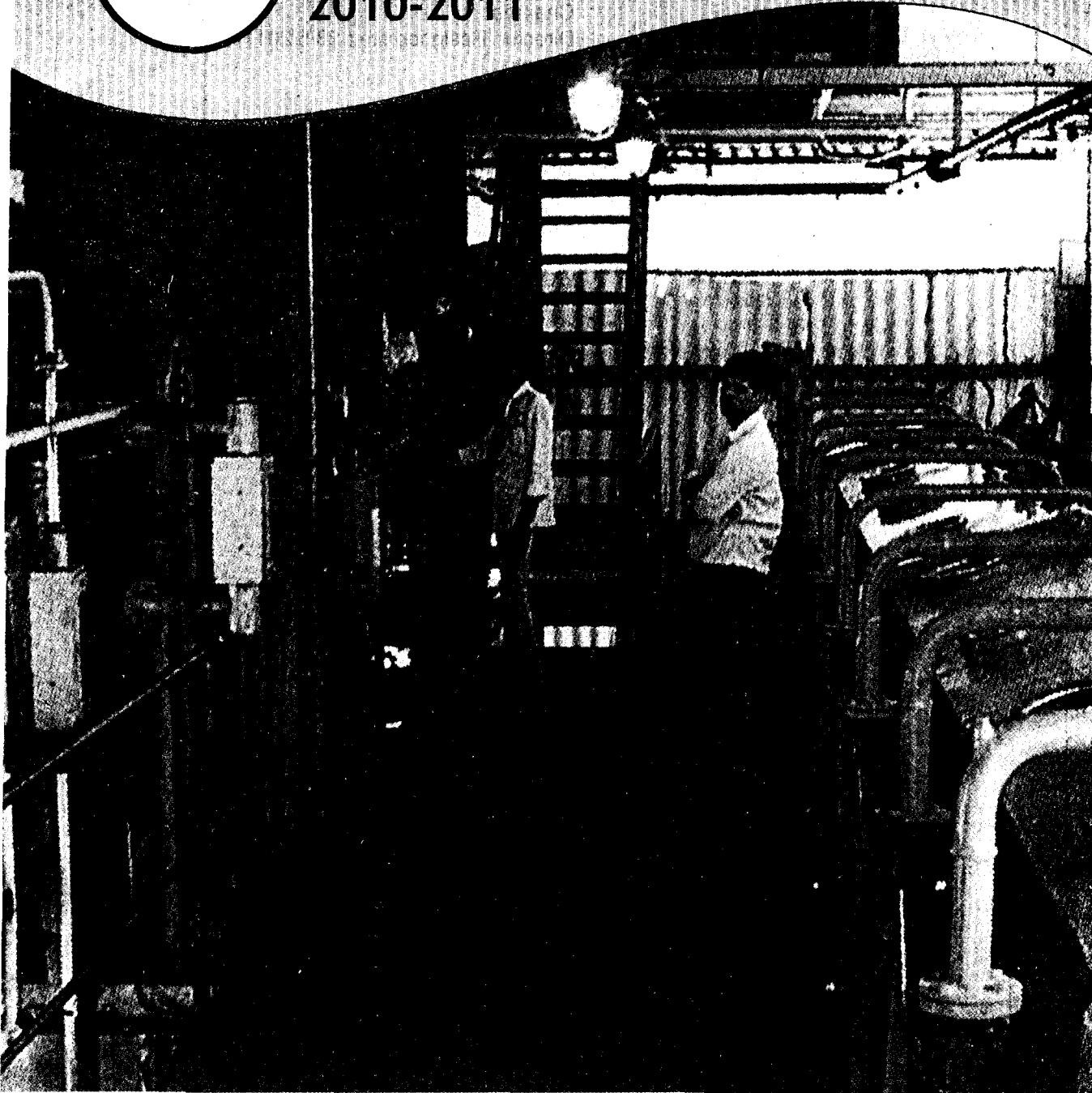


24th

**ANNUAL REPORT
2010-2011**



UMRED AGRO COMPLEX LIMITED



BOARD OF DIRECTORS

Dr. S. G. Parate	Chairman
Shri Nitin Gadkari	Director (Resigned w.e.f. 28/5/2011)
Shri Ravindra Boratkar	Director
Shri Surendra N. Mishra	Director
Shri Uday Kamat	Managing Director
Shri Arvind Bakde	Whole Time Director

REGISTERED OFFICE

"Harsh Villa", 1st Floor,
232, Hill Road, Shivaji Nagar
Nagpur 440010 (INDIA)
Tel (+) 91-712-2242564 / 2249788
Fax (+) 91-712-2249456
Email: ua_ngp@umredagro.com

WORKS

Village: Kolari, Tahsil : Chimur
Dist.: Chandrapur (M. S.)
Tel (+) 91-7170-244322 / 244323
Fax (+) 91-7170 244328
Email: kolari@umredagro.com

BANKERS

M/s Tirupati Urban Co-operative Bank Ltd.

172, Shraddhanand Peth, Nagpur-440 010

AUDITORS

M/s ANIL MARDIKAR & CO.

11, Laxmi Vaibhav Complex
Laxmi Nagar Square, Nagpur - 440010

Twenty Fourth Annual General Meeting

On Thursday, the 29th September 2011 at 4.00 p. m.
At Saraswat Sabhagrudha, Plot No. 88/1, Bajaj Nagar, Nagpur-10

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NOTICE

Notice is hereby given that the **TWENTY FOURTH ANNUAL GENERAL MEETING** of Members of **UMRED AGRO COMPLEX LIMITED** will be held at **SARASWAT SABHAGRUHA**, Plot No. 88/1, Bajaj Nagar, Nagpur-440 010 on **Thursday, the 29th September, 2011 at 4.00 p.m.**, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Profit and Loss Account for the Year ended on 31st March 2011 and the Balance Sheet as at that date and the Reports of Directors and Auditors thereon.
2. To appoint director in place of Dr. Shrawan Parate, who retires by rotation at this meeting and being eligible offers himself for re-appointment.
3. To appoint the Statutory Auditors of the Company for the financial year 2011-12 and to fix their remuneration.

SPECIAL BUSINESS:

4. To pass with or without any modification the following resolution as Special Resolution:

"RESOLVED THAT, pursuant to the provisions of Section 198, 269, 310, 314, Schedule XIII, and other applicable provisions, if any, of the Companies Act, 1956, Articles of Association of the Company (Article No. 143 to 146) and subject to the necessary statutory approvals from Central Government/ Authorities, consent of the Company be and is hereby given for the appointment of **Shri Uday Kamat**, as Managing Director of the Company for a period of 3 years with effect from 1st October 2011 on the terms and conditions as set out in the explanatory statement.

5. To pass with or without any modification the following resolution as Special Resolution:

"RESOLVED THAT, pursuant to the provisions of Section 198, 269, 310, 314, Schedule XIII, and other applicable provisions, if any, of the Companies Act, 1956, Articles of Association of the Company (Article No. 143 to 146) and subject to the necessary statutory approvals from Central Government/ Authorities, consent of the Company be and is hereby given for the appointment of **Shri Arvind Bakde**, as Whole Time Director of the Company for a period of 3 years with effect from 1st October 2011 on the terms and conditions as set out in the explanatory statement.

By Order of Board of Directors

Place: Nagpur
Date: 13th August 2011

Arvind Bakde
DIRECTOR

Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956

ITEM NO. 4 & 5:

Earlier tenure of the managerial personnel namely, **Shri Uday S. Kamat**, Managing Director and **Shri Arvind Bakde**, Whole Time Director, (Oct. 2008 Sept. 2011) was approved by the shareholders in the Annual General Meeting of the Company held on 27th September, 2008. Subject to the requisite approvals (from the shareholders at the Annual General Meeting; Central Government, if applicable etc.), their reappointment and revision of remuneration needs to be considered for next Three years.

The brief introductions of the appointees are as follows:

Shri Uday Kamat, 48, (B.E. (Mech), AICWA, DBM) is associated with the Company as Promoter-Director. He has a wide industrial experience about 28 years. As a Managing Director he has been looking after the over all management of the Company. He had been a past Vice President of The Soybean Processors' Association of India, Indore.

Shri Arvind Bakde, 52, is associated with the Company as Promoter-Director. He is Graduate in Electrical Engineering (IIT Delhi) and PGDM in Marketing (IIM Kolkata).

He has a wide industrial experience of about 27 years. As Works Director, he looks after Production and Maintenance operations of plant.

The terms of the appointment of Managing Director and Whole Time Director are as follows:

Period of Appointment: 3 years Effective from 1st October 2011.

II. Salary: **Shri Uday S. Kamat** : Basic Rs. 97500 p.m.

Shri Arvind W. Bakde: Basic Rs. 90000 p.m.

Name	Designation	Proposed Scale Per Month
Uday S. Kamat	Managing Director	(97500 -7500 - 112500)
Arvind W. Bakde	Whole Time Director	(90000 -7500 - 105000)

III: Commission: 1% of the net profit of the Company computed in the manner referred to in Section 198 and 309 of the Companies Act, 1956

IV. Perquisites

A) Housing:

i) The expenditure of the Company on hiring unfurnished accommodation for the Managing Director /Whole Time Director will be subject of ceiling of 60% over and above 10% payable by the Managing Director /Whole Time Director.

ii) In case the accommodation is owned by the Company, 10% of the salary of the Managing



Director /Whole Time Director shall be deducted by the Company.

