




A G R O
D U T C H
I N D U S T R I E S
L I M I T E D

(Formerly Agro Dutch Foods Limited)

20TH ANNUAL REPORT 2011-12

Disclaimer

In this annual report, we have disclosed forward-looking information to help investors comprehend our prospectus and take informed Investments decisions. This report is based on certain forward-looking statements that we periodically make to anticipate results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes', and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in assumption. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialsie ,or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. We undertake no obligation to publicly update any forward- looking statements, whether as a result of new information, future events or otherwise.

CONTENTS	PAGE NO.
• Notice	04
• Director's Report	07
• Management Discussion Analysis 	10
• Report on Corporate Governance	11
• Auditor's Report	18
• Balance Sheet	22
• Profit & Loss Accounts	23
• Cash Flow Statements	24
• Proxy Form & Attendance slips	47

BOARD OF DIRECTORS

Shri Malvinder Singh	Chairman & Managing Director
Shri Vivek Atri	Dy. Managing Director & Secretary
Shri Harpreet Singh Nagra	Whole Time Director
Shri Jalesh Grover	Independent Director
Shri Ajay Arora	Independent Director
Shri Multan Singh Kadian	Independent Director
Shri Rajesh Malhotra	Nominee Director (IDBI Bank)

REGISTERED & CORPORATE OFFICE

S.C.O. 30, 2nd Floor, Sector 33-D, Chandigarh – 160 020

BANKERS/ TERM LENDERS

Union Bank of India
Bank of India
State Bank of Patiala
ICICI Bank Ltd.
The Federal Bank Ltd.
Axis Bank Ltd.
IDBI Bank Ltd
State Bank of India
State Bank of Hyderabad
Allahabad Bank
Kotak Mahindra Bank Ltd.
Barclays Bank Plc.
DEG Germany
M & T Bank, USA

WORKS

- Village Tofapur, Near Lalru
Distt. S.A.S. Nagar (Mohali) (Punjab)
- Village Bhagwanpura, Barwala Road, Dera Bassi
Distt. S.A.S. Nagar (Mohali) (Punjab)
- Padalam Sugar Factory Road,
Pazhaynoor (PO) Madhurantakam,
District Kancheepuram Tamil Nadu

STATUTORY AUDITORS

M/s Suresh Mittal & Associates,
Chartered Accountants,
16-A Bank Colony,
Behind Amar Hospital,
Patiala.

REGISTRAR & SHARE TRANSFER AGENT

M/s Karvy Computershare Pvt. Ltd.
Plot No.17-24, Vithal Rao Nagar,
Madhapur,
Hyderabad – 500 081

NOTICE

NOTICE is hereby given that the 20th Annual General Meeting of the Company shall be held on Saturday 29th September, 2012 at 10.00 A.M at Chandigarh Institute of Hotel Management (Formerly Food Craft Institute), Sector 42-D, Chandigarh to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Profit & Loss Account for the year ended 31st March 2012 and the Balance Sheet as at that date together with the Reports of the Directors and Auditors thereon.
2. To consider and if thought fit pass with or without modification the following resolution, as an ordinary resolution :
“Resolved that M/s Suresh Mittal & Associates, Chartered Accountants, the retiring auditors be and is hereby reappointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, at a remuneration to be fixed by the Board of Directors and/or any committee thereof.”

SPECIAL BUSINESS

3. To consider & confirm and, if thought fit, to pass with or without modification(s), the following resolution, as an ORDINARY RESOLUTION:
“RESOLVED that Mr. Jalesh Grover who was appointed as an Additional Director of the Company and hold such office upto the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose him as a candidate for the office of the Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.”
4. To consider & confirm and, if thought fit, to pass with or without modification(s), the following resolution, as an ORDINARY RESOLUTION:
“RESOLVED that Mr. Ajay Arora who was appointed as an Additional Director of the Company and hold such office upto the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose him as a candidate for the office of the Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.”
5. To consider & confirm and, if thought fit, to pass with or without modification(s), the following resolution, as an ORDINARY RESOLUTION:
“RESOLVED that Mr. Multan Singh Kadian who was appointed as an Additional Director of the Company and hold such office upto the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose him as a candidate for the office of the Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.”
6. To consider & confirm 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 Sections 198, 269, 309, 310, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956(including any statutory modifications or re-enactment thereof for the time in force) and subject to the approval of Central Government if necessary, Mr. Harpreet Singh Nagra be and is hereby appointed as Whole Time Director of the Company for a period of Five years w.e.f 24th July, 2012 on the terms and conditions of payment of remuneration as set out in the Explanatory Statement annexed hereto.
7. 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 Sections 198, 269, 309, 310, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956(including any statutory modifications or re-enactment thereof for the time in force) and subject to the approval of Central Government if necessary, Mr. Vivek Atri be and is hereby appointed as Deputy Managing Director of the Company for a period of Five years w.e.f 1st August 2012 on the terms and conditions of payment of remuneration as set out in the Explanatory Statement annexed hereto.

By order of the Board

Sd/-

Place: Vill. Tofapur, Punjab

(Vivek Atri)

Date : 30.08.2012

Dy. Managing Director & Secretary

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. THE PROXY NEED NOT BE MEMBER OF THE COMPANY. A PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE COMPANY'S REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE TIME OF COMMENCEMENT OF MEETING.
2. The Register of Members and Share Transfer Books of the Company will remain closed for 2 days from 28th September, 2012 to 29th September, 2012 (both days inclusive).
3. Members desirous of seeking any further information or clarification in respect of accounts and operations of the Company are requested to send their queries in writing to the Company at the Registered Office so as to reach at least 7 days before the date of the meeting so that the required information can be made available at the meeting.
4. Members are requested to bring with them the attendance slips sent with this Annual Report duly completed and signed to hand it over at the entrance.
5. The Explanatory statement pursuant to Section 173 (2) of the Companies Act 1956 in respect of Item No.3, 4, 5,6 and 7 set out above is annexed hereto.
6. Members holding shares in physical form are requested to notify immediately the change in their address, if any at the Registered Office of the Company.
7. In support of the green initiative of the Ministry of Corporate Affairs, the Company has also decided to send all future communications including the annual report through email to those shareholders, who have registered their e-mail id with their depository participant / Company's registrar and share transfer agent. In case a shareholder wishes to receive a printed copy of such communications, he/she may please send a request to the Company, which will send a printed copy of the communication to the shareholder.

EXPLANATORY STATEMENT UNDER SECTION 173(2) OF THE COMPANIES ACT 1956**ITEM NO.3**

Mr. Jalesh Grover was appointed as an Additional director of the Company on 26th April, 2012 by the Board of Directors. According to the provisions of the Section 260 of the Companies Act, 1956, he holds office as Director only upto the date of ensuing Annual General Meeting. As required by Section 257 of the Act, a notice has been received from member proposing his candidature for appointment as Director.

Mr. Jalesh Grover holds Directorship in following Companies:-

1. Recorders & Medicare Systems (P) Ltd.
2. Intelligent Medical Services (P) Ltd.

He does not hold any equity share in the Company as on 31st March, 2012.

