 26,40,000 (Twenty Six Lacs Forty Thousand) warrants of Rs.10/- each on preferential basis to:

i) India Max Investment Fund Ltd.	10,36,000 warrants
ii) Prime India Investment Fund Ltd.	10,36,000 warrants
iii) Rahn & Bodmer Company	5,68,000 warrants

The proposed preferential allotment is in accordance with guidelines for preferential issues contained in Chapter XIII of SEBI (DIP) Guidelines 2000 ("The Guidelines"). The warrants will entitle the holders to apply for equivalent number of fully paid up equity shares of Rs.10/- each. On completion of allotment of shares, out of this issue, the company will be able to raise Rs.8 crores. The balance requirement of funds will be made through internal resources.

i) Objects of the issue through preferential offer

The objects of the issue is to part finance the proposed expansion of existing extraction/processing facilities, new refining section and creating brand awareness enabling the company to enter the retail segment.

The proposed preferential allotment would not result in any change in the control over your company.

ii) Intention of the Promoters/Directors/Key management persons to subscribe to the offer

The promoters/ Directors/ Key management persons do not intend to subscribe to the offer.

iii) Shareholding Pattern after the issue of bonus shares and before and after the preferential offer considering full conversion of warrants by the warrant holders:

No.	Category	Before		After	
		No. of shares	Percentage	No. of shares of holding	Percentage of holding
1	Promoter and promoter group Total promoter and promoter group holding	6304140	74.36	6304140	56.70
2	Public shareholding				
	Institutions	200	0.002	2640200	23.74
	Non-Institutions/ Bodies Corporate	73610	0.86	73610	0.66
	Others	2099984	24.76	2099984	18.88
	Total non- promoter holding	2173794	25.64	4813794	43.30
	GRAND TOTAL	8477934	100.00	11117934	100.00

There will not be any change in the management control or constitution of the Board of Directors subsequent to the allotment of equity shares on preferential basis.

iv) Proposed time for allotment of equity shares

The warrants of the company will be allotted within 15 days from the date of passing of this resolution or where the allotment is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be expected to be completed within 15 days from the date of receipt of such approval whichever is later on receipt of 25% of the consideration for the warrants in terms of clause 13.1.1.1 of the guidelines which will be adjusted against the price payable subsequently for acquiring the equity shares by exercising the warrants.

v) Lock-in period

The equity shares proposed to be issued to the promoters on preferential basis shall be subject to lock-in period as per SEBI Guidelines as applicable at the time of allotment.

vi) Identity and percentage of post Preferential Issued Capital held by proposed allottees assuming full conversion of warrants by the warrant holders:

a) Name of the proposed allottee	India Max Investment Fund Ltd.	Prime India Investment Fund Ltd.	Rahn and Bodmer Co.
b) Registered Office	Global Wealth Management Solutions Ltd. 365, Royal Road, Rose Hill Mauritius	Apex Fund Services (Mauritius) Suite 2005, Level 2, Alexander House 35 Cybercity, Elbene Mauritius	Tal Strasse 15, Postach, CH-8022 Zurich - 008022
c) Category	FII	FII	FII
d) No. of shares and percentage held by the proposed allottee prior to preferential issue.	Nil	Nil	Nil
e) No. of shares and percentage of post preferential issue capital that may be held by the proposed allottee	10,36,000 9.32%	10,36,000 9.32%	5,68,000 5.11%

The proposed allottees have given letters of intent to apply for the allotment of Warrants when they are issued. The proposed allottees have not sold any shares of the company during the last 6 months prior to the relevant date.

vii) Pricing

The pricing of the preferential allotment of equity shares to be issued is made in terms of the Guidelines for Preferential Issues as prescribed by SEBI.

As per clause 13.1.1 of the SEBI (DIP) Guidelines pricing of equity shares to be issued on preferential basis would not be less than the higher of following:

- A) Average of the weekly high and low of the closing prices of the equity shares of the company quoted on the Stock Exchanges during the six months preceding the relevant date.
OR
- B) The average of the weekly high and low of the closing prices of the related shares quoted on the Stock Exchanges during the two weeks preceding the relevant date.

'Relevant Date' for this purpose means the date 30 days prior to the date on which the meeting of General Body of shareholders is held in terms of 81(1A) of the Companies Act, 1956 to consider this issue.

The relevant date for this resolution in terms of the Guidelines is 30/08/2009.

The equity shares of the company are listed at on Bombay Stock Exchange Ltd. (BSE). The highest trading volume in respect of the equity shares of the company during the preceding six months prior to the relevant date is recorded in BSE.

Considering the relevant date on 30/08/2009 the

- a) A) Average of the weekly high and low of the closing prices of the equity shares of the company quoted on BSE during the six months preceding the relevant date is Rs. 14.94.
OR
- b) B) The average of the weekly high and low of the closing prices of the related shares quoted on BSE during the two weeks preceding the relevant date is Rs. 17.25.

The warrants of Rs. 10/- each are being issued at a premium of Rs. 20/- each i.e., at a price of Rs. 30/- each on preferential basis from the proposed allottees which is higher than a) and b) above.

The exact working of the issue price considering this relevant date and a copy of the certificate issued by M/s. K.K. Jain & Co., Chartered Accountants of the Company confirming that the proposed issue of shares on preferential basis is as per the SEBI Guidelines for Preferential Issues will be placed before the meeting and will also be available for inspection on all working days between 10:00 a.m. to 1:00 p.m. at the Registered Office of the Company at 711, Roots Tower, District Centre, Laxmi Nagar, New Delhi.

Warrants issued as above shall be subject to the following terms and conditions;

1. The Warrants shall be convertible (at the sole option of the Warrant holders) at any time within a period of 18 months from the date of allotment of Warrants.
2. Each Warrant shall be convertible into one Equity Share of Rs. 10 each appropriated towards the equity share capital and the balance amount paid against each Warrant towards the share premium.
3. The Warrant holder(s) shall, before the date of allotment, pay an amount equivalent to 25% of the consideration per Warrant.
4. The Warrant holder(s) shall, on the date of exercise of the conversion option, pay the balance 75% of the consideration towards the subscription to each Equity Share.
5. The amount referred to in (3) above shall be forfeited if the option to acquire shares is not exercised within a period of 18 months from the date of allotment of Warrants.
6. The lock in of Equity Shares acquired by the Allottees by exercise of Warrants shall be for a period of one (1) year reduced to the extent of holding period of the Warrants.
7. The warrant holders are not entitled to issue of bonus shares being issued in terms of resolution no. 9 of this AGM Notice. However the Warrant holders shall be entitled to future issue of bonus / rights, if any, of Equity Shares or Warrants convertible in to Equity Shares or such other securities by the Company in the same proportion and manner as any other shareholders of the Company, provided the Warrants are converted into Equity Shares before such corporate action. The Warrant holders will be intimated about any such corporate action appropriately.
8. The Warrant by itself does not give to the holder(s) thereof any right of the shareholders of the Company.
9. Such warrants are being issued in terms of the present Guidelines applicable to issue of such warrants and is subject to any changes/ amendments by such regulatory authorities as may be applicable.

General

Allotment of equity shares by way of Preferential issue to would entitle the allottees to exercise less than 15% of the shares/voting rights. As such, the allotment would not trigger any Open Offer as per SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 as amended.

Section 81 of the Companies Act, 1956 provides, inter alia that whenever it is proposed to issue further shares, such shares shall be offered to the existing shareholders of the Company in the manner laid down in the said section, unless shareholders decide otherwise in the general meeting by way of a Special resolution.

Accordingly, the consent of the shareholders is being sought pursuant to the provisions of Section 81 (1A) and other applicable provisions of the Companies Act, 1956, Chapter XIII on preferential Issue in SEBI (Disclosure and Investor Protection) Guidelines, 2000, and in terms of the provisions of the Listing Agreement to issue and allot Equity shares and warrants as stated in the Special Resolution.

This requires members' approval by way of special resolution.

The director recommend the passing of the special resolution and seek the approval of shareholders.

None of the Directors of the Company is any way concerned with or interested in the proposed resolution.

By order of the Board of Directors

Place: New Delhi
Date: 02/09/2009

s/d-
(Kavita Shivraj)
Company Secretary

DIRECTORS' REPORT TO THE MEMBERS

Your Directors have pleasure in presenting the 35th Annual Report of the Company together with the Audited Accounts for the year ended 31st March, 2009.

OPERATING RESULTS

The summarized financial results for the year ended 31st March, 2009 and for the previous year ended 31st March, 2008 are as follows: -

	2008-09	2007-08
Turnover	12091.47	10675.14
Profit before interest and depreciation	595.69	299.47
Interest	105.96	105.94
Depreciation	78.13	88.21
Profit for the year	411.60	105.94

OPERATIONS

The company has shown better results during the current financial year posting an increase of over 13% in the turnover coupled with 288% increase in the profit as compared to last year.

Your company after detailed in depth market survey and feasibility studies has decided to shelve the company's proposed project in the State of Chattisgarh due to expected low return that would accrue on the company's investment. During the year, your company has moved towards retail marketing of company products by producing superfine quality of edible oils.

DIVIDEND

In order to conserve the resources for the growth of the company, the Directors do not recommend any dividend for the year under review.

CORPORATE GOVERNANCE

Report on the Corporate Governance along with the certificate of the Auditors, confirming compliance of condition of corporate governance as stipulated under Clause 49 of the Listing Agreement, forms part of the Annual Report.