- iii) In case no accommodation is provided by the Company, the Managing Director /Whole Time Director shall be entitled to HRA subject to ceiling laid down in (I) above.
- a) Reimbursement of Medical Expenses: Medical Expenses incurred by the Managing Director /Whole Time Director for the self and family including dependent mother and father subject to the ceiling of 1 month salary per year or 3 months salary in block of 3 years shall be reimbursed.
- b) Subscription to two clubs except Admission and Life Membership Fees.
- c) Personal accident insurance, subject to payment of premium not exceeding Rs. 10,000/- p.a.

These shall be evaluated as per Income Tax Rules where ever applicable and at actual cost to the Company.

B) Other Perquisites

Shri Uday Kamat and Shri Arvind W. Bakde shall also be eligible to the following perquisites, which shall not be included in the computation of the ceiling on remuneration specified at II above.

- a) Contribution to Provident Fund, Superannuating Fund or annuity fund, to the extent these either singly or together are not taxable under Income Tax Act, 1962.
- b) Gratuity payable at a rate not exceeding half month's salary for each completed year of service
- c) Encashment of leave at the end of tenure.

II) Leave Travel Concession

Leave Travel concession for self and family, including dependent father and mother, to and from any place in India, once in a year in accordance with the rules of the Company.

All other expenses incurred by them, in connection with the business of the Company to be reimbursed.

The above remuneration is within the ceiling laid down in sections 198, 269, and 309 read with Schedule XIII of the Companies Act, 1956 as modified circulars issued by the

Company Law Board/ Department of Company Affairs from time to time. Further, other information as required to be provided under Schedule XIII of the Companies Act 1956 is covered in the Directors' Report and Corporate Governance Report.

In terms of Articles 144 of the Articles of Association of the Company, Shri Uday Kamat and Shri Arvind Bakde, shall not be liable for retirement by rotation during their tenure as Managing Director and Whole Time Director, respectively.

None of the Directors except Shri Uday Kamat and Shri Arvind Bakde are interested in the said resolutions.

By Order of Board of Directors

Place: Nagpur
Date: 13th August 2011

Arvind Bakde
DIRECTOR

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote instead of himself and such Proxy need not be a member. A proxy so appointed shall not have any right to speak at the meeting. Proxy forms, in order to be effective must be received by the Company not less than forty-eight hours before the scheduled time for the meeting.
2. The Register of Members and Share Transfer Book of the Company will remain closed from Wednesday the 28th September 2011 to Thursday 29th September 2011 (Both days inclusive).
3. Members are requested to bring with them their copies of the accounts and reports at the meeting.
4. Members are requested to send their queries, if any, in writing at least 10 days in advance of the date of the meeting.
5. Members/ Proxies are requested to bring the Attendance Slip attached herewith, duly filled in, for attending the meeting.



DIRECTORS' REPORT

To

The Members,

Your Directors hereby present their Twenty Fourth Annual Report on the business and operations of the Company and financial statements for the year ended 31st March 2011.

(Rs. In Lacs)

Financial Results	Year ended on 31-Mar-2011	Year ended on 31-Mar-2010
Sales Turnover	9388.24	1827.01
Job Work/Other Income	238.06	381.94
Total Income	9626.30	2208.95
Profit Before Interest, Depreciation and Tax (PBITD)	270.53	198.48
Interest & Financial Expenses	128.47	110.53
Depreciation	74.62	76.31
Profit/(Loss) Before Tax	54.95	11.64
Profit/(Loss) After Tax	54.95	11.64
Profit / (Loss) brought forward	(1533.17)	(1544.82)
Profit / (Loss) carried forward	(1478.23)	(1533.17)

DIVIDEND

For the year ended on 31st March 2011, in the view of the accumulated losses, despite of improved profit, the Directors regret their inability to recommend any dividend.

OPERATIONS

During year 2010-11, the Company continued with its processing arrangement with M/s Cargill India Pvt. Ltd. (Cargill). Under Soybean processing operations, the volumes/ Capacity Utilisation has been higher than previous year, how ever the profit margin is not commensurate with the turnover. Further, in view of availability of working capital funds, the Company successfully opted for trading operations of Soy meal locally.

In view of the above, the Company recorded a substantially higher Total Income of **Rs.9626 Lacs (Rs. Rs.2209 Lacs - Last year)**, including **Rs.238 Lacs (Rs. 382 Lacs)** towards Job Work Charges. While the Company processed 45646 MT (26237 MT) in Solvent Plant, it processed 2163MT (3041 MT) in Refinery.

During the year, the Company achieved an Operating Profit of Rs. 271 Lacs (Rs. 199 Lacs) and a Net Profit of Rs. 55 Lacs (Rs. 12 Lacs).

FUTURE OUTLOOK

For Kharif Season 2011-12, the average rainfall this year is expected to be in the normal range. While, the area under Soybean cultivation for Maharashtra is reported to be 30.46 Lac Hectares (approx. 35% Higher), the area for Vidarbha is reported to be 17.32 Lac Hectares (approx. 22% Higher). The crop condition is reportedly excellent in Maharashtra and at all India level. However, the yield estimates, have to be suitably factored considering variations in agro-climatic conditions.

The Company's processing arrangement with Cargill shall be continued during year 2011-12. The financial assistance by way of Working Capital & Term Loan for installation of Lecithin Plant was made available to the Company by M/s Tirupati Urban Cooperative Bank Ltd. In view of the value addition, your Company shall be encouraged to step up Own processing operations for

Refinery in particular. The management is looking forward to a favourable processing season.

REHAB SCHEME IMPLEMENTATION

During the year, a Modified Rehab Scheme (MRS-2004) sanctioned by Hon'ble BIFR was under implementation. As per the directives of Hon'ble BIFR, the Company had moved Miscellaneous Application No. 77/2011 and sought various reliefs w.r.t. MSEDCL & Sales Tax Dues etc. The Company is awaiting the directives from Hon'ble BIFR, in this regard.

DIRECTORS

Shri Nitin Gadkari resigned from the office of Director on 28th May 2011 due to his preoccupation. His resignation was approved by the Board of Director in the meeting held on 13th August 2011. The Board of Directors put on record its appreciation towards the kind cooperation and valuable guidance provided by Shri Nitin Gadkari during his tenure.

Dr. Shrawan Parate, Director will retire by rotation at the end of ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The Board of Directors commend to re-appoint him as Director of the Company.

The Term of Shri Uday Kamat and Shri Arvind Bakde, as Managing Director and Whole Time Director respectively end on the 30th September 2011. The Board of Directors has passed the resolution appointing both Shri Uday Kamat as Managing Director and Shri Arvind Bakde as Whole Time Director for further period of three years vide in its meeting held on 13th August 2011. The Board of Directors commends to pass the Special resolution appointing both the appointees as mentioned in the item no. 4 and 5 of the Notice.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 217 (2AA) of the Companies Act, 1956, the Directors confirm:

1. That in the preparation of annual accounts, the applicable accounting standards having generally been followed along with proper explanation relating to material departure.
2. That the Directors have selected such accounting policies and have applied them consistently and made judgments and estimates that are reasonable and



prudent, so as to give a true and fair view of state of affairs of the Company, at end of the financial year and of the profit and loss of the Company for that period.

3. That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the companies Act, 1956, for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
4. That the Directors have prepared the annual accounts on a going concern basis (based on the Modified Rehab Scheme approved by Hon'ble BIFR being under implementation).

INSURANCE:

Fixed and Current Assets of the Company are adequately insured.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGOINGS.

Additional information in accordance with provisions of Section 217(I) (e) of the companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, is given Annexure 1 of this report.

PERSONNEL

In respect of particulars of employees, as required under Section 217 (2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, during the period under review, there were no employees employed throughout the year and were in receipt of remuneration of Rs. 24,00,000/- or above and employed for part of the year and were in receipt of Rs. 2,00,000/- p.m. or above.

AUDITORS

M/s Anil Mardikar & Company, Chartered Accountants, Auditors of the Company retire at ensuing Annual General Meeting and being eligible offer themselves for

reappointment. The company has obtained a certificate as required under Section 224 (1-B) of the Companies Act, 1956, from the Auditors to the effect that their reappointment, if considered, would be in conformity with the limit specified in the said section.

COMMENTS ON THE AUDITORS' REPORT

About the observations made in the Auditors' Report and Annexure thereto, in the opinion of the management, the Company is consistent in its policy regarding (i) treatment of retirement benefits, (ii) valuation of stock of Finished Goods and Work in Progress and (iii) regarding Sales Tax Dues.

ACKNOWLEDGEMENT

Your Directors gratefully acknowledge the unstinted support and co-operation received from the Hon'ble BIFR, ICICI Bank Ltd., Tirupati Urban Co-operative Bank Ltd, MNP Group, PURTI Group, Cargill, esteemed customers, shareholders and suppliers, during the year under review.

Place: Nagpur For and on behalf of the Board

Date: 13th August 2011

Dr. S. G. Parate

CHAIRMAN

ANNEXURE 1 TO THE DIRECTORS' REPORT

Additional information in accordance with provisions 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 and forming part of the Directors' Report.