None of Directors except Mr. Jalesh Grover is interested in the proposed resolution.

ITEM NO.4

Mr. Ajay Arora was appointed as an Additional director of the Company on 31st July, 2012 by the Board of Directors. According to the provisions of the Section 260 of the Companies Act, 1956, he holds office as Director only upto the date of ensuing Annual General Meeting. As required by Section 257 of the Act, a notice has been received from member proposing his candidature for appointment as Director.

Mr. Ajay Arora hold Directorship in following Companies:-

1. Indian Yarns Ltd.
2. Kudos Chemi Ltd.
3. Vishal Papertceh Ltd.
4. Riken Instruments Ltd.
5. Samrat Forgings Ltd.

He does not hold any equity share in the Company as on 31st March, 2012.

None of Directors except Mr Ajay Arora is interested in the proposed resolution.

ITEM NO.5

Mr. Multan Singh Kadian was appointed as an Additional director of the Company on 31st July, 2012 by the Board of Directors. According to the provisions of the Section 260 of the Companies Act, 1956, he holds office as Director only upto the date of ensuing Annual General Meeting. As required by Section 257 of the Act, a notice has been received from member proposing his candidature for appointment as Director.

He does not hold any equity share in the Company as on 31st March, 2012. He also does not hold directorship position in any other Company.

None of Directors except Mr. Multan Singh Kadian is interested in the proposed resolution.

ITEM NO.6

Keeping in view the involvement and hard work put up in the affairs of the Company by Mr. Harpreet Singh Nagra, the management has decided to appoint Mr. Harpreet Singh Nagra as Whole Time Director for a period of five years pursuant to the provisions of section 198, 269, 309, 310 read with Schedule XIII of the Companies Act, 1956 w.e.f. 24th July, 2012 subject to the approval of shareholders in the general meeting.

The terms and conditions of his appointment are as follows:

- I. Salary : Rs.42,500 /- per month
- II. Perquisites : In addition to Salary the Whole Time Director will be allowed perquisites as specified in Category A, B & C below:

Category 'A'

- i) Housing : The Whole Time Director shall be provided rent free accommodation by the company. In case no accommodation is provided, Whole Time Director shall be entitled to a House Rent Allowance @ Thirty percent of salary.

Category 'B'

- i) Contribution of Provident Fund, Superannuation Fund or Annuity Fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act. Gratuity payable will not exceed half a month's salary for each completed year of service.
- ii) Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on the perquisites.

Category 'C'

Provision of car(s) for use on company's business and telephone(s) at residence or mobile phone(s) will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company.

In case of absence or inadequacy of profits in any financial year, the aforesaid remuneration shall be paid to Mr Harpreet Singh Nagra as minimum remuneration.

ITEM NO.7

Mr. Vivek Atri was appointed as an Additional Director by the Board at its meeting held on 31st July 2012 to assume responsibilities as Executive Director. However, The Board of Directors in their meeting held on 30th August, 2012 designated him as Dy. Managing Director w.e.f. 01.08.2012 in accordance with Section 260 of the Companies Act, 1956 to hold office till the conclusion of the Annual General Meeting.

The terms and conditions of his appointment are as follows:

- I. Salary : Rs.1,25,000 /- per month
- II. Perquisites : In addition to Salary the Dy. Managing Director will be allowed perquisites as specified in Category A, B & C below:-

Category 'A'

- i) Housing : The Dy. Managing Director shall be provided rent free accommodation by the company. In case no accommodation is provided, Dy. Managing Director shall be entitled to a House Rent Allowance @ Thirty percent of salary.

Category 'B'

- i) Contribution of Provident Fund, Superannuation Fund or Annuity Fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act. Gratuity payable will not exceed half a month's salary for each completed year of service.
- ii) Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on the perquisites.

Category 'C'

Provision of car(s) for use on company's business and telephone(s) at residence or mobile phone(s) will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company.

In case of absence or inadequacy of profits in any financial year, the aforesaid remuneration shall be paid to Mr. Vivek Atri as minimum remuneration.

None of the Directors except Mr. Vivek Atri is concerned or interested in this appointment.

DIRECTORS' REPORT

The Directors are pleased to present the 20th Annual Report and Audited Statements of Accounts for the period ended on 31st March, 2012.

FINANCIAL RESULTS

Particulars	(Rs. in lacs)	
	2011-12	2010-11
Net Sales/Income	17951.46	13962.59
Other Income	76.67	425.09
Increase/(Decrease)in Stock	(176.81)	(2409.66)
Total Expenditure	20334.80	22592.95
Profit (Loss) before Int/Tax/Dep	3134.41	(3525.78)
Interest	3789.16	3033.59
Depreciation	1651.92	1645.90
Misc Expenses W/o	-	4.00
Profit (loss) before Tax	(5305.79)	(9179.04)
Provision for Taxation	-	-
Profit after Current Tax	(5305.79)	(9180.88)
Provision for deferred Tax/Mat Credit Entitlement	(520.48)	(3201.62)
Profit/Loss after Tax	(4793.57)	(12397.58)
Extra Ordinary Items including Previous year adjustments	10.62	13.38
Net Profit/Loss After tax	(4793.57)	(12397.58)

DIVIDEND

In view of the loss, your directors regret their inability to recommend any Dividend for the year under review.

PERFORMANCE

During the year under review, your company has achieved a net income of Rs.180.21 Crores (previous year Rs. 143.88 Crores). The Sales in the Current financial year i.e. 2012-13 of the Company have been adversely affected due to presence of some traces of Carbendazim in Shipments of Canned Mushrooms to US. The said traces have been found during testing by USFDA. The Company has recalled the said containers back to India. The said development has resulted into reduced level of production.

The company is exploring domestic and other export markets for future sales.

CHENNAI PLANT

The Liquidity crunch is causing delay in the final commissioning of Chennai can unit.

AUDITORS

M/s Suresh Mittal & Associates, Chartered Accountants, Patiala, Auditors of the Company, retire at the conclusion of the ensuing Annual General Meeting and being eligible, have offered themselves for reappointment. The Board recommends their reappointment.

DIRECTORS

Shri Jalesh Grover, Sh. Ajay Arora and Mr. M.S. Kadian who were appointed as additional directors of the Company retiring at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment.

During the year Mr. Arvind Kalra has resigned as an Executive Director of the Company. The Board of Directors has appointed Mr. Vivek Atri as Dy. Managing Director and Mr. Harpreet Singh Nagra as Whole Time Director. Also, Mr. H.S. Garcha, Mr. Dilsher Singh, Mr. B.B. Huria and Mr. S.R.K. Agnihotri has resigned from the directorship during the year.

PARTICULARS OF EMPLOYEES

There is no employee in the Company whose particulars are required to be given under Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under section 217(2AA) of the Companies Act, 1956 with respect to Directors Responsibilities Statement, it is hereby confirmed:

- i) that in the preparation of accounts for the period ended 31st March, 2012, the applicable Accounting Standards had been followed and there are no material departures;
- ii) that the selected Accounting Policies are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the year end and profit of the Company for that period;
- iii) that proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and preventing and detecting fraud and other irregularities;
- iv) that the accounts have been prepared on a going-concern basis.