DIRECTORS

Out of the present Directors, Shri Deepak Bansal, retires by rotation, and, being eligible, offers himself for re-appointment. Your Directors recommend re-appointment of Shri Deepak Bansal on the Board.

DEPOSITS

The company has not accepted any fresh deposits during the year. There were no overdue deposits.

AUDITORS

The present Auditors Messrs K. K. Jain & Co., Chartered Accountants retire at the conclusion of the Annual General Meeting. They have furnished a certificate u/s 224(1B) of the Companies Act, 1956 and are eligible for re-appointment. Your Directors recommend re-appointment of M/s K.K.Jain & Co., as auditors of the Company at the ensuing Annual General Meeting.

ACCOUNTS AND AUDIT REPORT

The Auditors comment in their Auditors Report at para 3 (vi) along with the management reply is as follows:-

In our opinion and to the best of our information and according to the explanations given to us, the Balance Sheet and the Profit & Loss Account read with the Schedules and Notes thereon *and subject to the consequential impact on the result for the year of Note No. B7 of Schedule 23 regarding non-disclosure of additional information required under clause 22 of Chapter V of Micro, Small and Medium Enterprises Development Act, 2006* give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

The company has not been able to provide disclosure of additional information as required under clause 22 of Chapter V of Micro, Small and Medium Enterprises Development Act, 2006 due to non receipt of any intimation from its suppliers regarding their status under The Micro, Small and Medium Enterprises Development Act, 2006 and hence the following information required under the said Act could not be provided by the company :-

- a) Delayed payments due as at the end of each accounting year on account of principal and interest thereon.
- b) Total interest paid on all delayed payments during the year under the provisions of the Act.
- c) Interest due on principal amounts paid beyond the due date during the year but without the interest amounts under the act.
- d) Interest accrued but not due.
- e) Total interest due but not paid.

It may be noted that the company generally makes payment to all its suppliers with in the agreed credit period (less than 45 days) and thus the management is confident that liability of interest under this Act, if any, would not be material.

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

Information required to be furnished in terms of Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 relating to Conservation of Energy, Technology Absorption & Foreign Exchange Earnings & outgo is annexed herewith & forms part of this report.

DIRECTORS' RESPONSIBILITY STATEMENT

In terms of Sec. 217(2AA) of the Companies Act, 1956, the Directors state that:-

- a) In the preparation of the annual accounts, the applicable accounting standards have been followed.
- b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were 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 of the company for the year under review.
- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) The Directors have prepared the annual accounts on a going concern basis.

PARTICULARS OF EMPLOYEES

During the year there were no employees who were in receipt of remuneration more than the limit prescribed under Section 217(2A) of the Companies Act, 1956, read with Companies (Particulars of Employees) Rules, 1975 as amended.

PERSONNEL

The relations with the employees of the Company continued to be cordial. Your Directors wish to place on record their appreciation for the excellent work done by the employees at all levels.

ACKNOWLEDGEMENTS

Your Directors express their sincere gratitude and deep appreciation for the co-operation and assistance given by the financial institutions, banks, suppliers and customers of the Company during the year under report and look forward to their continued support. Your Director's also thankfully acknowledge the trust and confidence reposed by you in the company.

For and on behalf of the Board of Directors

Place : New Delhi
Dated : 2nd September, 2009

s/d-
Anil Modi
Chairman

ANNEXURE TO DIRECTORS REPORT

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

Information pursuant to Section 217(1)(e) of the Companies Act, 1956 read with Companies (Disclosure of particulars in the report of the Board of Directors) Rules, 1988 is given below:-

A. CONSERVATION OF ENERGY

- a) Energy Conservation measures taken

Your Company has taken adequate measures to ensure optimum use of all equipments so as to conserve energy.

- b) Additional Investments and proposals, if any, being implemented for reduction of consumption of energy

The Company has benefitted from the investments earlier made in purchasing certain equipments which have contributed towards reduction in the consumption of energy.

- c) Impact of the measures at (a) and (b) for reduction of energy consumption and consequent impact on the cost of production of goods

The measures taken in (a) and (b) above have resulted in reduction in cost of production.

- d) Total Energy Consumption and energy consumption per unit of production as per prescribed Form -A

Not given as the Company is not covered under the list of specified industries.

B. TECHNOLOGY ABSORPTION

1. Research & Development (R&D)

- a) Specific areas in which R&D carried out by the company

----- NIL -----

- b) Benefits derived as a result of above R&D

----- NIL -----

- c) Future plan of action

Continuous efforts are being made for quality improvement of its products.

- d) Expenditure on R&D

----- NIL -----

2. Technology Absorption, Adaptation and innovation

Continuous efforts are being made for product improvement and cost reduction. The company has not made any import of technology so far.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

During the year under review, your company has not exported any of its products and the details of the Foreign Exchange Earnings and Outgo are as under:

Foreign Exchange Earnings : Nil

Foreign Exchange Outgo : Nil

REPORT ON CORPORATE GOVERNANCE

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

At Anil Modi Oil Industries Limited, Corporate Governance is an integral part of the Company's values, ethics, business practices and norms. Towards this, the company consistently evaluates and defines its management practices aimed at enhancing its commitment and delivery of the basic tenets of the Corporate Governance.

BOARD OF DIRECTORS

Composition of the Board of Directors and other details as on 31.03.2009 is as under:

S. No.	Name of the Directors	Category of Director	No. of Board Meetings Attended	No. of Other Directorships held (*)	Committee memberships (excluding Anil Modi Oil Industries Ltd.) (**)	Committee Chairmanships (excluding Anil Modi Oil Industries Ltd.) (**)	Attendance at Last AGM
1.	Mr. Anil Modi	Chairman & Managing Director	9	Nil	Nil	Nil	Yes
2.	Mr. S. S. Halwasiya	Non-Executive & Independent Director	9	17	Nil	Nil	No
3.	Mr. Deepak Bansal	Non - Executive & Independent Director	9	2	Nil	Nil	Yes
4.	Mr. Alok Garg	Non - Executive & Independent Director	9	1	Nil	Nil	No

(*) Directorship in Companies registered under the Companies Act, 1956 excluding Directorships in Private Limited Companies, Companies under Section 25 of the Companies Act, Unlimited Companies, Foreign Companies and Alternate Directorships,

(**) Includes only Specified Committees i.e. Audit Committee and Shareholders Grievance Committee

Nine Board Meetings were held during the period under review on 30/4/2008, 31/07/2008, 02/09/2008, 01/10/2008, 31/10/2008, 09/11/2008, 24/12/2008, 31/1/2009, and 25/02/2009

INFORMATION REGARDING RE-APPOINTMENT OF DIRECTORS

Mr. Deepak Bansal, Director of the Company retires by rotation and being eligible, offers himself for re-appointment. He does not hold any shares in the Company.

CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT

The Company has adopted a Code of Conduct for the members of the Board and Senior Management of the Company which is intended to focus the areas of ethical risk, provide guidance mechanisms to report unethical conduct and help foster a culture of honesty and accountability. The Code has been circulated to all the members of the Board and Senior Management Personnel and compliance of the same has been affirmed by them.

AUDIT COMMITTEE

The Company has an Audit Committee comprising of three directors, all of whom are Independent and Non-Executive Directors. Mr. Deepak Bansal is the Chairman of the Committee and Mr. S.S.Halwasiya and Mr. Alok Garg are its members. The Company Secretary of the Company acts as the Secretary of the Audit Committee. The Chief Financial Officer and a representative of M/s K.K.Jain & Co, Statutory Auditors are permanent invitees to the Audit Committee.

Five Meetings of the Audit Committee were held during the year under review on 30th April, 2008, 31st July, 2008, 2nd September, 2008, 31st October, 2008 and 31st January, 2009. Attendance in the above meetings is as follows:

Name of Director	No. of Meetings Attended
Mr. Deepak Bansal	Five
Mr. S.S.Halwasiya	Five
Mr. Alok Garg	Five

SHAREHOLDERS'/ INVESTORS GRIEVANCE COMMITTEE

The Shareholders' Grievance Redressal Committee comprises of 3 Directors, Mr. Alok Garg, Non Executive Director is the Chairman and Mr. Deepak Bansal and Mr. S.S.Halwasiya as its members. The Company Secretary of the Company is the Compliance Officer of the Committee.

The functioning and terms of reference of the Committee is as prescribed under and in due compliance with the Listing Agreement with the Stock Exchanges with particular reference to transfer, dematerialization, complaints of shareholders etc.

23 shareholders'/ investors' complaints, received directly from them or through SEBI/ Stock Exchanges and other authorities, were replied and redressed by the company to the satisfaction of the shareholders and none remained outstanding at the end of the year under review.

REMUNERATION COMMITTEE

The Remuneration Committee consists of three Non-Executive Directors two third of whom are Independent Directors. Mr. Deepak Bansal is the Chairman and Mr. S.S.Halwasiya and Mr. Alok Garg are its members.

The Remuneration Committee has the power to determine and recommend to the Board the remuneration and other related matters of Executive Director.

The Company does not pay any remuneration to the Non-Executive Directors.

During the year under review, there was no eventuality which warranted holding of meeting of Remuneration Committee.

The details of remuneration paid to the Directors for the year ended 31st March, 2009 are as under :-

Sl. No.	Name Of the Director	Salary	Perquisites and	Commission other benefits	Others	Sitting Fee	Total
1.	Mr. Anil Modi	1113000	133560	295856	---	---	1542416

The Company has not given any Stock Options to any Director.