CONSERVATION OF ENERGY

- a. The Company uses Flash Heat Recovery Systems in Solvent Plant and in Refinery and makes optimum use of steam received from M/s. Yash Agro Energy Ltd.
- b. During 2010-11, average utilization (for Solvent Plant) being higher, unit consumption for Coal/ Fuel equivalent (steam) is significantly lower.
- c. Total energy consumption and energy consumption per unit of production as per Form - A of the Annexure to Rule.

FORM A"

Form for disclosure of Particulars with respect to Conservation of Energy

A) POWER AND FUEL CONSUMPTION	For year 2010-11	For year 2009-10
Power/ Electricity		
Purchased Units (Kwh)	2039643	1471968
Total Amount (Rs.)	12319730	8522300
Rate (Rs./Unit)	6.04	5.79
Coal / Husk (for Boiler & TFHS)		
Quantity in MT.	1954	3427
Total cost (Rs.)	4242689	7464006
Average Rate (Rs./MT)	2172	2178
B) CONSUMPTION (Per MT of Processing)	For year 2010-11	For year 2009-10
Oilseeds Processed (MT)	45646	26238
Raw Oil Refined (MT)	2163	3042
Electricity (Units per MT of Input)		
Solvent Plant	41	46
Refinery	82	91
Coal/ Fuel Equivalent (Steam) (In MT per MT of Input)		
Solvent Plant	0.082	0.105
Refinery	0.204	0.224

**"FORM B"**

(Form for disclosure of particulars in respect of Technology Absorption, Adaptation and Innovation)

RESEARCH AND DEVELOPMENT

The company shall continue its efforts towards reduction of utilities consumption (Power/Hexane/ Chemicals) and improvement in production processes.

Expenditure on R. & D.

i) Capital	: Nil
ii) Recurring	: At present not significant
iii) Total	: As per (ii) above
iv) As % of turnover	: As per (ii) above

TECHNOLOGY ABSORPTION AND INNOVATION

The Company has not imported any technology as yet.

FOREIGN EXCHANGE EARNING & OUTGOINGS

The Foreign Exchange Earnings during the financial year 2009-10 was NIL. The outgo for the year under review was also NIL.

For and on behalf of the Board

Place: Nagpur

Dr. S. G. Parate

Date: 13th August 2011

CHAIRMAN

MANAGEMENT DISCUSSION AND ANALYSIS**Company Background**

The Company is engaged in the processing of Soybean/ other oilseeds, marketing of edible oils in domestic market and de-oiled cakes in domestic and international markets. The Company has a Solvent Extraction Plant, Refinery & a Lecithin Plant located at Village Kolari, Tahsil Chimur, Dist. Chandrapur (Maharashtra). A Rehab Scheme (MRS-2004) sanctioned by Hon'ble BIFR, is under implementation. To supplement Own operations, the Company has tied up for Job processing with M/s Cargill (I) Pvt. Ltd.

Industry Structure and Developments

India being the largest importer of edible oils in the world, the domestic edible oil industry plays a pivotal role by way of value addition and saving of precious foreign exchange. On the other hand, with export of Soy meals/ extractions, it contributes to the foreign exchequer, in a big way. With huge consumer market to cater to, industry is marked by entry of big / multinationals corporations, not only by way of trade operations but also by long term investments in processing facilities.

Opportunities and Threats

A fast growing economy and demand for Non-GMO grade Lecithin has opened a huge opportunity for Indian Soybean processors. However, the industry outlook largely depends on adequate & timely monsoon, conducive Government policy and favourable export market for Soy meal.

Business Outlook

Being in the business of import substitution, increasing health awareness and use of Soybean products (Refined Oil and other value added products - Lecithin etc.), the Company is optimistic about better performance in near future.

Risks and Concerns

Faced with the vagaries of monsoon, this agro-based industry has to tackle the uncertainties of raw material availability, low capacity utilization and volatile international prices of edible oils & Soy meal.

The Company holds positions in commodities viz. Soy seed, Meal & Oils, by way of contractual obligation for physical trading / at Commodity Exchanges, price fluctuations therein may affect profitability.

Internal Audit Adequacy

The Company's Internal Audit Section operates under the guidance of a qualified Chartered Accountant, to ensure internal checks and balances in finance and accounting aspects.

Financial Review

This aspect is dealt with in the beginning of this report. However, the Company continues to be a sick industrial unit registered with BIFR, with accumulated losses of Rs. 1478 Lacs, as at 31st March 2011.

Human Resources Relations

Human resources relations remained cordial and the management received full co-operation from the employees during the year. The employee strength as on 31st March 2011 was 96.

Forward looking statement-Cautious Statement

Forward-looking statements in the 'Management Discussion and Analysis' section are based on certain assumptions/expectations of future events and are stated as required by applicable laws and regulations. Actual results could differ materially from those expressed or implied. Major factors that could make the difference to the Company's operations could be agro-climatic conditions, government policy, domestic & international market conditions and such other factors, which are beyond control of the management.



CORPORATE GOVERNANCE REPORT

(Pursuant to Clause 49 of the Listing Agreement)

1. Company's Philosophy on Code of Governance:

The Company's philosophy on Corporate Governance envisages maintaining a high level of disclosure and transparency in all its operations. It aims at enhancing the shareholders values over a period of time.

2. Board of Directors

The Board of Directors of the Company consists of Professionals and Technically qualified Individuals. The Board works through its various committees constituted to oversee specific operational areas. There are 4 committees constituted by the Board of Directors namely Audit Committee, Remuneration

Committee, Shareholders' Grievance Committee and Share Transfer Committee. The total strength of Board as on 31st March 2011 is 6 Directors including 3 Promoter Directors and 3 Independent Directors.

Meetings of the Board of Directors

The Board of Directors met 5 times during the year under review on following dates:

- | | |
|------------------------------------|------------------------------------|
| (1) 15 th May 2010 | (2) 5 th July 2010 |
| (3) 14 th August 2010 | (4) 15 th November 2010 |
| (5) 15 th February 2011 | |

Attendance of each Director at Meeting of Board of Directors and last AGM of the Company

Directors	Category	No. of Board Meetings Held	No. of Board Meeting attended	Attendance at Last AGM	No. of Directorship in other Companies including Private companies	No. of membership in various committees of other Companies
Dr. Shrawan G. Parate	CNED	5	5	Y	--	NIL
Shri Nitin Gadkari*	I-NED	5	2	N	8	NIL
Shri Ravindra V. Boratkar	I- NED	5	3	Y	6	1 Committee
Shri Surendra N Mishra	I-NED	5	5	Y	1	NIL
Shri Uday S. Kamat	NID- MD	5	5	Y	4	NIL
Shri Arvind W. Bakde	NID-WTD	5	5	Y	NIL	NIL

*Resigned w.e.f. 28th May 2011

C- NED : Chairman and Non Executive Director
 I NED : Independent and Non Executive Director
 NID- MD : Non Independent Director
 Managing Director
 NID-WTD: Non Independent Director
 Whole Time Director

- 3) Zero Mile Consultants Private Limited
- 4) GMT Mining and Power Private Limited

Shri Arvind Waman Bakde

Qualification : B.Tech. (Elec.), P.G.D.M.
 Experience : 27 yrs of Industrial Experience.
 Directorship in other Companies : NIL

3. Details of Directors seeking appointment / re-appointment

Dr. Shrawan Parate

Qualification: : M B B S.
 Experience : 40 yrs. experience in
 Administration & Management
 Directorship in other Companies : NIL

Shri Uday Shankar Kamat

Qualification : B.E. (Mech.), A.I.C.W.A., D.B.M.
 Experience : 28 yrs of Industrial Experience.
 Directorship in other Companies :
 1) Yash Agro Energy Limited
 2) Nagpur Imports and Exports Private Limited

4. Audit Committee

The Audit Committee of the Directors considers matters generally specified in the clause 49 (ii) (D) of the Listing Agreement i.e. suggesting to the Board of Directors, the accounting policies and procedures, Accounting Standards to be implemented, reviewing the accounts/financial Statements, advising the Board regarding internal control in respect of inflow and outflow of the cash and its management, interacting with Statutory and Internal Auditors of the Company etc.

Members of the Audit committee are as follows:



Sr. No.	Names	Status	Designation
1	Surendra N. Mishra	Independent Non Executive Director	Chairman
2	Shri Ravindra Boratkar	Independent Non Executive Director	Member
3	Dr. S. G. Parate	Promoter- Non Executive Director	Member

The Audit Committee held 5 meetings during the Financial year under review on 15th May, 2010, 14th August 2010, 15th November 2010 and 15th February 2011.

5. Remuneration to Directors

The Board of Directors has constituted a Remuneration Committee for the purpose of deciding appointment/ re-appointment of Managing Directors/ Whole Time Directors etc and remuneration and compensation payable to them. The Members of the Committee are as follows:

Sr. No.	Names	Status	Designation
1	Shri Nitinji Gadkari*	Independent Non Executive Director	Chairman
2	Shri Ravindra V. Boratkar	Independent Non Executive Director	Member
3	Dr. S. G. Parate	Promoter- Non Executive Director	Member

* Resigned w.e.f. 28th May 2011. During the financial year under review no meeting was held.