INTERNAL CONTROL AND ADEQUACY

The Company has adequate system of internal controls to ensure that all assets are safeguard, transactions are authorized, optimum utilization of resources, costs are controlled, reporting of financial transactions and compliance with applicable law and regulations.

BIFR AND REHABILITATION

Considering, the observations by the Auditors, The Company made a reference to the BIFR to declare the Company Sick. However, the same was dismissed. The Company has now filed an appeal with AAIFR, which has been admitted.

The Net Worth of the Company continue to be eroded considering the audited financial results of the Company. The Company propose to file a fresh reference in terms of the current year's balance Sheet, in case there is a decline from AAIFR to declare the Company sick.

Thereafter, the Company propose to submit a suitable rehabilitation plan upon declaration it as sick.

COST AUDIT

The Company has appointed Dr. Vimal Kumar (Membership No. 9982) prop.of M/s V.Kumar and Associates, SCO 124-125, Sector 34A, Chandigarh, Cost and Works Accountants as the Cost Auditors of the Company for the financial year 2011-12 for filing of Compliance Report as per Cost Accounting Record Rules, 2011 issued vide notification of Ministry of Company Affairs (MCA) dated 3rd June,2011

AUDITOR'S REPORT

Observations made in the Auditors' Report are self- explanatory and therefore do not call for any further explanation.

AUDIT COMMITTEE

The Board of Directors in their meeting held on 13th August, 2012 have re-constituted the Audit Committee consisting of the following:-

1. Mr. Jalesh Grover
2. Mr. Ajay Arora
3. Mr. Multan Singh Kadian

The constitution is in accordance with Section 292A of the Companies (Amendment) Act, 2000.

The Committee met Five times during the year. The Board of Directors has accepted all the recommendation of the Audit Committee.

CORPORATE GOVERNANCE

The Company aims to conduct its affairs in an ethical manner. A separate Report on Corporate Governance forms a part of the Annual Report. A certificate from the Company Secretary in practice regarding the Compliance of Conditions of

Corporate Governance as stipulated under Clause 49 is also annexed with the report.

LISTING OF SHARES & SEBI REGULATION

The Equity shares of the company are listed on The Stock Exchange Mumbai & National Stock Exchange of India Ltd., Mumbai.

The listing fee for 2011-2012 has been paid on time and there being neither delisting nor suspension of shares from trading during the period under review.

INSURANCE

The company has taken the required insurance coverage for its assets against the possible risks like fire, flood, public liability, marine etc.

DEPOSITS

During the year under Report, your Company did not accept any deposits from the public in terms of the provisions of Section 58A and 58AA of the Companies Act ,1956.

ACKNOWLEDGEMENTS

Company would like to thank its Shareholders including suppliers, vendors, investors and bankers. Company also records its appreciation of the contribution made by employees at all levels. The diligent hard work, cooperation and support is a backbone of all endeavors of the company.

For and on behalf of the Board

-sd/-

Malvinder Singh

Chairman & Managing Director

Place: Village Tofapur

Dated: 30.08.2012

ANNEXURE TO THE DIRECTORS' REPORT

STATEMENT CONTAINING PARTICULARS PURSUANT TO THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988 AND FORMING PART OF DIRECTORS' REPORT

i) Conservation of Energy

Energy cost constitutes a major part of cost of production. The Company has installed its own co-generation power plant which helps the Company to reduce energy cost and also lower the dependence on State Electricity Board.

ii) Technology Absorption : Not Applicable

iii) Foreign Exchange Earning and Outgo

Earnings	Rs. 13711.94 Lacs
Interest	Rs. -
Outgo:	
Capital A/c	Rs. -
Raw Material & Consumables	Rs. 266.01 lacs
Spares & Components	Rs. 24.91 Lacs
Travelling	Rs. 54.51 Lacs
Interest & Financial Charges	Rs. 334.38 Lacs
Others	Rs. 45.48 Lacs
Repayment of term loans	Rs. 0.00 Lacs

MANAGEMENT DISCUSSIONS & ANALYSIS REPORT

The principal business of the Agro Dutch Industries Limited is growing of White Button Mushrooms.

a) Business Environment

India's economic growth has slowed to 6.5 per cent in 2011-12 mainly due to weakening industrial growth affected by an uncertain global environment. With agriculture and service sectors continuing to perform well, the slowdown can be attributed almost entirely to the continues weakening of industrial growth. India was also affected by the financial crisis world over. Almost every sector got affected due to the same. However, the company registered significant growth in exports during the financial year.

b) Industry Structure and Outlook

There was a significant slowdown in the exports of the country. However, the demand for the mushrooms was robust. The Company achieved significant sales during the financial year under review. However, the sales of the Company have been adversely affected in the current financial year due to the presence of some traces of Carbendazim in shipment of the Canned Mushroom to U.S.

c) Opportunities and Threats

Although there is going to be significantly low export to the USA, the Company is exploring the new markets including domestic. The response from the new markets is encouraging.

Since the company is 100% EOU, any changes in export policy of Government and imposition of anti dumping by USA or such other policy changes by importing country may affect the working of company.

d) Segment Review and Analysis

Segment has been identified in line with the Accounting Standard on Segment Reporting (AS-17) taking into account the organization structure as well as the differential risks and returns of these segments.

e) Outlook

The Company is exploring out the new markets to export of Mushrooms along with the domestic market.

f) Risks and concerns

There is always high risk from diseases, contamination, fall in standard of production and quality of produce.

g) Internal Control Systems and their adequacy

The Company has well defined and adequate internal control systems to ensure that all the assets are safeguarded. These internal controls are supplemented by periodic audits. We have a qualified and independent Audit Committee which comprises independent Directors. The Audit Committee reviews the adequacy and efficiency of internal controls and recommends any improvements or corrections. These internal controls ensure efficiency in operations, compliance with the internal policies of the Company, applicable laws and regulations, protection of resources and the accurate reporting of financial transactions.

h) Human Resource Development/Industrial Relations

The Company continues to believe that their employees are key contributors to the company's success.

The Group's Endeavour to impart the best training, working environment for retaining the best talents in the industry. Industrial relations continue to be cordial and harmonious.

i) Cautionary Statement

Certain statement found in this document may constitute forward looking statement. Such "forward looking statement" reflects management current views with respect to certain future event & financial performance.

Many factors may affect the actual results, which could be different from what the Director's envisage in terms of future performance and outlook.

REPORT ON CORPORATE GOVERNANCE

COMPANY’S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

Corporate Governance contains a set of principles, process and systems to be followed by Directors, Management and all Employees of the Company for increasing the shareholder’s value, keeping in view interest of other stakeholders. While adhering to the above, the Company is committed to integrity, accountability, transparency and compliance with laws in all dealings with the Government, customers, suppliers, employees and other stakeholders.