ANNUAL GENERAL MEETING

Location and time of the last three Annual General Meetings:-

Year	Date	Location	Time	Special Resolution passed (Yes/ No)
2008	30/09/2008	Poorva Sanskrit Centre, 14, District Centre, Laxmi Nagar, Delhi-110092	10.30 A.M	No
2007	29/09/2007	Poorva Sanskrit Centre, 14, District Centre, Laxmi Nagar, Delhi-110092	10.30 A.M.	No
2006	29/12/2006	Poorva Sanskritik Centre, 14, District Centre, Laxmi Nagar, Delhi-110092	11.00 A.M.	No

No special resolution is proposed to be passed through postal ballot

DISCLOSURES:

During the year under review, the company had no materially significant related party transactions as envisaged under the Corporate Governance Code that may have potential conflict with the interests of the company at large. However, the related party transactions during the year under review are mentioned in Note B -8 to the "Notes to Accounts".

There has been no non-compliance, penalties/strictures imposed on the Company by Stock Exchange(s) or SEBI or any statutory authority, on any matter related to capital markets during the year under review.

At present, the company does not have any Whistle Blower Policy.

MANAGEMENT DISCUSSION AND ANALYSIS IS REPORTED IN THIS ANNUAL REPORT
CEO/ CFO CERTIFICATION ON THE FINANCIAL STATEMENT

Pursuant to Clause 49 of the Listing Agreement, the Chief Executive Officer and the Chief Financial Officer have submitted the desired Certificate to the Board of Directors and the same has been taken on record by the Board of Directors in their meeting held on 2nd September, 2009

MEANS OF COMMUNICATION:

Wide publicity is accorded to the Quarterly, Half-yearly and the Annual Results which are published in widely circulated English daily (The Pioneer) and a Hindi daily (Haribhoomi) as is required under the Listing Agreement with the Stock Exchanges. The same are also faxed to the Stock Exchanges where the company is listed.

The Company has not yet started sending the half yearly report to each household but if the shareholder seeks any information, the same is provided by the Company.

GENERAL SHAREHOLDERS INFORMATION

35th Annual General Meeting of the company is scheduled to be held on Wednesday, the 30th September, 2009 at 10.30 A.M at Poorva Sanskrit Centre, 14, District Centre, Laxmi Nagar, Delhi-110092 as per the notice enclosed with the Annual Report.

Financial Calendar:

1. Quarter ended 31.03.2009: 30th April, 2009 2. Quarter ended 30.06.2009: 31st July, 2009
 3. Quarter ended 30.09.2009: 31st Oct, 2009 4. Quarter ended 31.12.2009: 31st Jan 2010

Book Closure: Monday, 28/09/2009 to Wednesday, 30/09/2009 (both days inclusive).

Listing on stock Exchanges:

The company is listed on the following Stock Exchange:-

Stock Exchange	Stock Code
Bombay Stock Exchange Association Limited	519003

The company has paid the listing fees to BSE for the year 2008-2009.

Market Price Data:

Monthly High & Low quotes and Volume of Shares traded since are as follows:-

Month	High	Low	Volume
April, 2008	16.25	13.98	3700
May, 2008	15.10	12.70	1600
June, 2008	15.84	13.63	900
July, 2008	12.95	11.50	500
August, 2008	17.54	12.67	4400
September, 2008	19.99	15.00	8000
October, 2008	15.45	12.70	800
November, 2008	15.30	13.33	8700
December, 2008	16.05	15.25	1200
January, 2009	15.25	15.25	300
February, 2009	14.50	11.35	1100
March, 2009	11.32	10.23	1400

Registrar and Transfer Agents:

The physical transfer of Equity Shares and Electronic Connectivity for the Depository mode for NSDL and CDSL is being provided by M/s Skyline Financial Services Pvt. Ltd. whose address is given below:

M/s Skyline Financial Services Pvt. Ltd.
246, 1st Floor, Sant Nagar, East of Kailash
New Delhi -110065

Share Transfer System:

The Company, in compliance of SEBI circular no. 15/2002 dated 27th December 2002, has appointed M/s Skyline Financial Services Pvt. Ltd., (Category I SEBI registered Registrar and Share Transfer Agents) as Share Transfer Agent who follows the Share Transfer System as prescribed by the Securities and Exchange Board of India (SEBI). The share transfer requests in physical form sent by shareholders are manually checked. If the transfer deed and enclosures are valid, the shares are transferred within a month with the approval of the Share Transfer Committee, otherwise objection memo is sent to the transferor with necessary advice to take the required steps. The process is done within a month of receipt of request. The Company Secretary monitors the system.

Distribution of Equity Shareholding of the company as on 31st March, 2009

No of Shares	Number of Shareholders	Number of Shares	% of total Shares
Upto 500	4444	716070	17.15
501-1000	200	177142	4.05
1001-2000	50	71925	1.73
2001-3000	15	36405	0.90
3001-4000	4	6800	0.16
4001-5000	5	17350	0.40
5001-10000	3	7000	0.17
10000 and above	10	3197670	75.43
Total	4731	4238967	100.00

Dematerialization of Shares

The Equity Shares of the company are available for Dematerialisation. The International Securities Identification No. (ISIN) of the Company is INE537FO1012. The Equity Shares are now tradable only in dematerialized mode.

8.21% of the Company's Paid up Equity Share Capital has been dematerialized upto 31st March, 2009

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

The Company has no outstanding GDRs/ ADRs/ Warrants or any Convertible Instruments.

Location of Plants of the Company

Pilibhit, Uttar Pradesh

Address for Correspondence

All the queries of investors regarding the Company's shares may be sent at the following address:

Anil Modi Oil Industries Limited
711, Roots Tower,
District Centre,
Laxmi Nagar,
Delhi - 110092

Nomination Facility:

Shareholders desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 109A of the Companies Act, 1956, are requested to submit to the Company their request in prescribed Form 2B for this purpose:

MANAGEMENT DISCUSSION AND ANALYSIS

1. Industry Structure and Development

This as we all know was a very difficult year for the industry all over the world. With the entire world economy sinking and the end no where in sight, the total thought process was directionless. Prices were crashing, demand was dropping, payments were at risk but business had to go on. On top of all this, inflation in general was very high so the Government of India removed all import duties on vegetable oil, thereby creating a worse situation for the Edible Oil Industry in India. The entire year in other words was nerve wrecking.

Till last year the entire world was talking of Bio-diesel and when the price of petroleum crashed from 150 USD per barrel to 40 USD (now about 70 USD), there is suddenly no talk of Bio-diesel at all. Bio-diesel is no more a viable proposition. Luckily your company stayed out of it.

2. Opportunities and Threats

There does not seem to be any threat to the Vegetable Oil Industry whatsoever, as about 50% of India's needs are met through imports. With this scenario, there can only be opportunities. The Government and also the industry Associations are trying its best to increase the domestic crop so as to be less dependant on imports. As the crop increases, the capacity utilization will increase, therefore improving profitability.

3. Segment, Product wise Performance

- a. Segment: Out of the various oil bearing materials such as Mustard, Soyabean, Groundnut etc., your Company is primarily in the Rice Bran Oil Segment. Rice Bran Oil is the cheapest and the most inferior oil in the market until it is refined. Rice Bran Oil refineries are few and needs very special technology to refine.
- b. Product : Your company has one of those few refineries for Rice Bran Oil. Over the years, your company has mastered the technology. Your company is refining its own crude oil from its solvent plants and your company's capacity utilization is improving every year.

The latest de-odourisation cum distillation section of Alfa Laval that has been installed is bearing fruit. The unit has been successfully commissioned and the product is of the highest quality standards. As a cost cutting measure, the company has ordered a multi fuel boiler by which the company can switch over to any other cheaper agro waste available during various agro crops around the year. This measure should reduce company's fuel bill substantially reducing thereby its dependency on Rice Husk only throughout the year as is the case now.

The company is now ready and the time is now ripe to start marketing and launch our own brand of oil in the retail segment. The requisite permissions are being taken and the correct blends are being formulated. The branding exercise is underway and the head of the marketing department is selected and appointed. Market Surveys are being conducted so that the brand positioning can be finalized. A packing section is under order and we shall be in a position to launch by the new calendar year.

4. Internal Control Systems and its adequacy

The process of obtaining the ISO certification is now complete and a recommendation to that effect received. The ISO auditors have recommended us for a ISO 9001-2008 certificate. This exercise in itself has made your company incorporate some new methods of controls, especially on the quality front.

5. Financial and Operational Performance

Your company has achieved substantially improved working results. The Turnover of the company has seen an increase of over 13% as compared to last year. The Net Profit of the company increased from 29.87 lacs to 177.17 lacs excluding the one time other income of Rs. 132.13 lacs from sale of Sunam Unit.

6. Human Resource and Industrial Relations

There has been no exodus of employees of the company and the company maintains very healthy relations with all its employees. All dues are paid in time, leaving no scope for labour unrest. The Company is fully satisfied with the loyalty and dedication of all its employees at every level.

AUDITOR'S CERTIFICATE

To
The Members of
Anil Modi Oil Industries Limited

We have examined to compliance of conditions of Corporate Governance by Anil Modi Oil Industries Limited, for the year ended on 31st March, 2009 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 has been limited to a review of the procedure and implementation thereof adopted by the Company for ensuring compliance with the conditions of the Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above-mentioned Listing Agreement.

We state in respect of the Investor Grievances received during the year ended 31st March, 2009, that twenty three complaints were received and no complaint was pending as per records maintained and presented to the Shareholders Grievance Committee of the company.