Details of Remuneration/Sitting Fees paid to Directors during the Financial Year 2010-11:

Names	Salary	Perquisites	Others	Sitting Fees	Total
Dr. Shrawan G. Parate	--	--	--	15,000	15,000
Shri Nitinji J. Gadkari	--	--	--	6,000	6,000
Shri Surendra N. Mishra	--	--	--	15,000	15,000
Shri Ravindra V. Boratkar	--	--	--	9,000	9,000
Shri Uday S. Kamat	10,35,000	6,41,700	10,000	--	16,68,700
Shri Arvind W. Bakde	9,45,000	5,85,900	10,000	--	15,40,900
Total	19,80,000	12,27,600	20,000	45,000	32,72,600

Remuneration package to Executive Directors as per the provisions of Schedule XIII of the Companies Act, 1956 and approved by the shareholders, includes Salary, HRA, Contribution to PF and other allowances.

6. Shareholders' Grievance Committee

The Shareholders' Grievance Committee looks after matters relating to share transfer and complaints of the investors regarding non-receipt of shares after transfer, non-receipt of Annual Reports/ dividends or such related complaints and other queries. The members of the Committee are as follows:

Sr. No.	Names	Status	Designation
1	Shri Ravindra V. Boratkar	Independent Non Executive Director	Chairman
2	Dr. S. G. Parate	Promoter- Non Executive Director	Member
3	Shri Arvind Bakde	Non-Independent Executive Director	Member

The Committee held 4 meetings for the determination and resolving the investors' grievances and complaints. During the year, the Company received One complaint, which was duly resolved.

Share Transfer Committee

In addition to committees as required under the Listing Agreement, the Company has separate Share Transfer Committee, which looks in to the matter relating to transfer of Shares in physical form. During the year, the committee transferred 26500 Shares. Members of the Committee are as follows:

Sr. No.	Names	Status	Designation
1	Dr. S. G. Parate	Promoter- Non Executive Director	Chairman
2	Shri Ravindra V. Boratkar	Independent Non Executive Director	Member
3	Shri Arvind Bakde	Non-Independent Executive Director	Member

7. General Body Meetings

Location and time where last three Annual General Meetings were held:

Year	Type of Meeting	Venue	Date	Time
2009-10	AGM	Saraswat Sabhagruha, Plot No.88/1, Bajaj Nagar, Nagpur – 440010	29 th September 2010	4.00 p.m.
2008-09	AGM	Saraswat Sabhagruha, Plot No.88/1, Bajaj Nagar, Nagpur – 440010	29 th September 2009	4.00 p.m.
2007-08	AGM	Saraswat Sabhagruha, Plot No.88/1, Bajaj Nagar, Nagpur – 440010	27 th September 2008	4.00 p.m.



All Resolutions are generally passed by way of show of hands. Resolutions were put through postal Ballot & passed last year, however, none is proposed this year.

8. Certificate by CEO/CFO

The Board of Directors recognises Managing Director of the Company as CEO and Vice President as CFO for the limited purpose of compliance under the listing Agreement. In terms of revised Clause 49 of Listing agreement, the Board of Directors has obtained the necessary certificate from CEO & CFO, which states that, the financial statements present a true and fair view of the Company's affairs and are compliant with existing accounting standards, internal control and disclosure.

9. Disclosure regarding transactions with Promoters / Directors or Management

There is no materially significant transaction made by the Company with its Promoters, Directors or the Management or their relatives etc., which have potential conflict with the interest of the Company at large.

Under BIFR approved Rehab Scheme, the Company has entered into a strategic alliance with Purti Group for financial assistance. Shri Nitinji Gadkari and Shri Ravindra Boratkar are Directors on various companies of Purti Group.

As a Co-gen partner, the Company has an agreement with M/s Yash Agro Energy Limited (YASH), a bio-mass based power generating company, for supply of Steam & Power. Shri Uday Kamat, is Managing Director on the Board of YASH.

During the year, the Company had transactions with M/s Nagpur Import & Exports Pvt. Ltd. (Nagimpex), a Soy meal trading company. Shri Uday Kamat is a Director on the Board of Nagimpex.

During the year 2010-11, there were no strictures or penalties imposed on the Company by the Stock Exchanges or any Statutory Authority for non-compliance of any matter related to the Capital Market.

10. Means of Communication

The quarterly Financial Results are generally published in the national Daily newspaper "Indian Express" in English and Local Marathi Daily "Loksatta", which are widely circulated. The Company does not furnish the information to each shareholder individually.

The Management Discussion and Analysis Report forms part of this Annual Report.

11. Shareholders' General Information

a. **Annual General Meeting:** Annual General Meeting of the Company will be held on Thursday the 29th September 2011 at 4.00 p.m., at Saraswat Sabhagraha, Plot No. 88/1, Bajaj Nagar, Nagpur- 440010.

b. **Date of Book Closure:** Wednesday the 28th September 2011 to Thursday the 29th September 2011 (both days inclusive) for the purpose of Annual General Meeting.

c. **Financial Calendar (Tentative):**

Results for quarter ended on 30th June, 2011 :
13th August 2011

Annual General Meeting : 29th Sept. 2011

Results for quarter ending : Second Week of
on September 2011 November 2011

Results for quarter ending : Second Week of
on December 2011 February 2012

Results for the quarter : Second Week of
ending on March 2012 : May 2012

d. **Listing on Stock Exchange:**

The Company's Shares have been listed on the Bombay Stock Exchange Limited, Mumbai.

e. **Dematerialisation of Securities:** The Company proposes to apply again to NSDL/ CDSL for dematerialisation of Equity Shares. The Company being a sick industrial unit, NSDL/CDSL has not allowed dematerialisation of securities of the Company. However, transfer of shares is being carried out in physical form by the company.

f. **Stock Price Data:** The Company's Shares have not been traded in the Bombay Stock Exchange from 22nd September, 2008 onwards, wherein the Share Price had closed on Rs. 6.25/- per Share.

g. **Share Transfer:** Share Department makes transfer of Shares of the Company in-house at Registered Office of the Company at 232, "Harsh Villa", Hill Road, Shivaji Nagar, Nagpur 440 010.

h. **Share Transfer System:** At present, all shares are in physical form. On receipt of the transfer request, at Share Department of the Company, the form is verified by the concerned officer for signature of the transferor etc. If the transfer deeds along with Share certificates in physical form are found in order, it is submitted to Share Transfer Committee of the Directors for its consideration. Upon approval by the committee, necessary correction is made in Members' Register. For this purpose, near



about 15 days period is taken for completion of the transfer and dispatch of Share Certificates to transferees. For this purpose the SEBI Guidelines, provisions of Listing Agreement and of Companies Act, 1956 and Articles of Association of the Company are generally followed.

i The distribution of Shareholding as on 31st March 2011 was as follows:

Particulars		No. of Shares Held	% age of total Share Capital
Promoters			
Directors and their Relatives		12,98,200	16.07
Associate of Promoters		43,70,600	54.09
Individuals	8,50,000		
Bodies Corporate	35,20,000		
Non-Promoters			
Financial Institutions/Banks/Mutual Funds		3,07,200	3.80
Corporate Bodies		2,39,000	2.96
NRI/OCB/FII		87,800	1.08
Other Individuals		17,77,800	22.00
Total		80,80,600	100.00

j. ADRs/ GDRs: The Company has not issued any GDR/ADR/Warrants or any convertible instruments/securities.

k. Works (Plant Location): The Solvent Extraction Plant and Vegetable Oil Refinery of the Company is located at Village Kolari, Tah. Chimur, Dist. Chandrapur, Maharashtra, 80 KMs. from Nagpur on the Nagpur Nagbhir Chandrapur State Highway.

l. Address for Correspondence/ Compliance Officer:

Shri Arvind Bakde

Whole Time Director/ Compliance Officer

UMRED AGRO COMPLEX LIMITED

232, "Harsh Villa", 1st Floor, Hill Road, Shivaji Nagar, Nagpur 440010 (Maharashtra)

Ph. No. 0712- 2242564, 2249788,

Fax : 0712- 2249456

E-mail: ua_ngp@umredagro.com

Certificate of Auditors on Corporate Governance Report

To
The Members of
Umred Agro Complex Limited

We have examined the compliance of conditions of Corporate Governance by Umred Agro Complex Limited, for the year ended on 31st March 2011, as stipulated in clause 49 of the Listing Agreement of the said Company with Stock Exchange.

The Compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementations thereof adopted by the Company for ensuring compliance with the conditions of the certificate of 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.

During the year, there was delay in publication of financial results for the quarters, in newspapers, subject to this, in our opinion and to the best of our

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

Place: Nagpur
Date: 13th August 2011

For Anil Mardikar & Co.
Chartered Accountants
FRN-100454W
(Anil Mardikar)
Partner
M. No. 32778



AUDITOR'S REPORT

To
The Members of Umred Agro Complex Limited

1. We have audited the attached Balance Sheet of Umred Agro Complex Ltd., as at 31st March 2011 and also the Profit and 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.
2. We have 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.
3. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we enclose in the Annexure hereto a statement on the matters specified in paragraphs 4 and 5 of the said Order to the extent applicable.
4. Further to our comments in the Annexure referred to above, we report that:
 - a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the company so far as appears from our examination of those books.
 - c) The balance sheet and profit and loss account dealt with by this report are in agreement with the books of account.
 - d) In our opinion, the Balance Sheet and Profit and Loss account dealt with by this report comply with the mandatory accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 to the extent applicable except
 - i) Treatment of employees benefits as per Accounting Standard-15 (Revised 2005), as stated in serial no.10 of significant accounting policies - Schedule 17.
 - ii) Stock of Bye- Products, which is valued at Net Realizable Value.
 - e) On the basis of written representations received from the directors, as on 31st March 2011 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March 2011 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;
 - f) Subject to our observations in Para 4 (d) above, In our opinion to the best of our information and according to the explanations given to us, the said accounts read together with the Significant Accounting Policies and other notes thereon give the information required by the Companies Act, 1956, in the manner so required, and present a true and fair view in conformity with the accounting principles generally accepted in India:
 - i) In so far as it relates to Balance Sheet, of the state of affairs of the Company as on March 31, 2011;
 - ii) In so far as relates to the Profit & Loss Account, of the profit of the Company for the year ended on that date; and
 - iii) In so far as it relates to the Cash Flow Statement, of the cash flow of the Company for the year ended on that date.