COMPOSITION OF THE BOARD

The Board of Directors of the Agro Dutch Industries Limited comprises of the Chairman cum Managing Director, who is a promoter director, one deputy managing director, one wholetime director and 4 non-executive directors including one Nominee Director. Details are given in Table 1.

TABLE 1: DETAILS ABOUT THE BOARD OF DIRECTORS

S. No.	Name of Director	Promoter, executive, non-executive, independent	Number of meetings held	Number of meetings attended	Whether attended last Agm on 24.09.2011	Number of outside directorships of public ltd. Companies	Materially significant pecuniary or business relationship with the company
1.	Mr. Malvinder Singh	Promoter-Executive	5	2	Yes	1	NIL
2.	Dr. H.S. Garcha*	Independent -Non-Executive	5	3	No	NIL	NIL
3.	Mr. S.R.K Agnihotri	Independent Non-Executive	5	4	Yes	1	NIL
4.	Mr Arvind Kalra	Executive Director	5	4	Yes	1	NIL
5.	Mr. Ajay Arora**	Independent Non- Executive	5	5	Yes	5	NIL
6.	Mr. Dilsher Singh***	Director	5	3	No	1	NIL
7.	Mr. B.B. Huria****	Independent Non-Executive	5	5	Yes	2	NIL
8.	Mr. RajeshMalhotra	Nominee Director	5	4	NA	NIL	NIL

*Resigned from directorship w.e.f. 16th September, 2011

**Resigned from directorship w.e.f. 20th March, 2012

***Resigned from directorship w.e.f. 20th March, 2012

****Resigned from directorship w.e.f. 26th April, 2012

DETAILS OF BOARD MEETINGS HELD DURING THE YEAR

Date of Board Meeting	14th May, 2011	15th July, 2011	11th August, 2011	12th November, 2011	14th February, 2012
Board Strength	8	8	8	7	7
No. of Directors Present	5	7	7	7	6

DIRECTORS’ ATTENDANCE RECORD & DIRECTORSHIPS

Table I gives the composition of the Board of Directors, the category of Directors, their attendance record and the number of directorships.

INFORMATION SUPPLIED TO THE BOARD

The Board has complete access to the information within the company including the information as per Clause 49 of the listing agreement.

DIRECTORS WITH MATERIALLY SIGNIFICANT PECUNIARY RELATIONSHIP OR BUSINESS TRANSACTIONS WITH THE COMPANY

There have been no materially relevant pecuniary relationships or transactions between the Company and its Directors for the year 2011-12.

BOARD COMMITTEES

Presently the Board has three Committees i.e. Audit Committee, Investor Grievances/Share Transfer Committee and Remuneration Committee.

The following committees have been formed in compliance with the Corporate Governance norms:-

AUDIT COMMITTEE

Audit committee of the Board was constituted in compliance with the provisions of Section 292A of the Companies Act, 1956 and Clause 49 of Listing Agreement. Audit Committee is, inter-alia, responsible for the financial reporting and ensuring compliance with the Accounting Standard and reviewing the financial policies of our company and to recommend the appointment of Statutory Auditors and internal auditors and to fix their remuneration. The Committee is responsible for reviewing the reports from internal auditors. The Committee will review all quarterly reports before submission of the same to the board. However, The Board of Directors in their meeting held on 13th August,2012 have re-constituted the Audit Committee. Name of Directors who are members of the Committee are as under:

Members of Committee

- | | |
|----------------------------|----------|
| 1. Mr. Jalesh Grover | Chairman |
| 2. Mr.Ajay Arora | Member |
| 3. Mr. Multan Singh Kadian | Member |

Attendance at the Audit Committee meeting

The Committee met Five times during the year and quorum was present for every meeting. The Audit Committee meetings during the Financial Year 2011-12 were held as on the following dated:

1. 14th May,2011
2. 15th July,2011
3. 11th August,2011
4. 12th November,2011
5. 14th February,2012

The Following areas are referred to the Audit Committee

- a) Overall assessment of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- b) Recommending the appointment of external auditor, fixation of audit fees and also approval for payment for any other services.
- c) Reviewing with management the annual financial statements before submission to the board, focusing primarily on:
 - i. Changes, if any, in accounting policies and practices.
 - ii. Major accounting entries based on exercise of judgement by management.
 - iii. Observations, if any, in draft audit report.
 - iv. Significant changes/amendments, if any, arising out of audit.
 - v. The Going Concern assumption.
 - vi. Compliance with accounting standards.
 - vii. Compliance with Stock Exchanges and Legal requirements concerning financial statements.
 - viii. Any related party transactions i.e. Transactions of the Company of material nature, with promoters or the management, their subsidiaries or relatives etc. That may have potential conflict with the interests of company at large.
- d) Reviewing with the management, external and internal auditors, and the adequacy of internal control systems.

- e) Reviewing the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- f) Discussion with internal auditors any significant findings and follow up there on.
- g) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- h) Discussion with external auditors before the audit commences about nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- i) Reviewing the company's financial and risk management policies.
- j) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.

The audit committee shall exercise the following additional powers:

- a. To investigate any activity within its terms of reference.
- b. To seek information from any employee.
- c. To obtain outside legal or other professional advice.
- d. To secure attendance of outsiders with relevant expertise, if it considers necessary.

SHAREHOLDERS/INVESTORS GRIEVANCES AND SHARE/DEBENTURE TRANSFER COMMITTEE

The committee was reconstituted during the year. The committee consists of three directors viz Mr. Vivek Atri, Mr. Ajay Arora & Mr. Multan Singh Kadian . This Committee deals with the transfer of share certificates and dematerialization of shares, investor grievances and complaints. The Board has appointed Mr. Vivek Atri, Company Secretary, as Compliance Officer. No valid transfer/transmission of share was pending as on 31st March, 2012.

REMUNERATION COMMITTEE

Remuneration committee presently comprises of Mr. Ajay Arora, Mr. Jalesh Grover and Mr. Multan Singh Kadian.

The remuneration committee convenes its meeting to consider and recommend the appointments of managerial personnel.

RECONCILIATION OF SHARE CAPITAL AUDIT

The Company conducts a Reconciliation of Share Capital Audit on a quarterly basis in accordance with requirements of Securities and exchange Board of India (Depositories and Participants) Reg. 1996 and SEBI Circular No. D& CC/FITTC/Cir-16/2002 dated 31.12.2002. M/s Sharma Sarin & Associates, Company Secretaries were appointed by the Company to conduct such audit. The Reconciliation of Share Capital Audit Report, which was submitted to the stock exchanges within the stipulated period, inter-alia certifies that the Company's equity share held in the dematerialised form confirm with the issued and paid-up equity shares capital of the Company.

SECRETARIAL COMPLIANCE CERTIFICATE

As per the provisions of the clause 47 (c) of the Listing Agreement entered with the Bombay Stock Exchange Limited and the National Stock Exchange of India Limited by the Company, the company has obtained the Secretarial Compliance Certificate on half-yearly basis from M/s Sharma Sarin & Associates, Company Secretaries, to the effect that all transfer of shares among others, were effected within the stipulated time.