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

For and on behalf of
K. K. Jain & Co.
Chartered Accountants

Place : New Delhi
Date : 02.09.2009

s/d-
(K. K. Jain)
Partner
M. No.5436

CERTIFICATION BY MANAGING DIRECTOR OF ANIL MODI OIL INDUSTRIES LIMITED

On the basis of the review of the Financial Statements and Cash Flow Statement for the Financial year ended 31st March, 2009, we hereby certify that to the best of our knowledge and belief:-

1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
2. These Statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
3. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the financial year ended 31st March, 2009 which are fraudulent or illegal or violative of the Company's code of conduct;
4. We accept responsibility for establishing and maintaining internal controls for financial reporting. We have evaluated the effectiveness of the Internal Control Systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee those deficiencies, of which we are aware; in the design or operation of such Internal Control Systems and that we have taken the required steps to rectify these deficiencies;
5. We further certify that
 - (a) there has not been any significant changes in Internal Control over financial reporting during the year under reference;
 - (b) there has not been any significant change in accounting policies during the year requiring disclosure in the notes to the financial statements and
 - (c) there has not been any instance of significant fraud with the involvement of the management or an employee having a significant role in the Company's internal control system over financial reporting.
6. We affirm that we have not denied any personnel, access to the Audit Committee of the Company (in respect of matters involving misconduct, if any)
7. We further declare that all the Board Members and Senior Management personnel have affirmed compliance with the code of conduct for the current year

Dated: 2/9/2009
Place: New Delhi

s/d-
(L.R.Sharma)
Chief Financial Officer

s/d-
(Anil Modi)
Chairman & Managing Director

AUDITORS' REPORT TO THE MEMBERS OF ANIL MODI OIL INDUSTRIES LIMITED

We have audited the attached Balance Sheet of ANIL MODI OIL INDUSTRIES LIMITED as at 31st March, 2009 and also the Profit & Loss Account and the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these financial statements, based on our audit.

1. We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
2. As required by the Companies Auditor's Report Order, 2003, issued by the Company Law Board in terms of Section 227(4A) of the Companies Act, 1956, we annex hereto a statement on the matters specified in paragraphs 4 & 5 of the said Orders.
3. Further to our comments in the Annexure referred to above, we report that:
 - i. We have obtained all the information and explanations, which, to the best of our knowledge and belief, were necessary for the purposes of our audit;
 - ii. In our opinion, proper books of accounts as required by Law, have been kept by the Company so far as appears from our examination of the books of the Company.
 - iii. The Balance Sheet and the Profit & Loss Account, dealt with by this Report, are in agreement with the books of account of the Company.
 - iv. In our opinion, the Balance Sheet and the Profit & Loss Account comply with the applicable Accounting Standards, referred to in Sub-section (3C) of Section 211 of the Companies Act, 1956.
 - v. Based on the declaration made by the directors of the company and the information and explanations given to us, none of the Directors is, as at 31.03.2009, prima-facie disqualified from being appointed as a director in terms of clause (g) of Sub-section (1) of Section 274 of the Companies Act, 1956
 - vi. In our opinion and to the best of our information and according to the explanations given to us, the Balance Sheet and the Profit & Loss Account read with the Schedules and Notes thereon and subject to the consequential impact on the result for the year of Note No. B7 of Schedule 23 regarding non-disclosure of additional information required under clause 22 of Chapter V of Micro, Small and Medium Enterprises Development Act, 2006 give the information required by the Companies Act, 1956 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 31st March, 2009, and
 - (b) In the case of the Profit & Loss Account of the profit for the year ended on that date.
 - (c) In the case of the cash flow statement, of the cash flows for the year ended on that date.

For K. K. JAIN & CO.,
Chartered Accountants,

s/d-
(K. K. JAIN)
Partner
M. No.5436

Place: New Delhi
Date: 2.9.2009

Annexure referred to in paragraph 2 of our Report of even date to the Members of ANIL MODI OIL INDUSTRIES LIMITED on the accounts as at and for the year ended 31st March, 2009

1. (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) As explained to us, the fixed assets have been physically verified by the management during the year in a phased periodical manner, which in our opinion is reasonable having regard to the size of the company and nature of its assets. No material discrepancies between the book records and the physical inventory were noticed in respect of the assets physically verified.
- (c) In our opinion, the company has not disposed off substantial part of fixed assets during the year and the going concern status of the company is not affected.
2. (a) Inventories have been physically verified by the management at reasonable intervals during the year.
- (b) In our opinion, the procedure of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- (c) On the basis of our examination of records of inventory produced to us, in our opinion, the company has maintained proper records of inventories. There were no material discrepancies noticed on physical verification of inventory as compared to the book record.
3. (a) The company has not granted any loans, secured or unsecured, to any party covered in the register maintained under section 301 of the Companies Act, 1956.
- (b) The company has taken unsecured loan from five parties covered in the register mentioned under section 301 of the Companies Act 1956. The maximum amount involved during the year was Rs.1,33,78,469/- and the year-end balance of loan taken from such parties was Rs.85,15,440/-.
- (c) In our opinion and according to the information and explanations given to us, the rate of interest and other terms and conditions are not prima facie prejudicial to the interest of the company.
- (d) In respect of loan taken by the company, the interest payment and principal amount repayable are regular.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control system commensurate with the size of the company and the nature of its business with regard to purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, no major weakness has been noticed in the internal control system in respect of these areas.
5. (a) The company has entered all the particulars of contracts or arrangement referred to in section 301 of the Companies Act, 1956 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 with parties with whom transactions exceeding the value of Rupees five Lakhs have been entered into during the financial year, are at prices, which are reasonable, having regard to the prevailing market prices at the relevant time.
6. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 58A and 58AA of the Companies Act 1956 and the Companies (Acceptance of Deposit) Rules, 1975 with regard to the deposit accepted from the public. No order has been passed by the Company Law Board in this regard.
7. In our opinion, the company has an internal audit system commensurate with the size and nature of its business.
8. The Central Government has not prescribed for maintenance of cost records under section 209(1)(d) of the Companies Act 1956.
9. (i) Undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess have been regularly deposited with the appropriate authorities.

- (ii) According to the information and explanations given to us, no undisputed amounts payable in respect of Income Tax, Sales-Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty and Cess were outstanding at the year end for a period of more than six months from the date they became payable except Rs. 67,248/- towards Sales Tax.
 - (iii) According to the record of the company and information and explanation given to us, there were no disputed dues outstanding as at 31st March, 2009 in respect of Sales Tax, Income Tax, Custom Duty, Wealth Tax, Service Tax, Excise Duty and Cess.
10. The company has no accumulated losses as at 31st March, 2009 nor it has incurred any cash loss in the current and immediately preceding financial year.
 11. In our opinion and according to the information and explanation given to us, the company has not defaulted in repayment of dues to financial institutions, bank or debenture holder.
 12. According to the information and explanations given to us and based on the documents and records produced to us the company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
 13. In our opinion, the company is not a chit fund or a nidhi/mutual benefit fund/society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
 14. In our opinion, the company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
 15. According to the information and explanation given to us, the company has not given any guarantee for loan taken by others from bank or financial institution.
 16. In our opinion the term loan was applied for the purpose for which they were raised.
 17. According to the information and explanations given to us and on an overall examination of the Balance Sheet and Cash Flow Statement of the company, we report that no funds raised on short-term basis have been used for long term investments.
 18. The company has not made any preferential allotment of shares to parties or companies covered in the register maintained under section 301 of the Companies Act, 1956, during the year.
 19. No secured debenture were issued by the company. Therefore, no securities have been created.
 20. The company has not raised any money by a public issue during the year.
 21. According to the information and explanations given to us no fraud on or by the company has been noticed or reported during the course of our audit.

For K. K. JAIN & CO.
Chartered Accountants

s/d-
(K. K. JAIN)
Partner
M. No. 5436

Place: New Delhi
Date: 2.9.2009

BALANCE SHEET

AS AT 31ST MARCH, 2009

	SCHEDULE	AS AT 31.03.2009	AS AT 31.03.2008
1. SOURCES OF FUNDS			
1. SHAREHOLDERS' FUNDS			
a. Share Capital	1	42,389,670	42,389,670
b. Reserves and Surplus	2	132,708,792	101,885,700
		<u>175,098,462</u>	<u>144,275,370</u>
2. LOAN FUNDS			
a. Secured Loans	3	59,688,685	112,936,605
b. Unsecured Loans	4	62,136,113	31,840,308
		<u>121,824,798</u>	<u>144,776,913</u>
3. Deferred Tax Liability (Net)		<u>20,014,853</u>	<u>20,161,307</u>
	TOTAL	<u>316,938,113</u>	<u>309,213,590</u>
2. APPLICATION OF FUNDS			
1. FIXED ASSETS			
a. Gross Block	5	227,608,859	196,246,443
b. Less Depreciation		<u>(77,251,017)</u>	<u>(82,349,365)</u>
c. Net Block		150,357,842	113,897,078
d. Capital Work-in-Progress		1,251,953	667,192
		<u>1,51,609,795</u>	<u>114,564,270</u>
2. CURRENT ASSETS, LOANS AND ADVANCES			
a. Inventories	6	119,135,836	177,603,735
b. Sundry Debtors	7	18,584,597	14,160,617
c. Cash and Bank Balances	8	30,447,492	12,052,739
d. Other Current Assets	9	5,712,053	6,219,465
e. Loans and Advances	10	28,054,945	12,127,289
		<u>201,934,923</u>	<u>222,163,845</u>
Less : CURRENT LIABILITIES AND PROVISIONS			
a. Current Liabilities	11	<u>(17,025,987)</u>	<u>(19,064,557)</u>
b. Provisions		<u>(19,884,666)</u>	<u>(8,855,365)</u>
Net Current Assets		<u>165,024,270</u>	<u>194,243,923</u>
3. MISCELLANEOUS EXPENDITURE (to the extent not written off or adjusted)	12	304,048	405,397
	TOTAL	<u>316,938,113</u>	<u>309,213,590</u>
ACCOUNTING POLICIES AND NOTES ON ACCOUNTS	23		