Place: Nagpur
Date: 13 August 2011

For Anil Mardikar & Co.
Chartered Accountants
FRN-100454W
(Anil B. Mardikar)
Partner
Mem.No.32778



ANNEXURE TO AUDITOR'S REPORT

(Referred to in paragraph (3) of our report of even date)

1. In respect of its Fixed Assets:
 - a) The Company has maintained records showing particulars regarding quantitative details and situation of Fixed Assets. However the format for this purpose differs from the one suggested under CARO-2003.
 - b) According to the information and explanations given to the fixed assets have been physically verified by the management at reasonable interval of time. In our opinion, the frequency of verification is reasonable having regard to the size of the company and the nature of fixed assets. To the best of our knowledge, no material discrepancies were noticed on such verification.
 - c) During the year company has not disposed off substantial part of fixed assets. Accordingly the provisions of clause 4(i) (c) of the companies (Auditor's Report) order 2003 are not applicable to the company.
2. In respect of its inventories:
 - a) As explained to us, the inventory has been physically verified during the year by the management. In our opinion the frequency of verification is reasonable.
 - b) In our opinion and according to information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
 - c) In our opinion and according to information and explanations given to us, the company is maintaining proper records of inventory. According to the information and explanation furnished to us, list of physical inventory is taken at the year-end and no material discrepancy noticed on such verification.
3. a) The company has not granted or taken any loans, secured or unsecured to/from companies, firms or other parties covered in the register maintained under section 301 of the companies act, 1956.
4. In our opinion and according to information and explanations given to us, there are adequate internal control systems commensurate with the size of the company and the nature of its business for the purchase of inventory, fixed assets and also for the sale of goods. During the course of our audit, no major weaknesses have been noticed in the internal control.
5. In respect of the contracts or arrangements referred to in Section 301 of the Companies Act, 1956:
 - a) In our opinion and according to information and explanation given to us, the transactions that need to be entered in to the register maintained under section 301 of the Companies Act 1956 have been so entered.
 - b) In our opinion and according to information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301 and exceeding the value of Five Lac Rupees in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
6. According to the information and explanations furnished to us, the company has not accepted any public deposits within the meaning of section 58 A and 58 AA of the Companies Act 1956.
7. According to the information and explanations given to us, the company has an internal audit system commensurate with the size and nature of its business. During the year under audit internal audit was carried out departmentally under the supervision of a Chartered Accountant.
8. The Central Government has prescribed maintenance of cost records under section 209 (1) (d) of the Companies Act, 1956 in respect of certain manufacturing activities of the Company. We have broadly reviewed the accounts and records of the company in this connection and are of the opinion, that prima facie, the prescribed accounts and records are have been maintained. We have not, however, made a detailed examination of the same.
9. a) According to the information and explanations furnished to us, during the year, undisputed statutory dues including provident fund, employees state insurance, income tax, excise duty, and other material statutory dues applicable to it have generally been regularly deposited with appropriate authorities though there has been slight delay in few months.
 - b) According to the information and explanations given to us, the following are be details of disputed dues as at the year end are as follows:



Statement of Disputed Dues

Sr. No	Name of the Institution	Nature of Dues Status	Amount (Rs. In Lacs)	Period to which the amount relates	Forum where dispute is pending
1	Sales Tax	Assessed Interest & Penalty	52.02	1991-92	Sales Tax Dept.
2	Sales Tax	Assessed Tax, Interest & Penalty	115.10	1992-93	Joint Comm. Sales Tax
3	Sales Tax	Assessed Interest & Penalty	10.95	1993-94	Sales Tax Dept
4	Sales Tax	Assessed Tax, Interest & Penalty	81.49	1994-95	Joint Comm. Sales Tax
5	Sales Tax	Assessed Tax, Interest & Penalty	31.37	1996-97	Tribunal Sales Tax
6	Sales Tax	Assessed Interest & Penalty	1.48	1997-98	Sales Tax Dept.
7	Sales Tax	Assessed Interest & Penalty	1.59	1998-99	Sales Tax Dept.
8	Sales Tax	Assessed Interest & Penalty	0.90	1999-00	Sales Tax Dept.
9	Sales Tax	Assessed Tax, Interest & Penalty	298.20	2000-01	Appellate Authority
10	Sales Tax	Assessed Tax, Interest & Penalty	367.51	2001-02	Appellate Authority
11	Sales Tax	Assessed Tax, Interest & Penalty	276.26	2002-03	Appellate Authority
12	Sales Tax	Assessed Tax, Interest & Penalty	142.86	2003-04	Appellate Authority
13	Sales Tax	Assessed Interest & Penalty	3.02	2004-05	Sales Tax Dept.

10. The accumulated losses of the company are more than fifty percent of its paid up capital and free reserves. The company has not incurred cash losses during the financial year covered by our audit and the immediate preceding financial year.
- The company is a sick industrial company within the meaning of Clause (O) of Sub section (1) of the Section 3 of the Sick industrial Companies (Special Provisions) Act 1985 (SICA). The company is implementing rehabilitation scheme sanctioned by BIFR on 24th November 2004.
11. In our opinion and according to the information and explanation given to us there are no dues payables to Financial Institutions/Banks as on 31st March 2011.
12. According to the information and explanations furnished to us, the company has not granted any loans or advances on the basis of security by way of pledge of shares, debentures and other securities. Accordingly the provision of clause 4 (xii) of the Companies (Auditor's Report) order 2003 are not applicable to the company.
13. According to the information and explanations given to us, the company is not a chit fund or a nidhi mutual benefit fund / society. Accordingly the provision of clause 4 (xiii) of the Companies (Auditor's Report) order 2003 are not applicable to the company.
14. According to the information and explanations given to us, the company is not dealing in shares, securities, debentures and other investments. Accordingly the provision of clause 4 (xiv) of the Companies (Auditor's Report) order 2003 are not applicable to the company.
15. According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from bank or financial institution.
16. In our opinion and according to the information and explanations given to us by the management, the Company has obtained & utilized Term loan of Rs. 37.50 Lacs during the year.
17. According to the information and explanations furnished to us, and on an overall examination of the balance sheet 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 and companies covered in the register maintained u/s 301 of the Act, during the year.
19. According to the information and explanations furnished to us, the company has not issued any debentures and hence the provision of clause 4 (xix) of the Companies (Auditor's Report) order 2003 are not applicable to the company.
20. The Company has not raised any monies by way of public issue during the year.
21. To the best of our knowledge and belief and according to the information and explanations given to us, no frauds on or by the company has been noticed or reported during the course of our audit.

Place: Nagpur
Date: 13th August 2011

For Anil Mardikar & Co.
Chartered Accountants
FRN-100454W
(Anil B. Mardikar)
Partner
Mem.No.32778



BALANCE SHEET AS AT 31ST MARCH 2011

(All figures in Rs.Lacs)

	Schedule	AS AT 31-Mar-11	AS AT 31-Mar-10
SOURCES OF FUNDS			
SHAREHOLDERS' FUNDS			
Share Capital	1	813.06	813.06
Reserves & Surplus	2	441.09	441.09
LOAN FUNDS			
Secured Loans	3	763.90	642.15
Unsecured Loans	4	-	28.60
Deferred Liability under Rehab Scheme		185.62	276.68
		2,203.68	2,201.59
APPLICATION OF FUNDS			
FIXED ASSETS			
Gross Block	5	1,658.79	1,599.36
Less: Depreciation		1,107.57	1,032.96
Net Block		551.21	566.41
INVESTMENTS	6	9.54	2.35
CURRENT ASSETS, LOANS AND ADVANCES 7			
A. Inventory		2,902.42	103.84
B. Sundry Debtors		237.49	250.44
C. Cash & Bank Balances		41.50	16.47
D. Loans & Advances & Other Current Assets		107.09	160.40
		3,288.51	531.15
Less:			
CURRENT LIABILITIES & PROVISIONS	8	3,123.81	431.49
NET CURRENT ASSETS		164.70	99.66
PROFIT & LOSS ACCOUNT		1,478.23	1,533.17
		2,203.68	2,201.59

Schedule "1" to "8" & "17" form integral part of the Profit and Loss Account.