The certificate was submitted with the stock exchanges within the prescribed time limit.

INFORMATION ON GENERAL BODY MEETINGS

The date, time and venue of the last three Annual General Meetings are as follows:-

YEAR	LOCATION	DATE AND TIME
2009-10	CHANDIGARH INSTITUTE OF HOTEL MANAGEMENT SECTOR 42-D, CHANDIGARH	28th September, 2010 AT 10.30 A.M
2010-11	CHANDIGARH INSTITUTE OF HOTEL MANAGEMENT SECTOR 42-D, CHANDIGARH	24th September,2011 AT 10.30 A.M.
2011-12	CHANDIGARH INSTITUTE OF HOTEL MANAGEMENT SECTOR 42-D, CHANDIGARH	29th September,2012 AT 10.00 A.M.

DISCLOSURES

During the year, there were no transactions of material nature with the Director or the management or their subsidiaries or relatives that had potential conflicts with the interest of the Company.

There have been no instances of non-compliance on any matter related to the capital markets during the last three years.

MEANS OF COMMUNICATION

Quarterly, half yearly, annual results and statutory notices are published in prominent daily newspapers, i.e. The Business Standard Hindi (Chandigarh) and The Business Standard (All Editions). All these information are also uploaded on the web-site of the company i.e. www.agro-dutch.com

ANNUAL GENERAL MEETING

Date	Time	Venue
29.09.2012	10.00 A.M.	Chandigarh Institute of Hotel Management, Sector 42-D, Chandigarh

FINANCIAL CALENDAR

April 01 to March 31

DATES OF BOOK CLOSURE

28th September, 2012 to 29th September, 2012. (Both Day inclusive)

REGISTERED OFFICE

S.C.O.30, 2nd FLOOR, SECTOR 33-D, CHANDIGARH – 160 020

TEL.No.: 0172-2665117,

FAX No.: 0172-2604045

E.MAIL No. seema@agro-dutch.com

REGISTRAR AND SHARE TRANSFER AGENT

M/S. KARVY COMPUTERSHARES PVT LIMITED

PLOT NO.17-24, VITHAL RAO NAGAR, MADHAPUR,

HYDERABAD – 500 081

SHARE TRANSFER SYSTEM

Share transfers are registered and returned within a period of twenty one days from the date of receipt, if the documents are in order in all respects.

LISTING AND STOCK CODE

Share of ADIL are listed on the Mumbai, and National Stock Exchange Limited, Mumbai. The code for Mumbai Stock Exchange is 519281.

SHAREHOLDING PATTERN AS ON 31.03.2012

CATEGORY	NO. OF SHARES HELD	% OF HOLDING
A Promoters Holding		
1. Indian Promoters	53,67,529	9.87
2. Ministry of Food Processing	15,00,000	2.76
3. Persons acting in concert	2,51,36,419	46.24
Sub Total	3,20,03,948	58.87

B Non Promoters Holding		
4. Institutional Investors		
a) Mutual Funds and UTI	7,900	0.01
b) Banks/Financial Institutions, Insurance Companies (Central/State Govt. Institutions/ Non-Govt. Institutions)	3,00,000	0.55
c) Foreign Institutional Investors	0.00	0.00
Sub Total	3,07,900	0.56
5. Others		
a) Private Corporate Bodies	2901906	5.34
b) Indian Public	18479555	33.99
c) Non Resident Indians/Overseas Corporate Bodies	615805	1.13
d) Any Other		
a) Directors	16000	0.03
b) Clearing Members	37386	0.07
Sub Total	2,20,53,152	40.57
Grand Total	54365000	100%

STOCK MOVEMENT DATA

Month	Bombay Stock Exchange			National Stock Exchange		
	High(Rs)	Low (Rs)	Monthly Volume	High (Rs)	Low(Rs)	Monthly Volume
April 2011	14.89	8.96	13609848	15.15	8.95	2152407
May 2011	11.79	10.1	2022585	11.95	10	222684
June 2011	13.35	10.2	3439046	13.25	10.1	443010
July2011	13.00	9.2	14721641	13.05	9.05	1923574
August 2011	10.2	7.00	3492482	10.30	7.25	577971
Sept 2011	8.55	6.75	3965962	8.35	6.70	539764
October2011	7.95	6.72	1691776	7.65	6.70	300611
Nov 2011	7.50	5.8	1797264	7.50	5.75	328442
Dec 2011	6.80	4.65	3184877	7.35	4.75	314692
Jan 2012	7.6	5.00	1882535	7.7	5.00	365442
Feb 2012	6.56	5.52	1018344	6.65	5.60	326372
Mar 2012	6.25	4.4	1258501	6.4	4.40	502615

DISTRIBUTION OF SHAREHOLDING AS ON 31.03.2012

Sr. No.	CATEGORY		NUMBER OF CASES	% OF CASES	AMOUNT	% OF AMOUNT
	FROM	TO				
1.	01	- 5000	17428	76.46	33880470.00	6.23
2.	5001	- 10000	2503	10.98	20918110.00	3.85
3.	10001	- 20000	1418	6.22	22465180.00	4.13
4.	20001	- 30000	489	2.15	12824660.00	2.36
5.	30001	- 40000	218	0.96	7903110.00	1.45
6.	40001	- 50000	205	0.90	9764870.00	1.80

7.	50001	-	100000	269	1.18	20181150.00	3.71
8.	100001	>	above	264	1.16	415712450.00	76.47
	Total			22794	100.00	543650000.00	100.00

DEMATERIALIZATION OF SHARES

As on 31st March 2012, in total 5,21,88,051 (96.00% of the total number of shares) shares are in dematerialised form. The Company's shares are compulsorily traded in dematerialised form.

OUTSTANDING WARRANTS

There were 2,00,000 warrants outstanding which were required to be converted before 04.01.2012. Since the investors failed to exercise their option, the company forfeited the warrant application money.

INVESTOR CORRESPONDENCE

Shareholders can contact the Company's Registrar & Share Transfer Agent:-
 M/S. KARVY COMPUTERSHARES PVT LIMITED
 PLOT NO.17-24, VITHAL RAO NAGAR, MADHAPUR, HYDERABAD – 500 081

CEO/CFO CERTIFICATION

As required under Clause 49 of the Listing Agreement the certificates duly signed by Mr. Vivek Atri, Dy. Managing Director, were placed at the meeting of Board of Directors held on 30th August,2012.

Declaration to the Compliance with code of conduct as per clause 49 of the Listing Agreement.

I, Vivek Atri, Deputy Managing Director of Agro Dutch Industries Limited having its registered office at SCO 30, 2nd Floor, Sector 33 D, Chandigarh do hereby certify that the Board of Directors has formulated the code of conduct as per the provisions of clause 49 of the Listing Agreement for the Directors and Senior Management Personnel, which has been posted on the website of the company.

Further, it is hereby confirmed that all the Directors and Senior Management Personnel have complied with the code of conduct and a confirmation to this effect has been obtained from Directors and Senior Management Personnel for the financial year 2011-12.