As per our report of date, attached,
For K. K. JAIN & CO.,
Chartered Accountants,

s/d-
ANIL MODI
Chairman & Managing Director

s/d-
DEEPAK BANSAL
Director

s/d-
L. R. SHARMA
Chief Financial Officer

s/d-
KAVITA SHIVRAJ
Company Secretary

s/d-
(K.K. JAIN)
Partner
M.No.5436

Place: New Delhi
Dated : 2.9.2009

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31ST MARCH, 2009

	SCHEDULE	THIS YEAR	PREVIOUS YEAR
1. INCOME			
Turnover	13	1,209,147,493	1,067,514,290
Other Income and Receipts	14	20,330,710	3,499,221
Increase/(Decrease) in stocks	15	(58,467,899)	55,716,368
		<u>1,171,010,304</u>	<u>1,126,729,879</u>
2. EXPENDITURE			
Purchases	16	1,002,780,720	987,109,070
Power and Fuel		56,859,934	45,910,754
Personnel	17	21,741,459	20,236,544
Repairs and Maintenance	18	9,685,020	6,764,013
Administrative and Miscellaneous	19	4,869,908	4,794,569
Selling Expenses	20	11,453,930	18,711,160
Levies and Taxes	21	407,512	11,662,553
Financing Expenses	22	11,694,780	11,904,476
Loss on sale of assets		250,855	119,531
Settlement Loss		2,192,115	-
Depreciation		7,813,059	8,821,466
Amalgamation Expenses Written off		101,349	101,349
Profit for the year		41,159,663	10,594,394
		<u>1,171,010,304</u>	<u>1,126,729,879</u>
Profit before tax		41,159,663	10,594,394
Provision for Fringe Benefit Tax		(210,000)	(175,000)
Provision for Taxes		(10,280,000)	(4,450,000)
Excess Provision for Taxes Written Back		6,975	-
Deferred Tax		146,454	(2,981,652)
Profit after Tax		<u>30,823,092</u>	<u>2,987,742</u>
Balance brought forward		60,323,734	57,335,992
Surplus carried to Balance Sheet		<u>91,146,826</u>	<u>60,323,734</u>
Earning per share - basic and diluted (Rs.)		7.27	0.70

ACCOUNTING POLICIES AND
NOTES ON ACCOUNTS

23

As per our report of date, attached,
For K. K. JAIN & CO.,
Chartered Accountants,

s/d-
ANIL MODI
Chairman & Managing Director

s/d-
DEEPAK BANSAL
Director

s/d-
L. R. SHARMA
Chief Financial Officer

s/d-
KAVITA SHIVRAJ
Company Secretary

Place: New Delhi
Dated : 2.9.2009

s/d-
(K.K. JAIN)
Partner
M.No.5436

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2009

(A) CASH FROM OPERATING ACTIVITIES	This Year Rs.	Previous Year Rs.
Profit before Taxation	4,11,59,663	1,05,94,394
Adjustments for:		
Depreciation	78,13,059	88,21,466
Foreign exchange	-	-
Deferred revenue expenses incurred	-	(4,26,270)
Deferred revenue expenses written off	1,01,349	1,01,349
Gratuity	7,69,301	5,57,477
Dividend income	-	-
Profit (-) / loss on sale of assets (net)	(1,31,22,765)	(1,41,849)
Interest expenses	1,05,96,261	61,57,205
	<u>1,05,31,215</u>	<u>1,05,31,215</u>
Operating profit before working Capital changes	4,73,16,868	3,00,37,782
Adjustments for:		
Trade and other receivable	(1,00,96,480)	2,33,13,023
Inventories	5,84,67,899	(5,57,16,368)
Trade payables	(21,78,489)	(21,55,175)
	<u>4,61,92,930</u>	<u>(3,45,58,520)</u>
Cash generated from operations	9,35,09,798	(45,20,738)
Interest paid	(1,04,56,342)	(1,01,53,269)
Direct taxes paid (Net of Refund)	(99,70,769)	(27,52,100)
Cash flow before extra ordinary items	<u>7,30,82,687</u>	<u>(1,74,26,107)</u>
Extra ordinary items (net)	-	-
Net cash from operating activities	(A) <u><u>7,30,82,687</u></u>	<u><u>(1,74,26,107)</u></u>
(B) CASH FLOW FROM INVESTING ACTIVITIES:		
Purchase of fixed assets	(5,51,34,319)	(78,33,455)
Sale of fixed assets	2,33,98,500	9,72,000
(Purchase)/Sale of investments	-	-
Dividend received	-	-
Net cash used in investing activities	(B) <u><u>(3,17,35,819)</u></u>	<u><u>(68,61,455)</u></u>
(C) CASH FLOW FROM FINANCING ACTIVITIES:		
Proceeds from issue of share capital	-	-
Proceeds from borrowings	3,29,95,805	5,21,74,841
Repayments of borrowings	(5,59,47,920)	(1,57,49,078)
Repayment of finance lease liabilities	-	-
Dividend paid	-	(42,38,967)
Net Cash used in financing activities	(C) <u><u>(2,29,52,115)</u></u>	<u><u>3,21,86,796</u></u>
Net increase (decrease) in cash and cash equivalents (A+B+C)	1,83,94,753	78,99,234
Cash and cash equivalents opening	1,20,52,739	41,53,505
Cash and cash equivalents closing	3,04,47,492	1,20,52,739
Net increase/decrease(-) as disclosed above	<u><u>1,83,94,753</u></u>	<u><u>78,99,234</u></u>

As per our report of date, attached,
For K. K. JAIN & CO.,
Chartered Accountants,

s/d-
ANIL MODI
Chairman & Managing Director

s/d-
DEEPAK BANSAL
Director

s/d-
L. R. SHARMA
Chief Financial Officer

s/d-
KAVITA SHIVRAJ
Company Secretary

Place: New Delhi
Dated : 2.9.2009
28

s/d-
(K.K. JAIN)
Partner
M.No.5436

SCHEDULES TO BALANCE SHEET

	AS AT 31.03.2009	AS AT 31.03.2008
SCHEDULE 1 : SHARE CAPITAL		
Authorised 75,50,000 Equity Shares of Rs.10/- each (Pursuant to Amalgamation)	<u>75,500,000</u>	<u>75,500,000</u>
Issued, Subscribed and Paid up: 42,38,967 (Previous year 42,38,967) Equity Shares of Rs.10/- each fully paid up includes 20,26,592 Equity Shares (Previous Year Nil) of Rs. 10/- Each Fully Paid Issued Pursuant To Scheme Of Amalgamations of J.P. Management Systems P. Ltd. with the Company	<u>42,389,670</u>	<u>42,389,670</u>
SCHEDULE 2: RESERVES & SURPLUS		
Capital Reserve	8,981,650	8,981,650
Share Premium on Amalgamation	13,846,480	13,846,480
General Reserve	18,733,836	18,733,836
Surplus Balance in Profit and Loss Account	91,146,826	60,323,734
	<u>132,708,792</u>	<u>101,885,700</u>
SCHEDULE 3: SECURED LOANS		
TERM LOAN		
Bank of Baroda - against Factory Land & Building and Hypothecation of Plant & Machinery of all the units at Bisalpur Road and Bareilly Road Stock and Book Debts, Personal guarantees of Mr. Anil Modi and Mrs. Nita Modi and corporate guarantee of Das Investment Pvt. Ltd.	-	3,164,434
	<u>-</u>	<u>3,164,434</u>
OTHER LOANS (including interest accrued and due thereon)		
Bank of Baroda, Pilibhit - Cash Credit against hypothecation of raw materials, semi finished goods, finished goods, consumable stores, book debts, all securities and Motor Lorry receipts of units at Bisalpur Road and Bareilly Road, Pilibhit and personal guarantees of Mr. Anil Modi and Mrs. Nita Modi and corporate guarantee of Das Investment Pvt. Ltd.	59,688,685	109,772,171
	<u>59,688,685</u>	<u>109,772,171</u>
	<u>59,688,685</u>	<u>112,936,605</u>
SCHEDULE 4: UNSECURED LOANS		
Fixed Deposits From Companies (including interest thereon)	3,400,000 58,736,113	6,100,000 25,740,308
	<u>62,136,113</u>	<u>31,840,308</u>