For Anil Mardikar & Co.
FRN 100454W

for and on behalf of Board

Anil Mardikar
(Partner)
M.No. 32778

Dr. S.G. Parate
(Chairman)

Uday Kamat
(Managing Director)

Place : Nagpur
Date : 13th August 2011

Arvind Bakde
(Whole Time Director)



PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED ON 31ST MARCH 2011
(All figures in Rs.Lacs)

	Schedule	YEAR ENDED 31-Mar-11	YEAR ENDED 31-Mar-10
INCOME			
Sales	9	9,388.24	1,827.01
Other Income	10	238.06	381.94
TOTAL INCOME		9,626.30	2,208.95
EXPENDITURE			
Materials	11	8,751.23	1,578.58
Manufacturing Expenses	12	435.51	302.67
Personnel Expenses	13	128.02	101.52
Office & Administrative Expenses	14	27.45	24.86
Selling & Distribution Expenses	15	13.55	2.84
TOTAL EXPENSES		9,355.77	2,010.47
Profit / (Loss) before Interest & Depreciation		270.53	198.48
Less: Financial Expenses	16	128.47	110.53
Less: Depreciation for the period	5	74.62	76.31
Less: Prior Period/ Other Expenses		12.50	-
Profit / (Loss) before Tax		54.95	11.64
Less: Provision for Income Tax		-	-
Profit / (Loss) after Tax		54.95	11.64
Add: Balance from last year		(1,533.17)	(1,544.82)
Balance Carried to Balance Sheet		(1,478.23)	(1,533.17)
Basic and Dilued Earning per Share (Rs.)		0.68	0.14

Schedule "9" to "16" and "5" & "17" form integral part of the Profit and Loss Account.

For Anil Mardikar & Co.
FRN 100454W

for and on behalf of Board

Anil Mardikar
(Partner)
M.No. 32778

Dr. S.G. Parate
(Chairman)

Uday Kamat
(Managing Director)

Place : Nagpur
Date : 13th August 2011

Arvind Bakde
(Whole Time Director)



	AS AT 31-Mar-11	AS AT 31-Mar-10
Schedule - 1 SHARE CAPITAL		
a) AUTHORISED SHARE CAPITAL		
i) 98,50,000 Equity Share of 10/- each	985.00	985.00
ii) 15,000 Preference Shares of Rs. 100/-each	15.00	15.00
	1,000.00	1,000.00
b) ISSUED, SUBSCRIBED AND PAID - UP CAPITAL		
i) 80,80,600 Equity Share of 10/- each	808.06	808.06
ii) Less : Calls in Arrears	-	-
	808.06	808.06
iii) 5000 - 14% Cumulative Redeemable Preference Shares of Rs.100/- each	5.00	5.00
	813.06	813.06
Schedule -2 RESERVE & SURPLUS		
a) General Reserve		
b) Surplus in Profit & Loss Account		
c) Central Investment Subsidy	12.75	12.75
d) Share Premium	321.93	321.93
e) Capital Reserve	106.42	106.42
	441.09	441.09
Schedule - 3 SECURED LOANS AND ADVANCES		
a) Advance from Cargill (I) Pvt. Ltd. (Secured by First Charge on Fixed assets of Company)	597.51	642.15
b) Term Loan (against Hypo. of Lecithine Plant from Tirupati Urban Co.Op. Bank Ltd.)	36.54	
c) Cash Credit Limit (against Hyp. Of Stocks and Book Debts from Tirupati Urban Co. Op. Bank Ltd.)	129.85	-
Total Secured Loans	763.90	642.15
Schedule - 4 UNSECURED LOANS		
Inter Corporate Deposit	-	28.60
	-	28.60
Schedule-6 INVESTMENTS		
a) NSC/ Kisan Vikas Patra/ FDR	2.35	2.35
b) Investment-others (Bank guarantee for Govt. Dept.) -others (Shares in Private Company- Unquoted)		
b) Shares in Tirupat Urban Co. Op. Ltd. (7188 Shares of Rs. 100 Each)	7.19	
	9.54	2.35

SCHEDULE -5

FIXED ASSETS AS ON

31st March 2011

PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK	
	TOTAL GROSS BLOCK AS ON 31-Mar-10	ADDITIONS/ (DELETIONS) ADJUSTMENTS DURING THE PERIOD	TOTAL GROSS BLOCK AS ON 31-Mar-11	TOTAL DEP. UP TO 31-Mar-10	DEP. /ADJ. FOR THE PERIOD	TOTAL DEP. UP TO 31-Mar-11	AS ON 31-Mar-11	AS ON 31-Mar-10
1) Freehold land	4.46	-	4.46	-	-	-	4.46	4.46
2) Site Development	12.57		12.57	5.58	0.42	6.00	6.57	6.99
3) Building	263.36		263.36	88.94	5.23	94.17	169.20	174.43
4) Plant & Machinery	1,259.56	58.30	1,317.86	888.86	65.89	954.74	363.12	370.70
5) Electrical Installation	27.34		27.34	20.44	1.44	21.88	5.46	6.91
6) Furniture & Fixture	22.94		22.94	22.80	0.14	22.94	0.00	0.14
7) Office Equipment	1.80	0.86	2.66	1.77	0.33	2.10	0.56	0.03
8) Computers & Printers	6.52	0.27	6.79	3.88	1.06	4.94	1.85	2.64
9) Lab. Equipment	0.80		0.80	0.71	0.10	0.80	0.00	0.10
TOTAL RS.	1,599.36	59.42	1,658.79	1,032.96	74.62	1,107.57	551.21	566.41
Previous Year	1,578.27	21.09	1,599.36	956.65	76.31	1,032.96	566.41	621.62





	AS AT 31-Mar-11	AS AT 31-Mar-10
Schedule - 7		
CURRENT ASSETS, LOANS AND ADVANCES		
A) INVENTORIES		
i) Stores & Spares (Consumable)	51.69	51.99
ii) Materials (including Packing Materials)	2,467.76	15.68
iii) Chemicals, Hexane, Coal etc.	36.86	24.86
iv) Finished Goods (Including Bye Products)	346.12	11.31
	2,902.42	103.84
B) SUNDRY DEBTORS		
(Unsecured, considered good unless provided for)		
i) Over Six Months	0.62	12.41
ii) Domestic (oil/ DOC/ others)	236.87	238.03
	237.49	250.44
less : Provision for Doubtful Debts	-	-
	237.49	250.44
C) CASH AND BANK BALANCES		
i) Cash in hand	38.68	5.34
ii) Balances with Scheduled Banks in Current Account & Deposit Account	2.82	11.13
	41.50	16.47
D) LOANS AND ADVANCES		
i) Advances Recoverable in Cash Or in Kind for value to be received	2.70	4.73
ii) Claims / Charges Receivable/ Other Advances	85.41	135.05
iii) Deposits for Telephones/Telex/Power & Others	15.17	19.99
iv) Advances For Raw Materials /others	3.81	0.13
v) Prepaid Exp and other Current Assets	-	0.50
	107.09	160.40
Schedule -8 CURRENT LIABILITIES & PROVISIONS		
A) CREDITORS		
i) Creditors for Capital Expenditure	10.18	9.07
ii) Creditors for Utilities and Chemicals		
a) Amounts Payable to SSI	-	-
b) Amounts payable to Others	113.34	95.02
iii) Raw materials	475.85	113.61
iv) Other Liabilities	60.13	63.61
B) Advances For Finished Goods	66.12	120.73
C) Advances From Cargill india Pvt. Ltd.	2,395.56	10.23
D) Short Term Credit Facility	2.63	19.23
(From ICICI Bank Ltd.)	3,123.81	431.49



	YEAR ENDED 31-Mar-11	YEAR ENDED 31-Mar-10
Schedule - 9 SALES		
a) Oil	2,994.76	264.36
b) De-oiled Cakes (Domestic)	4,107.93	444.13
c) Bye-products/ Other items	106.54	61.15
d) Trading Sales	2,179.01	1,057.38
	9,388.24	1,827.01
Schedule - 10 OTHER INCOME		
a) Processing Charges (VOR)	6.00	75.10
b) Processing charges -(SEP)	200.75	287.45
c) Processing charges -(Packing)	0.39	4.41
d) Misc. Income	30.92	14.99
	238.06	381.94
Schedule - 11 MATERIALS		
a) Opening Stock	15.68	14.26
b) Add : Purchases including Packing Material	9,198.71	637.67
	9,214.39	651.93
c) Less : Closing Stock	(2,467.76)	(15.68)
d) Consumption during the year	6,746.63	636.25
e) Add : Trading Purchases (Finished Goods)	2,339.41	915.01
f) Add/Less: Adjustment for (Increase)/Decrease in Stock of Finished Goods	(334.81)	27.33
	8,751.23	1,578.58
Schedule - 12 MANUFACTURING EXPENSES		
a) Power & Fuel (Coal)	245.63	178.48
b) Chemicals including Hexane	93.87	66.88
c) Insurance, Consumable Spares/ stores & other manufacturing Exp.	96.01	57.31
	435.51	302.67



	YEAR ENDED 31-Mar-11	YEAR ENDED 31-Mar-10
Schedule -13 PERSONNEL EXPENSES		
a) Directors' Remuneration	32.28	29.60
b) Salary & Allowances to Office Staff	37.48	30.40
c) Salary ,Wages & Allowances	46.17	33.46
d) Contribution to PF & Other Benefits	12.10	8.06
	<u>128.02</u>	<u>101.52</u>
Schedule -14 OFFICE & ADMINISTRATIVE EXPENSES		
a) Travelling & Conveyance	4.46	3.34
b) Communication & Other Administrative Expenses.	18.64	15.37
c) Legal, Professional & Consultancy Expenses	3.80	5.60
d) Auditors Remuneration		
Statutory Audit fees	0.39	0.39
Tax Audit Fees	0.17	0.17
	<u>27.45</u>	<u>24.86</u>
SCHEDULE -15 SELLING & DISTRIBUTION EXPENSES		
a) Forwarding Exp. Brokerage, etc (Oil)	2.46	0.81
b) Forwarding Exp. Brokerage, etc. (DOC)	10.41	1.87
c) Other Selling Expenses	0.69	0.15
	<u>13.55</u>	<u>2.84</u>
SCHEDULE - 16 FINANCIAL EXPENSES		
a) Interest		
i) Interest on Term Loan	84.25	103.20
iii) Other Interest	38.37	5.68
b) Bank Commision and other Charges	5.85	1.65
	<u>128.47</u>	<u>110.53</u>



SCHEDULE - 17 : ACCOUNTING POLICIES & NOTES ON THE BALANCE SHEET AND PROFIT & LOSS ACCOUNT

(The under mentioned Notes form part of the Unabridged version of the Balance Sheet and Profit & Loss Account)

A) SIGNIFICANT ACCOUNTING POLICIES ADOPTED IN PREPARATION AND PRESENTATION OF THE ACCOUNTS:

1. General

The accompanying financial statements have been prepared under the Historical Cost Convention and in accordance with the normally accepted accounting principles.