On behalf of the Board of Directors

Sd/-

(Vivek Atri)

Deputy Managing Director

Place: Village, Tofapur

Date: August 30, 2012

COMPLIANCE CERTIFICATE OF CORPORATE GOVERNANCE

The Company has obtained a certificate from Practising Company Secretary regarding compliance of the requirements of corporate governance as stipulated in clause 49 of the listing agreement with the Stock Exchanges and the same is annexed. The certificate will also be sent to the Stock Exchanges along with the Annual Report to be filed by the Company.

CERTIFICATE

To the Members of
 Agro Dutch Industries Limited

We have examined the compliance of conditions of corporate governance by Agro Dutch Industries Limited, for the year ended on March 31, 2012 as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchange(s).

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

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

We state that no investor grievance(s) are pending for a period exceeding one month against the Company as per the records maintained by the Shareholders Grievance Committee.

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

For Sunita Kanwar & Associates

Company Secretaries

Sd/-

(Sunita Kanwar)

Place: Village Tofapur

Dated: 30.08.2012

AUDITORS' REPORT

To the members of Agro Dutch Industries Limited

We have audited the attached Balance Sheet of Agro Dutch Industries Limited as at March 31, 2012, the statement of 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.

We conducted our audit in accordance with 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.

As required by the Companies (Auditor's Reports) Order, 2003 issued by the Central Government of India in terms of Sub Section (4A) of Section 227 of the Companies Act, 1956, and on the basis of such checks of the books and records of the company as we may consider appropriate, We enclose in the Annexure a statement on the matters specified in paragraph 4 and 5 of the said order.

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, the statement of Profit and Loss Account and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d) In our opinion the Balance Sheet, the statement of Profit and Loss Account and the Cash Flow Statement dealt with by this report comply with the applicable Accounting Standards referred to in sub-Section (3C) of section 211 of the Companies Act, 1956.
- e) On the basis of written representation received from the directors and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March, 2012 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
- f) Without qualifying attention is drawn to;
 - (i) Note 1B regarding pending export obligations against machinery imported under advance license as stated in the said note
 - (ii) Note 1B para XIV), regarding reasons for preparing the financial statements of the company on a going concern basis, notwithstanding the fact that its net worth is totally eroded. The appropriateness of the said basis is inter alia depends on the admission of its case by BIFR and the rehabilitation packages approved by BIFR, repayment obligations of its loans and interest due as on date and falling due during the year ending 31.3.2013 and infusion of funds for meeting obligations.
- g) Subject to our comments in para (f) above, in our opinion and to the best of our information and according to the explanations given to us, the said financial statements read together with Significant Accounting Policies and notes thereon 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 principals generally accepted in India;
 - i) In the case of the Balance Sheet of the state of affairs of the Company as on March 31st, 2012;
 - ii) In the case of the Statement of Profit and Loss Account, of the loss of the Company for the year ended on that date. and
 - iii) In the case of Cash Flow Statement, of the cash flows of the company for the year ended on that date.

For Suresh Mittal & Associates
Chartered Accountants

FRN003800N

(Suresh Mittal)

Partner

Membership No. 82740

PLACE: Village Tofapur

Dated: 30.8.2012

ANNEXURE TO THE AUDITOR'S REPORT

Annexure referred to in the Auditors report to the members of Agro Dutch Industries Limited on the accounts for the year ended on March 31st, 2012.

- i. a. The Company has maintained proper records in respect of fixed assets showing full particulars including quantitative details and situation of fixed assets.
- b. As explained to us, the management has physically verified certain fixed assets according to a phased programme of periodic verification which, in our opinion is reasonable having regard to the size of the company and nature of the assets. As informed, no material discrepancies between book records and physical inventory have been noticed in respect of the fixed assets physically verified during the year.
- c. In our opinion and accordingly to the information and explanations given to us, no substantial part of the fixed assets have been disposed of during the year.
- ii. a) As informed the inventories have been physically verified during the year by the management and in our opinion the frequency of verification is reasonable.
- b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventory followed by the Company are reasonable and adequate commensurate with the size of the Company and the nature of its business.
- c) In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of inventory, the Company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical inventory & book records were not material.
- iii. a) The Company has not granted any loans, Secured or unsecured, to companies, firms or other parties covered in the register maintained under section 301 of the Act. Accordingly, the Clause (iii)(b), (iii)(c) and (iii)(d) of the paragraph 4 of the order are not applicable.
- b) The company has taken loan from parties covered in the register maintained under section 301 of the Companies Act, 1956. Total number of party is two, the maximum amount involved during the year was Rs 6,69,83,900 and the year end balance of loan taken from such parties was Rs 5,97,03,150.
- c) In our opinion and according to information and explanations given to us , the rate of interest and other terms and conditions for such loan are not prima facie prejudicial to the interest of the company.
- d) In respect of loans taken , repayment of the principal amount is as stipulated and payment of interest have been regular
- iv. In our opinion and according to the information and explanation given to us and having regard to the explanations that some of the items purchased/ sold are of special nature and alternative quotations are not available, there are adequate internal control procedures commensurate with the size of the company and nature of its business for the purchase of inventory and fixed assets and for the sale of goods. Further , on the basis of our examination of the books and records of the company and according to the information and explanations given to us , we have neither come across nor have we been informed of any continuing failure to correct major weaknesses in the aforesaid internal control system.
- v. a. In our opinion and according to information and explanations given to us, the particulars of contracts or arrangements referred to in Section 301 of the Act that need to be entered into the register maintained under section 301 have been so entered.
- b. In our opinion and according to the information and explanation given to us, the transactions made in pursuance of such contracts or arrangements and exceeding the value of Rs. Five Lacs in respect of each party during the year, have been made at prices which are reasonable having regard to the prevailing market price at the relevant time.
- vi. The company has not accepted deposit from the public. We are informed by the management that no order has been passed by the Company Law Board , National Company Law Tribunal or Reserve Bank Of India or any court or any other Tribunal
- vii. In our opinion, the Company has an internal audit system commensurate with its size and nature of its business.
- viii. We have broadly reviewed the books of account maintained by the company pursuant to the rules made by the Central Government for the maintenance of cost records under 209 (1) (d) of the Companies Act, 1956 , and are of the opinion that prima facie , the prescribed accounts and records have been maintained. We have, however, not made a detailed examination of the records with a view to determine whether they are accurate or note.
- ix. a) According to the information and explanation given to us and the records of the company examined by us, in our opinion, the company has been regular in depositing during the year undisputed statutory dues including Provident

Fund, Employee's State Insurance Dues, Investor Education and Protection Fund, Income-Tax, Sales-Tax, Wealth Tax, Custom Duty, Service Tax, Excise Duty, Cess and other material statutory dues as applicable, with the appropriate authority in India.