SCHEDULE 5: FIXED ASSETS

ITEM	GROSS BLOCK				DEPRECIATION		NET BLOCK	
	COST AS AT 31.03.2008	ADDITIONS DURING THE YEAR	SALE & ADJ. DURING THE YEAR	COST AS AT 31.03.2009	UP TO 31.03.2008	UP TO 31.03.2009	AS AT 31.03.2009	AS AT 31.03.2008
TANGIBLE ASSETS (A)								
FREE HOLD LAND	7,778,135	-	130,192	7,647,943	-	-	7,647,943	7,778,135
BUILDING & FLAT	20,868,837	1,408,633	1,505,046	20,772,424	6,914,918	6,210,413	14,562,011	13,953,919
PLANT & MACHINERY	154,943,095	51,313,428	20,151,993	186,104,530	70,358,156	65,740,247	120,364,283	84,584,939
FURNITURE & FIXTURES	895,843	88,287	97,700	886,430	735,131	688,374	198,056	160,712
ELECTRICAL EQUIPMENTS	284,322	-	-	284,322	238,701	247,744	36,578	45,621
OFFICE EQUIPMENTS	1,938,751	111,064	178,737	1,871,078	1,198,184	1,242,785	628,293	740,567
VEHICLES	9,216,365	1,609,796	1,074,942	9,751,219	2,681,765	2,901,187	6,850,032	6,534,600
LAB EQUIPMENTS	236,095	18,350	48,531	205,914	171,510	152,268	53,646	64,585
SUB TOTAL A	196,161,443	54,549,558	23,187,141	227,523,860	82,298,365	77,183,018	150,340,842	113,863,078
INTANGIBLE ASSETS (B)								
COMPUTER SOFTWARES	85,000	-	-	85,000	51,000	68,000	17,000	34,000
TOTAL (A+B)	196,246,443	54,549,558	23,187,141	227,608,860	82,349,365	77,251,018	150,357,842	113,897,078
PREVIOUS YEAR	191,881,589	7,323,956	2,959,102	196,246,443	75,656,849	82,349,365	113,897,078	116,224,740

SCHEDULE 6: INVENTORIES

(as taken, valued and certified by the management)

Raw materials and Stores	28,620,921	58,986,022
Finished Goods	90,358,533	118,617,713
Traded Goods	156,382	-
	<u>119,135,836</u>	<u>177,603,735</u>

SCHEDULE 7: SUNDRY DEBTORS

(Unsecured, considered good)

Outstanding for more than six months	20,485	-
Others	18,564,112	14,160,617
	<u>18,584,597</u>	<u>14,160,617</u>

SCHEDULE 8: CASH AND BANK BALANCES

Cash on hand (including imprest)	3,095,836	280,223
Balances with Scheduled Banks on Current Accounts	27,296,735	9,146,975
Cheques/Drafts on hand	54,921	2,625,541
	<u>30,447,492</u>	<u>12,052,739</u>

SCHEDULE 9: OTHER CURRENT ASSETS

Subsidy Receivable	2,500,000	5,000,000
Interest Receivable	381,965	448,265
Insurance Claim Receivable	-	32,813
VAT Receivable	2,830,088	738,387
	<u>5,712,053</u>	<u>6,219,465</u>

SCHEDULE 10: LOANS AND ADVANCES

(Unsecured, considered good)

Advances recoverable in cash or in kind or for value to be received	11,828,156	5,656,064
Advance Tax (Pending adjustment)	13,724,722	3,976,978
Security Deposits	2,502,067	2,494,247
	<u>28,054,945</u>	<u>12,127,289</u>

SCHEDULE 11: CURRENT LIABILITIES AND PROVISIONS
A. CURRENT LIABILITIES

Sundry Creditors:-

- Total outstanding dues of Micro Enterprises & Small Enterprises	-	6,536,064
- Total outstanding dues of Creditors other than Micro Enterprises & Small Enterprises	12,388,453	4,682,906
Advances	416,032	2,721,453
Tax Deducted at Source	1,045,520	585,402
Expenses Payable	2,456,196	3,734,139
Taxes and Cess Payable	136,292	85,622
Dividend Payable	443,575	467,362
Other Liabilities	-	2,677
Interest Accrued but not due	139,919	248,932

	17,025,987	19,064,557
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B. PROVISIONS

For Taxes	17,316,117	7,056,117
For Gratuity	2,568,549	1,799,248

	19,884,666.00	8,855,365
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	36,910,653	27,919,922
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SCHEDULE 12: MISCELLANEOUS EXPENDITURE

(To the extent not Written off or adjusted)

Amalgamation Expenses	405,397	506,746
Less :- Written off	(101,349)	(101,349)

	304,048	405,397
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SCHEDULES TO PROFIT AND LOSS ACCOUNT

	THIS YEAR	PREVIOUS YEAR
SCHEDULE 13: TURNOVER		
Sales (net of returns)	1,209,478,050	1,068,922,190
Sales of Consumables	-	1,313,430
(Less) Excise Duty	-	(1,864,539)
Less: Rebates	(330,557)	(856,791)
	<u>1,209,147,493</u>	<u>1,067,514,290</u>
SCHEDULE 14: OTHER INCOME & RECEIPTS		
Interest (TDS Rs.22544 (Previous Year 32688))	402,172	229,283
Profit on Sale of Assets	-	48,253
Profit on Sale of Fixed Assets	13,373,620	261,380
Miscellaneous Income	6,544,624	2,943,454
Sundry Balances Written back	10,294	16,851
	<u>20,330,710</u>	<u>3,499,221</u>
SCHEDULE 15: INCREASE/(DECREASE) IN STOCKS		
OPENING STOCK		
Raw Materials and Stores	58,986,022	40,692,428
Finished Goods	118,617,713	81,194,939
	<u>177,603,735</u>	<u>121,887,367</u>
CLOSING STOCK		
Raw Materials and Stores	28,620,921	58,986,022
Finished Goods	90,358,533	118,617,713
Traded Goods	156,382	-
	<u>119,135,836</u>	<u>177,603,735</u>
Increase/(Decrease) in Stocks	<u>(58,467,899)</u>	<u>55,716,368</u>
SCHEDULE 16: PURCHASES		
Cost of materials	983,336,530	968,492,775
Freight & Transportation charges	17,292,094	17,054,529
Brokerage	2,152,096	1,561,766
	<u>1,002,780,720</u>	<u>987,109,070</u>
SCHEDULE 17: PERSONNEL		
Salaries, Wages, Allowances and Bonus	18,299,972	17,155,860
Managerial Remuneration	1,408,856	1,129,000
Contribution to PF and Other Funds	951,142	1,100,019
Training Expenses	9,967	-
Workmen and Staff Welfare Expenses	55,001	60,686
Gratuity	976,042	763,554
Medical	40,479	27,425
	<u>21,741,459</u>	<u>20,236,544</u>

SCHEDULE 18: REPAIRS AND MAINTENANCE

Plant and Machineries	8,416,730	5,693,261
Civil	231,869	48,207
Others	1,036,421	1,022,545
	<u>9,685,020</u>	<u>6,764,013</u>

SCHEDULE 19: ADMINISTRATIVE AND MISCELLANEOUS

Insurance	618,575	925,908
Rates and Taxes	531,012	485,471
Other Expenses	3,720,321	3,383,190
	<u>4,869,908</u>	<u>4,794,569</u>

SCHEDULE 20: SELLING EXPENSES

Brokerage and Commission	2,267,009	1,955,579
Freight Outward	8,470,385	14,561,320
Laboratory Expenses	101,327	90,981
Other Selling Expenses	615,209	2,103,280
	<u>11,453,930</u>	<u>18,711,160</u>

SCHEDULE 21: LEVIES AND TAXES

Sales Tax/Trade Tax	55,583	11,327,579
Excise Duty and Service Tax	351,929	334,974
	<u>407,512</u>	<u>11,662,553</u>

SCHEDULE 22: FINANCING EXPENSES

Interest :		
Term Loans	127,858	639,998
Banks	6,747,262	7,598,136
Others	3,721,141	2,293,081
Bank Charges	548,223	598,870
Other Financial Charges	550,296	774,391
	<u>11,694,780</u>	<u>11,904,476</u>

SCHEDULE 23: ACCOUNTING POLICIES AND NOTES ON ACCOUNTS
A. SIGNIFICANT ACCOUNTING POLICIES

1. GENERAL

The accounts have been prepared under the historical cost convention as a going concern and are in accordance with applicable accounting standards. Revenue is recognised and expenses accounted for on accrual basis.
2. Inventory Valuation
 - a. Raw Materials, Consumables, Baggase and Paddy Husk

At weighted average cost
 - b. Finished Goods

At lower of average cost or net realisable value.
 - c. Stores & Spares

At cost on FIFO basis.
3. Fixed Assets and Depreciation
 - a. Fixed Assets

At cost (including expenditure on installation where applicable) less accumulate depreciation Computer Software which is expected to provide future enduring economic benefits is capitalised as intangible asset and is stated at cost of acquisition less accumulated depreciation.