2. Capital Expenditure/ Fixed Assets

Fixed Assets are stated at historical cost less depreciation. Costs comprise of the purchase price and any cost attributed cost of bringing the asset to working condition for its intended use.

3. Investments

Investments are stated at cost.

4. Inventories

Stocks of raw materials, stores, spares, packing materials, chemicals and coal etc. are valued at Cost. Finished goods and stock-in-process are valued at Net Realisable Value.

5. Sales and Purchase

Sales and Purchase are recognised at the time of dispatch/ arrival of goods.

6. Other Income

Income from investments, interest, export incentives, rent etc. are accounted on accrual basis.

7. Prior Period Expenses/ Income

The Company follows the practice of making adjustments through "Expenses/ Income under/over provided in previous years" in respect of extra ordinary transactions only pertaining to the period prior to current accounting period.

8. Depreciation

Depreciation has been provided as per Straight-line method & at the prescribed rates given under Schedule XIV of the Companies Act, 1956 as amended from time to time. Depreciation on Assets added during the period is provided on pro-rata basis.

9. Revenue and Expenditure Recognition

Revenue is recognised when no significant uncertainties as to the measurability or

realisability of any claim exist.

10. Retirement Benefits

Contributions to Provident Funds, payment of Gratuity and Leave encashment, as and when arise, are charged to revenue.

11. Deferred Revenue Expenditure

Preliminary & Share Issue Expenses are amortized over a period of Ten years. The expenditure incurred on advertising/launching of branded consumer products is amortized over a period of Three years from the year of incurring expenditure.

12. Foreign Currency Transaction

Transactions in foreign currency are recorded at rates of exchange in force at the time transactions are effected. Exchange differences are accounted in the year of actual realisation.

B) NOTES TO ACCOUNTS

1. Previous period figures have been re-arranged/ re-grouped and re-classified wherever necessary to confirm to the current year.

2. Figures have been rounded off to the nearest place of second decimal, where specified in Rs. Lacs. The figures specified in full value have been rounded off to the nearest rupee.

3. The Other Income includes Accrued Interest on Investments and Miscellaneous Receipts

4. CONTINGENT LIABILITIES NOT PROVIDED FOR:

a. Pending disputes of quality/ quantity regarding sale/ purchase. Adjustments in respect of these matters are made in the Profit & Loss A/C as and when they are settled with the party.

b. Claims, counter claims arising out of disputes/ litigation regarding trade transactions, contracts, Joint Ventures, Memorandum of Understandings, sale/ purchase arrangements, processing agreements, not acknowledged as liabilities.

c. The amount of Rs. 8.16 Lacs towards recompense of sacrifices made by Maharashtra State Electricity Distribution Company Limited (MSEDCL) under Rehabilitation Scheme (MRS 2004) to be paid after successful completion of the same

d. The Sales Tax / Value Added Tax (VAT) liability, if any, for the years from F.Y. 2005-06 to 2010-11.

Details of Disputed Sales Tax dues are as follows:

Year	Amount (Rs. Lacs)	Nature	Remark
1991-92	52.05	Interest	pending recalculation of interest as per standard package of Govt. of Maharashtra for sick industrial units.
1992-93	115.10	Principal & Interest	Assessment in process
1993-94	10.95	Interest	pending recalculation of interest as per standard package of Govt. of Maharashtra for sick industrial units.
1994-95	81.49	Principal & Interest	



1996-97	31.37	Principal & Interest	Appeal Pending before first Appellate Authority
1997-98	1.48	Interest	pending recalculation of interest as per standard package of Govt. of Maharashtra for sick industrial units.
1998-99	1.59	Interest	pending recalculation of interest as per standard package of Govt. of Maharashtra for sick industrial units..
1999-00	0.90	Interest	pending recalculation of interest as per standard package of Govt. of Maharashtra for sick industrial units..
2000-01	298.20	Principal & Interest	Appeal Pending before first Appellate Authority
2001-02	367.51	Principal Interest	Appeal Pending before first Appellate Authority
2002-03	276.26	Principal Interest	Appeal Pending before first Appellate Authority
2003-04	142.87	Principal Interest	Appeal Pending before first Appellate Authority
2004-05	3.02	Interest	pending recalculation of interest as per standard package of Govt. of Maharashtra for sick industrial units..

5. The Deferred Liability Under Rehab Scheme (Schedule - 5) includes
- (i) Deferred Liabilities in respect of the Pressing Creditors (Old) for Raw materials, Stores & spares, Expenses etc.
6. Depreciation has been provided as per Straight Line Method and at the prescribed rates given under Schedule XIV of the Companies Act, 1956 as amended from time to time. Depreciation on assets added during the period is provided on pro-rata basis.
7. In the opinion of the Management, Current Assets, Loans and Advances and other debit balances are approximately of value, if realised, in normal course of business. Provisions for all loans and liabilities are adequate and not in excess of amounts reasonably necessary.
8. Statutory dues i.e., Contribution to PF, & ESIC outstanding as on March 31, 2011 amounted to Rs.1,75,480/- which has been paid subsequently.
9. Inventories and Cash have been taken, valued and certified by the Management of the Company.
- 10) Sundry Debtors and Creditors, Loans and Advances, Other Credit/ Debit balances, Balances in some Current Accounts with banks are subject to confirmations.
- 11) Dividend due on 14% Cumulative Redeemable Preference Shares Capital of Rs. 5.00 Lacs from the year 2008-09 amounting to Rs.2,10,000/- not paid/provided for.
- 12) As operations of the company comprises only Solvent Extraction and Refinery, no separate Segmental Reporting is considered necessary.
- 13) On the basis of accounts compiled for the financial year there is no taxable income hence, no provision for taxation for the assessment year is being made.
- 14) The remuneration (Salary, Perquisites etc.) paid/ payable to the Managing Director and Whole-time Director in accordance with the Schedule XIII of the Companies Act, 1956 and is as under:
- | | | | | |
|----|---------------------|-----|-------|------|
| a) | Managing Director | Rs. | 16.69 | Lacs |
| b) | Whole-time Director | Rs. | 15.40 | Lacs |
| | Total | Rs. | 32.09 | Lacs |
- 15) During the year, in view of inadequacy of profits, no commission on net profit is provided for.
- 16) The Identification of Suppliers as Small Scale Industrial Undertakings (SSI) is done on basis of the information from suppliers.
- 17) Deferred tax Assets have not been created in view of Accumulated Loss and Unabsorbed Depreciation. This is in conformity of AS-22 "Accounting for Taxes on Income" issued by ICAI.
- 18) Earnings in Foreign Exchange Export of Goods on F.O.B. basis during the year was Rs Nil (Previous Year Rs. Nil). Foreign Exchange outgo was. Nil (Previous year Nil)
- 19) Company has availed the services of Company Secretary in Advisory capacity.
- 20) Prior Period/Other Miscellaneous Expenses include, write off of Rs. 8.87 Lacs on account of 'old unidentified difference' in Trial Balance and expenses towards vehicle maintenance charges relating to previous years.
- 21) During the year the company has started new business segment. Company has developed and sold ERP Software modules.
- 22) Segmental Reporting : (Amt Rs. Lacs)
- | Particulars | 2010-11 | 2009-10 |
|--|----------------|----------------|
| Segmental Revenue | | |
| 1. Solvent Extraction and Refinery | 9568.85 | 2208.95 |
| 2. Software Sale | 57.00 | -- |
| Total | 9625.85 | 2208.95 |
| Segmental Results- Net Profit after Tax | | |
| 1. Solvent Extraction and Refinery | 37.76 | 11.64 |
| 2. Software Sale | 17.19 | - |
| Total | 54.95 | 11.64 |
| Capital Employed (Segmental Assets-Segmental Liability) | | |
| 1. Solvent Extraction and Refinery | 169.21 | 99.66 |
| 2. Software Sale | -- | -- |
- 23) Related parties Disclosure as required by Accounting Standard 18 of ICAI
- a) **Key Management Personnel**
Mr. Uday S. Kamat, Managing Director
Mr. Arvind W. Bakde, Whole Time Director
Mr. Prashant S. Joshi, Vice President
- b) **Other Related Parties (Key Management Personnel having Significant influence)**
M/S Nagpur Imports and Exports Pvt. Ltd.
M/S Vibrant Market Themes Pvt. Ltd.
M/S Yash Agro Energy Ltd.
- c) **Transactions with related parties during the year**



(Amount Rs. Lacs)

Transactions	Key Management Personnel	Other Related Parties	Total
Purchase of goods/Expenses	--	105.42	105.42
Sales of Goods	--	1097.50	1097.50
Remuneration	40.98	---	40.98

24) The consumption figures in value are balancing figures ascertained on the basis of opening stocks plus purchases less closing stocks and therefore include adjustments for excess and shortages (storage/ transit) ascertained on physical count etc.