- b) According to the information and explanation given to us and the records of the company examined by us, there are no outstanding dues of income-tax, sales-tax, wealth tax, service tax, custom duty, excise duty and on account of any cess.
- x. **The company has accumulated losses as at 31.3.2012 not less than fifty percent of its net worth. Company has incurred cash losses in the financial year ended on that date and also incurred cash losses in the immediately preceding financial year.**
- xi. **Based on our audit procedures and on the basis of information and explanations given by the management, we report that the company has defaulted in repayment of loans and interest thereon. The details are as per Annexure-I**
- xii. According to the information and explanations given 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.
- xiii. In our opinion, the Company is not a chit fund, nidhi, mutual benefit or a society. Accordingly, Clause 4 (xiii) of the Order is not applicable.
- xiv. 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 (Auditors' Report) Order , 2003 are not applicable to the company.
- xv. In our Opinion and according to information and explanations given to us and the records produced before us the company has given guarantee for loan taken by others from bank and the terms and conditions thereof are not prejudicial to the interest of the company.
- xvi. In our opinion and according to the information and explanations given to us, on an overall basis, term loans availed by the company were, prima facie, applied for the purpose for which they were raised.
- xvii. On the basis of information and explanations given to us, and on the basis of an overall examination of the balance sheet of the company, no funds raised on short term basis have been utilized for long-term investments.
- xviii. The company has not made any preferential allotment of shares to the parties and companies covered in the register maintained u/s 301 of the Companies Act during the year.
- xix. Company has no outstanding Debentures as on 31.3.2012.
- xx. The Company has not raised any money by way of public issues during the year.
- xxi. During the course of our examination of the books and records of the company carried out in accordance with generally accepted auditing practices in India and according to the information and explanations given to us , we have neither come across any instance of fraud on or by the company , noticed or reported during the year , nor have we been informed of such case by the management.

For Suresh Mittal & Associates
Chartered Accountants
FRN003800N

(Suresh Mittal)

Partner,

Membership No 82740

PLACE: Village Tofapur

Dated: 30.8.2012

Annexure 1 - Relating to point (xi) of our report under Companies (Auditors' Report) order, 2003
Amount In Lacs

Name of Institution	Principle Due	Int Due	Due Date	Period of Default
Union Bank Of India	0	11.96	1 DEC 11 - 31 MARCH'12	1 - 122
Union Bank Of India	4.2	12.79	29 FEB 12 - 31 MARCH'12	1 - 31
Union Bank Of India	1693.89	145.3	1 NOV 11 - 31 MARCH'12	1 - 153
Bank Of India	0	268.02	1 MAY 11 - 31 MARCH'12	1 - 336
Bank Of India	136.74	58.14	1 NOV 11 - 31 MARCH'12	1 - 153
Bank Of India	126.63		1 JUL 11 - 31 MARCH'12	1 - 274
Federal Bank	70.68	162.21	1 NOV 11 - 31 MARCH'12	1 - 153
Federal Bank	0	22.74	1 JAN 12 - 31 MARCH'12	1 - 90
Federal Bank	251.85		1 SEPT 11 - 31 MARCH'12	1 - 212
State Bank Of Hyderabad	0	32.9	31 MAR 11 - 31 MARCH'12	1 - 366
State Bank Of Hyderabad	0	60.95	1 MAY 11 - 31 MARCH'12	1 - 336
State Bank Of Hyderabad	26.64	11.35	1 NOV 11 - 31 MARCH'12	1 - 153
Axis Bank	174.92	12.36	1 JUN 11 - 31 MARCH'12	1 - 305
Axis Bank	99.99	169.05	1 MAY 11 - 31 MARCH'12	1 - 336
Axis Bank	79.74	33.92	1 NOV 11 - 31 MARCH'12	1 - 153
IDBI Bank	0	487.95	1 MAY 11 - 31 MARCH'12	1 - 336
IDBI Bank	0	14.83	1 AUG 11 - 31 MARCH'12	1 - 243
ICICI Bank	0	37.31	31 MAR 11 - 31 MARCH'12	1 - 366
ICICI Bank	253.83	347.4	1 MAY 11 - 31 MARCH'12	1 - 336
ICICI Bank	70.5	29.96	1 NOV 11 - 31 MARCH'12	1 - 153
State Bank Of India	270.83	27.49	1 JUL 11 - 31 MARCH'12	1 - 275
State Bank Of India	0	279.19	1 MAY 11 - 31 MARCH'12	1 - 336
State Bank Of India	35.46	15.05	1 NOV 11 - 31 MARCH'12	1 - 153
Allahabad Bank	138.36	91.32	1 MAY 11 - 31 MARCH'12	1 - 336
Barclays Bank	1107.57	199.36	31 MAR 11 - 31 MARCH'12	731
Kotak Bank	960.12	172.82	31 MAR 11 - 31 MARCH'12	731
DEG	2008.13	404.24	15 MAR 09 - 31 MARCH 12	16 - 1112
M&T	920.96	213.2	1 APR 09 - 31 MARCH'12	182 - 1095

BALANCE SHEET AS AT 31st MARCH 2012

(Amount In Rs.)

Particulars	Note	As at 31.03.2012	As at 31.03.2011
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	2	940,061,000	940,061,000
Reserves and surplus	3	(1,184,260,838)	(706,054,172)
Money Received against share warrants		-	1,150,000
		<u>(244,199,838)</u>	<u>235,156,828</u>
Share Application Money Pending Allotment			
		-	-
Non-current liabilities			
Long-term borrowings	4	1,679,453,646	2,574,194,968
Deferred tax liabilities	5	144,636,999	196,684,543
Other long term liabilities		-	-
Long-term provisions	6	3,750,843	3,133,998
		<u>1,827,841,488</u>	<u>2,774,013,509</u>
Current liabilities			
Short-term Borrowings	7	944,535,258	1,191,736,309
Trade payables	8	149,558,536	157,799,526
Other current liabilities	9	2,646,976,973	1,199,747,230
Short-term provisions	10	2,349,356	2,636,639
		<u>3,743,420,123</u>	<u>2,551,919,704</u>
TOTAL		<u>5,327,061,773</u>	<u>5,561,090,042</u>
ASSETS			
Non-current assets			
Fixed assets	11		
Tangible assets		2,527,653,482	2,665,721,082
Intangible assets		-	-
Capital work-in-progress		1,455,485,983	1,336,516,588
Long-Term loans and advances	12	107,442,328	102,619,020
		<u>4,090,581,793</u>	<u>4,104,856,690</u>
Current assets			
Inventories	13	840,174,515	966,322,717
Trade receivables	14	236,909,446	356,176,639
Cash and Cash Equivalent	15	18,832,634	22,667,139
Short-Term loans and advances	16	58,666,014	35,231,642
Other current assets	17	81,897,371	75,835,216
		<u>1,236,479,980</u>	<u>1,456,233,352</u>
TOTAL		<u>5,327,061,773</u>	<u>5,561,090,042</u>

Significant Accounting Policies and

1to27

Notes on accounts

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

for Suresh Mittal & Associates

Chartered Accountants
FRN003800N

Suresh Mittal

Partner

Membership No 82740

Place : Village Tofapur

Dated: 30.08.2012

For and on Behalf of the Board

Vivek Atri

Dy Managing Director & Company Secretary

Malvinder Singh

Chairman & Managing Director

Jalesh Grover

Director

Rajiv Vasudeva

G. M. (Accounts)

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDING 31ST MARCH 2012

(Amount In Rs.)