- b. Depreciation/Amortisation Pro-rata on Straight line method at the rates prescribed in Schedule XIV to the Companies Act, 1956.
- Computer Software is amortised in 5 years on straight line method.
4. Research & Development Revenue expenditure on Research and Development is charged to Revenue. Capital expenditure on Research and Development is included as part of fixed assets cost.
5. Borrowing Cost Borrowing costs that are attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of cost of such asset till such time as the asset is ready for its intended use or sale. All other borrowing costs are recognized as an expense in the period in which they are incurred.
6. Bonus As per the provisions of the Payment of Bonus Act, 1965 to employees covered under that Act.
7. Employee Benefits
- Provident Fund : On accrual. The company makes regular contributions to Provident & Other Funds which are charged to Revenue.
 - Leave Encashment: Retirement benefits in respect of Leave Encashment are not applicable since the company pays leave encashment to employees every six months.
 - Gratuity : Liability in respect of Gratuity to employees has been determined and accounted on the basis of actuarial valuation.
8. Revenue Recognition
- Sales are recognised on delivery and include that of Trading Goods.
 - Rent and Interest: on accrual.
 - Other Miscellaneous Revenue are recognized when the amounts are actually received or the realisability is certain.
9. Exchange Rate Fluctuation Transactions in Foreign Currency are recognised at rates prevailing at the time at which transactions have taken place.
- Year-end balances are translated at the T.T. buying rate of exchange in case of Receivables and T.T. Selling rate for payables as at the date of Balance Sheet.
- Exchange differences on revenue account are dealt with in the Profit & Loss Account and those on Capital account are capitalised till such time as the asset is ready for its intended use.
10. Amortisation of expenses for Amalgamation Amortised over a period of five years.
11. Deferred Taxation Based on business prudence, is recognised, on timing difference, being *difference between taxable and accounting income/expenditure* that originate in one period and are capable of reversal in one or more subsequent period.
12. Impairment of Assets The carrying amount of assets are reviewed at each Balance Sheet date if there is an indication of impairment based on the internal and external factors.
- An asset is treated as impaired when the carrying cost of the asset exceeds its recoverable amount. An impairment loss, if any, is charged to the Profit and Loss Account in the year in which the asset is identified as impaired. Reversal of impairment loss recognised in prior years is recorded when there is an indication that impairment losses recognised for the asset no longer exists or has decreased.
13. Provisions, Contingent Liabilities and Contingent Assets Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an *outflow of resources*. Contingent Liabilities are not recognised but are disclosed, while Contingent Assets are neither recognised nor disclosed, in the financial statements.
14. Salaries and wages on repairs & maintenance of Fixed Assets, where carried out internally, are charged to salaries and wages account. Such expenses in respect of Capital Work have, however, been allocated and capitalised.

B. NOTES ON ACCOUNTS:
1. CONTINGENT LIABILITIES
(not provided for)

	This Year (Rs.)	Previous Year (Rs.)
a. Claims not accepted	38,30,142	38,30,142
2. An Investment Incentive of Rs.50,00,000/- had been sanctioned to the company during 2007-08 in respect of its Pilibhit Unit, which had been capitalised by transfer to Capital Reserve.		
3. Current Assets, Loans and Advances include Security Deposits:		
- In Post Office Saving Bank Account, pledged with : RFC	5,000	5,000
- National Saving Certificates, pledged with : District Food Corporation, Sangrur.	2,000	2,000
- National Saving Certificates, pledged with : Sales Tax Department	5,000	5,000
- National Saving Certificates, pledged with : RFC	2,000	2,000
- National Saving Certificates, pledged with : Senior Marketing Inspector, Pilibhit	5,000	5,000
- National Saving Certificate pledged with DSO, Pilibhit	2,000	2,000
4. Sales/Trade Tax, Excise Duty, CENVAT and Service Tax have been accounted for as per deposit/book records, the liability/refunds of such taxes being accounted for on finalisation of assessment/demand.		
5. Income tax assessments for and upto assessment year 2006-07 have been made.		
6. Provision for Income Tax liability has been computed after taking into account allowable deduction under provisions of Income Tax Act, 1961 and is considered adequate.		
7. The company, has during the year, not received any intimation from its suppliers regarding their status under the The Micro, Small and Medium Enterprises Development Act, 2006 and hence the following information required under the said Act have not given:-		
a) Delayed payments due as at the end of each accounting year on account of principal and interest thereon.		
b) Total interest paid on all delayed payments during the year under the provisions of the Act.		
c) Interest due on principal amounts paid beyond the due date during the year but without the interest amounts under the act.		
d) Interest accrued but not due.		
e) Total interest due but not paid.		

The company generally makes payment to all its supplier with in the agreed credit period (less than 45 days) and thus the management is confident that liability of interest under this Act, if any, would not be material.

8. Related Parties Disclosures as required by Accounting Standard (AS 18) are as under:-

1. Names of the related parties with whom transactions have taken place during the year:-
 - (A) Key Management Personnel
Mr. Anil Modi
Smt. Nita Modi
 - (B) Relatives of key management.
Smt. Satya Modi
Neha Modi
Akshay Modi
Nita Modi
 - (C) Enterprises over which key Management personnel, or his relative, has significant influence.
Anil Modi (HUF)
D.D. Modi (HUF)
Halwasia Properties Private Limited

Note : Related parties are as identified by the company and relied upon by the Auditors.

2. Transactions carried out with related parties referred in 1 above in ordinary course of business:-

Nature of Transaction	Referred in 1(A) above	THIS YEAR		PREVIOUS YEAR		
		Referred in 1(B) above	Referred in 1(C) above	Referred in 1(A) above	Referred in 1(B) above	1(C) above
Expenses:						
Remuneration	15,42,416	2,13,300	-	13,79,865	-	-
Interest Paid	-	2,45,009	2,08,681	1,27,946	4,78,772	2,10,283
Finance:						
Fixed Deposit Repaid (Net)	-	27,00,000	-	-	13,00,000	8,00,000
Advance for Office Space	-	-	-	-	-	15,00,000
Refund of Advance	-	-	-	-	-	15,00,000
Outstanding Payables:						
Remuneration	2,95,856	-	-	-	-	-
Fixed Deposit	-	1,50,00,000	19,00,000	11,00,000	31,00,000	19,00,000
Interest	-	58,575	81,344	38,934	135,087	81,626

9. Defined Benefit Plans as per Actuarial Valuations as on March 31, 2008 and recognised in the financial statements in respect of Employee Benefit Schemes:

	This Year Gratuity Unfunded	Previous year Gratuity Unfunded
I. Change in Present Value of Obligation		
Present value of the obligation at the beginning of the year	1799248	33,19,082
Current Service Cost	425254	2,36,713
Interest Cost	125947	2,65,527
Actuarial (Gain)/Loss on Obligation	414859	(20,22,074)
Benefits Paid	(196759)	-
Present value of the obligation at the end of the year	2568549	17,99,248
II. Change in Plan Assets		
Fair value of Plan Assets at the beginning of the year	-	-
Expected return on Plan Assets	-	-
Actuarial Gain/(Loss) on Plan Assets	-	-
Contributions by the Employer	-	-
Benefits Paid	-	-
Fair value of Plan Assets at the end of the year	-	-
III. Amounts Recognised in the Balance Sheet		
Present value of Obligation at the end of the year	25,68,549	17,99,248
Fair value of Plan Assets at the end of the year	-	-
Net Asset/(liability) recognized in balance sheet	(25,68,549)	(17,99,248)
IV. Amounts Recognised in the statement of Profit and Loss		
Current Service Cost	4,25,254	2,36,719
Interest cost on Obligation	1,25,947	2,65,527
Expected return on Plan Assets	-	-
Net Actuarial (Gain)/Loss recognised in the year	41,4,859	(20,22,074)
Net Cost included in Personnel Expenses	9,66,060*	(15,19,834)*
*The above net cost excludes gratuity of the year amounting to Rs.9,982/- (previous year Rs.22,83,387/-) paid payable in respect of resigned/retired and terminated employees before 31.03.2009.		
V. Actuarial Assumptions		
Discount Rate	7%	8%
Expected Rate of Return on Plan Assets	-	-
Salary Escalation Rate	6.5	5.5
Employee Turnover	Upto 30 years Upto 44 years Above 44 years	3% 2% 1%
Mortality		LIC (1994-96) duly modified

10. Earning Per Share (EPS):

(a) Calculation of Weighted Average Number of Equity Shares of Rs.10/- each		
- Number of equity share at the beginning of the year	42,38,967	42,38,967
- Total Number of equity shares outstanding at the end of the year	42,38,967	42,38,967
- Weighted average number of equity shares	42,38,967	42,38,967
(b) Net Profit (Loss) after tax available for shareholders	3,08,23,092	29,87,742
(c) Basic and diluted Earning (in Rupees) per share	7.27	0.70

11. Deferred Tax Liability (Net)

	Deferred Tax Asset/(Liability) as at 01.04.2008	Current Year (Charge) / Credit	Deferred Tax Asset / (Liability) as at 31.3.2009
Difference of Depreciation between Provision in Books and claimed in Tax Return	(2,14,94,083)	4,07,281	(2,10,86,802)
Benefits to Employees	14,97,841	(2,82,116)	12,15,725
Taxes, Cess etc.	(1,65,065)	21,289	(1,43,776)
Total	(2,01,61,307)	1,46,454	2,00,14,853

13. The company's sole business segment is manufacture and sale of Oil & De-oiled Cake (by product) and the geographical segment is India. Consequently no separate disclosure, as required under Accounting Standard 17 - Segment Reporting, is considered relevant.

14. Directors have been paid remuneration in terms of special resolution and in accordance with Schedule XIII to the Companies Act, 1956 as under:

	THIS YEAR	PREVIOUS YEAR
- Salary	1,11,30,00	11,29,000
- P.F. & Other Funds	1,33,560	1,35,480
- Gratuity	-	1,15,385
- Commission	2,95,856	-
	<u>15,42,416</u>	<u>13,79,865</u>

Computation of Profit in accordance with Section 349 and 350 of the Companies Act, 1956 for the purpose of Section 198 of the said Act is as under:-

Profit (Loss) for the year before taxation (as per Profit & Loss Account)	4,11,65,963
Add :-	
(a) Depreciation provided in the Accounts	78,13,059
(b) Director's Remuneration	15,42,416
(c) Loss on sale of Fixed Assets	2,50,855
	<u>5,07,72,293</u>
Less:	
(a) Depreciation as per section 350 of the Companies Act, 1956	78,13,056
(b) Profit on sale of Fixed Assets	1,33,73,620
	<u>2,95,85,617</u>
Profit (Loss) u/s 349/350	<u>2,95,85,617</u>
Commission @1%	<u>2,95,856</u>

In the previous year, Shri Anil Modi, Chairman & Managing Director was not paid any commission as he was not entitled for the same due to inadequate profits.