25) Licensed/Installed Capacity

Capacity	As at 31 Mar-11		As at 31 Mar-10	
(per Annum in MT)	Solvent Extraction Plant	Refinery	Solvent Extraction Plant	Refinery
a) Licensed/Registered	1,50,000	29,000	1,50,000	29,000
b) Installed	1,50,000	24,000	1,50,000	24,000

26) Details of Material Processed**Solvent Extraction Plant (SEP)-Soya Seeds**

Particulars	2010-11		2009-10	
	Quantity in MT	Value in Rs. Lacs	Quantity in MT	Value in Rs. Lacs
Own Processing	30989	6139	2287	529
Custom/Contract Processing	14658	N.A.	23950	N.A.
TOTAL SEP	45647		26237	--
Capacity Utilisation	30%		17%	

Vegetable Oil Refinery (VOR)

Particulars	2010-11		2009-10	
	Quantity in MT	Value in Rs. Lacs	Quantity in MT	Value in Rs. Lacs
Own Processing				
Soya Crude (Prod)	1030	N.A.	390	N.A.
Soya Crude Purchase	730	392	247	107
Custom Processing	404	392	2404	
TOTAL VOR	2164	-	3041	--
Capacity Utilisation	9%		13%	

27) Quantitative Details: Opening and Closing Stock (including stocks in transit), Sale, Purchase

Particulars	2010-11		2009-10	
	Quantity in MT	Value in Rs. Lacs	Quantity in MT	Value in Rs. Lacs
Opening Stocks				
1 Soya Seeds	-	-	-	-
2 Soya Oils (Refined + Crude)	13	6	-	--
3 Soya DOC	-	-	145	29
Total		6		29
Purchases				
1 Soya Seeds	43373	8803	2287	529
2 Soya Oils (Refined & Crude)	962	536	906	406
3 Soya DOC	12437	1967	3949	616
Total		11305		1550
Sale				
1 Soya Seeds	1200	233		
2 Soya Oils (Refined & Crude)	6129	3136	1252	558
3 Soya DOC	35812	5912	6080	1208
4 Bye-Products		17		29
5 Other Items		89		32
Total		9388		1827
Closing Stock				
1 Soya Seeds	11203	2431	-	-
2 Soya Oils (refined & crude)	99	55	13	6
3 Soya DOC	1733	296		
Total		2782		6

As per our report of even date attached

For Anil Mardikar & Co.

Chartered Accountants

FRN 100454W

Anil Mardikar

(Partner)

M. No. 32778

Place : Nagpur

Date : 13th August 2011

for and on behalf of Board

Dr. S.G. Parate

(Chairman)

Arvind Bakde
(Whole Time Director)

Uday Kamat

(Managing Director)

CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH 2011

	(Amount Rs. Lacs)	
	2010 -11	2009 -10
(A) Cash Flow from Operating Activities		
Net profit before Tax & Extraordinary Items	54.95	11.64
Adjustments for		
Depreciation	74.62	76.31
Operating Profit before Working Capital Changes	129.56	87.95
Adjustments for		
(Increase)/Decrease in Sundry Debtors/Receivables	12.94	(41.68)
(Increase)/Decrease in Inventories	(2,798.58)	55.56
(Increase)/Decrease in Loans & Advances	53.31	(44.28)
Increase/ (Decrease) in Current Liabilities	2,692.32	24.72
Cash Flow Generated from Operations	(40.01)	(5.69)
(A) Net Cash from Operating Activities	89.55	82.26
(B) Cash Flow from Investing Activities		
(Purchase/Additions) of Fixed Assets	(59.42)	(21.09)
(Purchase)/Sale of Investments	(7.19)	(0.16)
(B) Net Cash from Investing Activities	(66.61)	(21.25)
(C) Cash Flow from Financing Activities		
Proceeds from Issue of Share Capital	-	0.04
Proceeds/(Repayments) from Unsecured Loans under Rehab	(28.60)	(48.30)
Proceeds/(Repayments) from Long Term Borrowings	121.75	(4.78)
Proceeds/ (Repayments) from Deferred Funds	(91.06)	6.05
(C) Net Cash from in Financing Activities	2.08	(46.99)
Net Increase/ (Decrease) in Cash & Cash Equivalents	25.03	14.02
Opening Balance Cash & Cash Equivalent	16.47	2.45
Closing Balance Cash & Cash Equivalent	41.50	16.47

(*Previous Period figures have been re-arranged/ re-grouped and re-classified wherever necessary.)

Place :- Nagpur

For and on behalf of the Board

Date : 13th August 2011

(Uday Kamat)
Managing Director

We have examined the aforesaid Cash Flow Statement of Umred Agro Complex Ltd. for the year ended 31st March, 2011. The statement has been prepared by the Company in accordance with the requirements of listing agreement with the Stock Exchange and is based on and in agreement with the corresponding Profit and Loss account and Balance Sheet of the Company covered by our report of even date to the Members of the Company.

Place :- Nagpur

Date : 13th August 2011

For Anil Mardikar & Co.
Chartered Accountants
FRN 100454W
(Anil Mardikar)
Partner
M. No. 32778



BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

I. Registration Details:

Regn No. 37493 of 1985

State Code - 11

Balance sheet Date- 31/03/2011

II. Capital raised during the year (Amount in Rs. Thousand)

Public Issue Right Issue Bonus Issue Private Placement Pending Allotment

Nil

Nil

Nil

Nil

Nil

III. Position of Mobilisation and deployment of Funds (Amount in Rs. Thousand)

Total Liabilities Total Assets

220368

220368

Sources of Funds:

Paid up Capital Reserves & Surplus Secured Loans Unsecured Loans Other Funds

81306

44109

76390

0

18562

Net Fixed Assets Investments Net Current Assets Accumulated Losses

55121

954

16470

147823

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

Turnover Total Expenditure Profit/(loss) before Tax & Extra-ordinary items Profit/(loss) after Tax & Extraordinary items

962630

957135

5495

5495

Earning per share in Rs.

0.68

Dividend rate %

0%

V. Generic names of three principal products/services of Company (a per monetary terms)

Item Code No (ITC code) : 150710.00 Product description : Crude Oil from Soyabean Seed

Item Code No (ITC code) : 150790.00 Product description : Refined Oil from Soyabean Seed

Item Code No (ITC code) : 120810.00 Product description : Soya Meals (De Oiled Cake)

As per our report of even date attached

For and on Behalf of the Board

For Anil Mardikar & Co.

For and on behalf of Board

Chartered Accountants

FRN 100454W

Anil Mardikar

Dr. S.G. Parate

Uday Kamat

(Partner)

(Chairman)

(Managing Director)

M. No. 32778

Place : Nagpur

Arvind Bakde

Date : 13th August 2011

(Whole Time Director)



**ATTENDANCE SLIP
UMRED AGRO COMPLEX LIMITED**

Registered office: 232, "Harsh Villa", Hill Road, Shivaji Nagar, Nagpur 440010

24th ANNUAL GENERAL MEETING ON 29th SEPTEMBER 2011 AT 4.00 P.M.

Please complete this Attendance Slip and hand it over at the entrance of the Meeting Hall
(Joint Shareholders may obtain additional attendance slip, if required)

Name of the Shareholder _____

Name of the Joint Holder _____

Registered Folio No. _____

Name of the proxy (if any) _____

I hereby record my presence at the 24th Annual General Meeting of the Company at "Saraswat Sabhagruha",
Plot No. 88/1, Bajaj Nagar, Nagpur 440010 on 29th September 2011.

Signature of the Shareholder or the Proxy attending the meeting

If Shareholder, please sign here

If Proxy, please sign here

PROXY FORM

[To be submitted before 48 hours of the scheduled time of AGM]

Name of the Company : **UMRED AGRO COMPLEX LIMITED**
Registered office : **232, 'Harsh Villa', Hill Road, Shivaji Nagar, Nagpur - 440010**

I/We _____ of
_____ being a member(s) of the above-
mentioned Company, hereby appoint the following as my/our Proxy to attend and vote (on a Poll) for my/our
behalf at the 24th Annual General Meeting of the Company, to be held on Thursday, the 29th September 2011,
at 4.00 p. m. and at any adjournment thereof:

1. Mr./Ms _____ Signature _____

Or failing him

2. Mr./Ms _____ Signature _____

Number of Shares Held _____

Signed this _____ day of _____ 2011.

Reference Folio No. _____

Affix 25
Paise Stamp

1. _____ Signature _____

2. _____ Signature _____

UMRED AGRO COMPLEX LIMITED

232, Harsh Villa, 1st Floor, Hill Road,

Shivaji Nagar, NAGPUR - 440 010

Tel.: 0712-2242564/2249788

Fax : 0712-2249456

E-mail: ua_nag@umredagro.com