15. Amount paid/payable to Auditors : (included under Other Expenses)

	This Year	Previous Year
As Audit Fee	1,75,000	1,50,000
For Tax Audit	75,000	50,000
For Taxation Work	25,000	25,000
Towards reimbursement of expenses	-	-
Service Tax	28,325	27,810
	<u>3,03,325</u>	<u>2,52,810</u>

16. Information pursuant to para 3, 4C and 4D of Part II of Schedule VI to the Companies Act, 1956 (to the extent applicable):
(QUANTITY IN METRIC TONNES & VALUE IN LAKHS)
I CAPACITY

	LICENSED		INSTALLED	
	THIS YEAR	PREVIOUS YEAR	THIS YEAR	PREVIOUS YEAR
SOLVENT UNITS - Rice Bran and other minor oil seed and cake (On the Basis of 240 working days)	NOT REQUIRED		1,20,000	1,56,000
REFINERY UNIT* (On the Basis of 300 working days)	NOT REQUIRED		30000	15,000
(Oil Mill (on 100 Working Days)			22,500	22,500

The installed capacities, being technical matter, have been certified by the management.

II ACTUAL PRODUCTION

(including for Captive Consumption)

	THIS YEAR (QTY.)	PREVIOUS YEAR (QTY.)
a. Rice Bran Oil	26425.22	21285.305
b. Other Oils	3102.22	4535.965
c. De-oiled Rice Bran Cake	58145.952	62486.544
d. Other Cakes	6192.91	4576.235
e. Fatty	1127.495	484.30
f. Others	3293.84	1932.265

III QUANTITATIVE DETAILS OF GOODS PRODUCED
(i) OPENING STOCK OF GOODS PRODUCED

	Qty.	Value	Qty.	Value
a. Rice Bran Oil	1665.595	669.225	909.7	304.462
b. De-oiled Rice Bran	12298.244	447.120	16133.267	486.019
c. Fatty	203.375	67.30	32.385	8.03
d. Others	185.705	2.007	254.435	5.83
e. Sunflower DOC	8.748	0.53	182.194	7.61

(ii) CLOSING STOCK OF GOODS PRODUCED

a. Rice Bran Oil	1634.485	635.578	1665.595	669.225
b. De-oiled Rice Bran	5849.230	232.665	12298.244	447.120
c. Fatty	166.77	30.114	203.375	67.30
d. Other	267.875	5.228	185.705	2.007
e. Sunflower DOC	-	-	8.748	.53

(iii) TURNOVER (Excluding Loss in Transit & Inter Unit Transfer)

a. Rice Bran Oil	18005.33	7945.004	13504.68	6129.49
b. Other Oils	1651.03	935.971	3255.475	1673.33
c. De-oiled Rice Bran	63879.797	2696.382	66321.567	2591.84
d. Fatty	1164.10	233.290	313.31	129.99
e. Others	3211.67	46.503	2031	23.12
f. Sunflower DOC	2756.858	226.014	2195.736	141.45
g. Neem DOC	-	-	-	-

IV QUANTITATIVE DETAILS OF TRADED GOODS
(i) PURCHASES

a. DORB	1807.15	10.57	-	-
b. Certified Sunflower Seed	5.1	1.96	-	-

	Qty.	Value	Qty.	Value
(ii) TURNOVER				
a. DORB	1807.15	11.11	-	-
b. Certified Sunflower Seed	1.2	.50	-	-
(ii) CLOSING STOCK				
a. Certified Sunflower Seed	3.9	1.56	-	-
V RAW MATERIALS CONSUMED (including own Productions)				
(i) Indigenous:				
a. Rice Bran	70857.372	4477.27	75436.777	5441.26
b. Rice Bran Oil				
- Purchases	10951.78	4125.46	4980.67	2090.62
- Captive use	8500.92	-	7240.965	-
c. Sunflower Seed	4851.945	1087.72	3530.558	607.37
d. Sunflower Cake				
- Purchase	-	-	-	-
- Captive use	3444.8	-	2553.945	-
e. Sunflower Oil Captive	1451.19	-	1280.49	-
f. Mustard Oil	-	-	1552.16	783.31
g. Hexane (In Litres)	215551	81.76	257605	97.15
Total	315609.007	9772.22	354180.565	9019.71
Percentage	100	100	99.86	98.24
(ii) Imported:				
1. Degummed Soyabean Oil	-	-	487.36	161.34
Total	-	-	487.36	161.34
% age	-	-	.14	1.76
VI Remittance on account of dividend to non-resident shareholders				Nil
VII Value of import on CIF basis of raw material				1,61,33,738
VIII Expenditure in foreign currency				Nil
IX Earning in foreign currency				Nil
X Value of Export of F.O.B. basis				Nil

17. Figures have been rounded off to the nearest rupee and previous year figures have been updated / regrouped / rearranged wherever necessary.

As per our report of date, attached,
For K. K. JAIN & CO.,
Chartered Accountants,

s/d-
ANIL MODI
Chairman & Managing Director

s/d-
DEEPAK BANSAL
Director

s/d-
L. R. SHARMA
Chief Financial Officer

s/d-
(K.K. JAIN)
Partner
M.No.5436

s/d-
KAVITA SHIVRAJ
Company Secretary

Place: New Delhi
Dated : 2.9.2009

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

I. Registration Details
 Registration No. State Code
 Balance Sheet Date
Date Month Year

II. Capital raised during the year (Amount in Rs. Thousands)
 Public Issue Right Issue
 Bonus Issue Private Placement

III. Position of Mobilisation and Deployment of Funds (amount in Rs. Thousand)

Total Liabilities	<input type="text" value="316938"/>	Total Assets	<input type="text" value="316938"/>
Sources of Funds			
Paid-up Capital	<input type="text" value="42390"/>	Reserve & Surplu	<input type="text" value="132709"/>
		Deffered Tax (Net)	<input type="text" value="20015"/>
Secured Loans	<input type="text" value="59688"/>	Unsecured Loans	<input type="text" value="62136"/>
Application of Funds			
Net Fixed Assets	<input type="text" value="151610"/>	Investments	<input type="text" value="NIL"/>
Net Current Assets	<input type="text" value="165024"/>	Misc. Expenditure	<input type="text" value="304"/>
Accumulated Loss	<input type="text" value="NIL"/>		

IV. Performance of Company (Amount in Rs. Thousands)

Turnover	<input type="text" value="1171010"/>	Total Expenditure	<input type="text" value="1129851"/>
Profit/Loss before tax	<input type="text" value="+41159"/>	Profit/Loss after tax	<input type="text" value="30823"/>

(Please tick Appropriate box + for Profit, - for Loss)

Earning per Share in Rs. Dividend Rate %

V. Generic Names of Three Principal Products/Services of Company (as Per monetary terms)

Item Code No.	<input type="text" value="NOT KNOWN"/>
(ITC Code)	
Product Description	<input type="text" value="SOLVENT/UPGRADED VEGETABLE OILS"/>
Item Code No.	<input type="text" value="NOT KNOWN"/>
(ITC Code)	
Product Description	<input type="text" value="DEOILED CAKES"/>

For and on behalf of the Board

 Place : New Delhi
 Date : 02.09.2009

 s/d-
ANIL MODI
 Chairman and Managing Director



ANIL MODI OIL INDUSTRIES LIMITED

Regd. Office: 711, Roots Tower, District Centre, Laxmi Nagar, Delhi-110092

Attendance Slip

Regd. Folio No./Client ID :
Name & Address :
of First/Sole Shareholder :
No. of Shares held :

I hereby record my presence at the 35th Annual General Meeting of the Company on Wednesday, 30th September, 2009 at 10.30 AM at Poorva Sanskritik Kendra (PSK), 14, District Centre, Laxmi Nagar, Delhi-110092.

Signature of Member/Proxy

Note : Member/Proxy wish to attend the meeting must bring this Attendance Slip to the meeting and handover at the entrance duly signed.

Anil Modi Oil Industries Limited

Regd Off: 711, Roots Tower, District Centre, Laxmi Nagar, Delhi-110092

PROXY FORM

Regd. Folio No./Client ID :
No. of Shares held :

I/We

of.....being a Member/Members of the above named Company, hereby

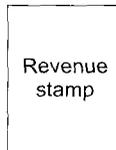
appoint..... of or ailing him/her

..... as may/our proxy to attend and vote for me/us on my/our behalf at

the 35th Annual General Meeting of the Company on Wednesday, 30th September, 2009 at 10.30 AM at Poorva Sanskritik

Kendra (PSK), 14, District Centre, Laxmi Nagar, Delhi-110092 and at any adjournment thereof.

Signed this.....day of.....2009.



Note : a) **PROXY NEED NOT BE A MEMBER.**
b) **THE PROXY FORM DULY SIGNED BY THE MEMBER(S) ACROSS A REVENUE STAMP SHOULD REACH THE COMPANY'S REGISTERED OFFICE - ANIL MODI OIL INDUSTRIES LIMITED, 711, ROOTS TOWER, LAXMI NAGAR, DELHI-110092 AT LEAST 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.**

BOOK POST

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Anil Modi Oil Industries Ltd.

711, Root Tower, District Centre

Laxmi Nagar, Delhi-110092