Particulars	Note	As at 31.03.2012	As at 31.03.2011
Revenue			
Sale of Products (Gross)	18	1,621,220,800	1,234,923,646
Other Operating Income	19	177,461,279	169,499,502
		<u>1,798,682,079</u>	<u>1,404,423,148</u>
Less : Excise Duty		3,536,051	8,163,742
		<u>1,795,146,028</u>	<u>1,396,259,406</u>
Other Income	20	7,667,021	42,508,563
Total Revenue		<u>1,802,813,049</u>	<u>1,438,767,969</u>
Expenses:			
Cost of Materials Consumed	21	482,991,497	618,982,504
Changes in inventories	22	(17,681,066)	240,965,503
Employee benefits expense	23	28,833,050	36,594,396
Finance costs	24	378,916,336	303,358,865
Depreciation and amortization expense	25	165,191,798	164,590,233
Other expenses	26	995,464,956	894,803,125
Total Expenses		<u>2,033,716,571</u>	<u>2,259,294,626</u>
Profit / (Loss) before exceptional and extraordinary items & tax		(230,903,522)	(820,526,657)
Less : Exceptional items		299,675,034	97,377,028
Profit/(loss) before extraordinary items and tax		(530,578,556)	(917,903,685)
Less : Extraordinary Items		-	-
Profit/ (Loss) before tax		<u>(530,578,556)</u>	<u>(917,903,685)</u>
Tax expense:			
Current year		-	183,879
Mat Credit Entitlement		-	169,950
Deferred tax		(52,047,544)	320,162,338
Prior period items (Net)	27	825,655	1,338,556
Profit/ (Loss) for the year		<u>(479,356,667)</u>	<u>(1,239,758,408)</u>
Earnings per equity share (Par value of ` 10/- each)			
Basic		(8.82)	(22.91)
Diluted		(8.82)	(22.82)
Significant Accounting Policies and Notes on accounts	1to27		

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

for Suresh Mittal & Associates

For and on Behalf of the Board

Chartered Accountants
FRN003800N

Suresh Mittal
Partner
Membership No 82740

Vivek Atri
Dy Managing Director & Company Secretary

Malvinder Singh
Chairman & Managing Director

Place : Village Tofapur
Dated: 30.08.2012

Jalesh Grover
Director

Rajiv Vasudeva
G. M. (Accounts)

CASH FLOW STATEMENT FOR THE PERIOD ENDED ON 31ST March,2012

(Amount In Rs.)

	2011-12 (Current Year)		2010-11 (Previous Year)	
A. CASH FLOW FROM OPERATING ACTIVITIES				
NET PROFIT BEFORE TAX AND EXTRA ORDINARY ITEMS		(230,667,084)		(820,526,660)
ADJUSTMENT FOR :-				
Add: Depreciation & Amortisation	164,931,893		164,190,233	
Capital Gain on sale of Fixed Assets	-		35,745,832	
Miscellaneous Expenses W/o	259,905.00		400,000	
Interest / Dividend	378,916,336	544,108,134	311,162,843	511,498,908
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES		313,441,049		(309,027,752)
INCREASE/ DECREASE IN ADJUSTMENT FOR :-				
increase / (Decrease) in working Capital	(250,843,342)		(191,959,467)	
Increase/(Decrease) in Other Payable	1,446,942,460		66,931,738	
Increase/(Decrease) in Trade Payable	(8,240,991)	1,187,858,128	(33,677,493)	(158,705,222)
(Increase) / Decrease Trade & Other Receivable	119,267,193		(35,834,498)	
(Increase) / Decrease Inventories	126,148,202		248,931,385	
(Increase) / Decrease in Loans & Advances	(29,496,528)	215,918,866	64,837,183	277,934,070
CASH GENERATED FROM OPERATIONS		1,717,218,044		(189,798,903)
Less: Interest	378,916,336		311,162,843	
Current Tax	-		183,879	
		378,916,336		311,346,722
CASH FLOW BEFORE EXTRAORDINARY ITEMS		1,338,301,708		(501,145,625)
Less: Extra Ordinary Items Including Previous Year exp	300,997,031		98,885,534	
NET CASH FROM OPERATING ACTIVITIES		1,037,304,677		(600,031,159)
B. CASH FLOW IN INVESTING ACTIVITIES				
Add: Purchase/Capitalization of Fixed Assets	26,864,294		182,840,547	
Capital Work in Progress	118,969,395		-	
NET CASH USED IN INVESTING ACTIVITIES		145,833,689		182,840,547
C. CASH FLOW FROM FINANCING ACTIVITIES				
Less: Short Term Borrowing	3,642,291		44,722,966	
Long Term Borrowing	(898,947,785)		644,440,842	
Issue of Capital	-	(895,305,494)	19,550,000	708,713,808
NET INCREASE/(DECREASE) IN CASH		(3,834,507)		(74,157,898)
CASH AND CASH EQUIVALENTS AS AT 01.04.2011		22,667,139		96,825,038
CASH AND CASH EQUIVALENTS AS AT 31.03.2012		18,832,634		22,667,139

Note : Current Year Financial Statements have been prepared in accordance with revised Schedule- VI. As a result Certain Long Term Borrowing and Current maturity have been classified under Current Liabilities . This has resulted in Sulplus amounting to Rs 127.14 crores from operating activities in above cash flow statement, whereas in actual there is no such factual position.

for Suresh Mittal & Associates

Chartered Accountants
FRN003800N

Suresh Mittal

Partner

Membership No 82740

Place : Village Tofapur

Dated: 30.08.2012

For and on Behalf of the Board

Vivek Atri

Dy Managing Director & Company Secretary

Malvinder Singh

Chairman & Managing Director

Jalesh Grover

Director

Rajiv Vasudeva

G. M. (Accounts)

CERTIFICATE

We have examined the above Cash Flow Statement of Agro Dutch Industries Limited for the year ended on 31st March 2012. The Statement has been prepared by the Company in accordance with the requirements of the clause 32 of the listing agreement and is based on and in agreement with the corresponding statement of Profit and Loss Account and Balance Sheet of the Company covered by our Report of 2012 to the member of the Company.

**For Suresh Mittal & Associates
Chartered Accountants**

FRN003800N

(Suresh Mittal)

Partner,

Membership No 82740

PLACE: Village Tofapur

Dated: 30.8.2012

ACCOUNTING POLICIES AND NOTES TO THE ACCOUNTS

1. SIGNIFICANT ACCOUNTING POLICIES

I) BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The financial statements have been prepared to comply in all material respects with the notified accounting standards by Companies Accounting Standards Rules, 2006 and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared under the historical cost convention on an accrual basis. The accounting policies applied by the company are consistent with those used in the previous year.

II) Revenue Recognition

Revenue/Income and Cost/Expenditure are generally accounted on accrual basis as they are earned or incurred. Incentives from various government agencies (for which the company is entitled under different schemes of the Government) are accounted for in the year of eligibility.

III) Use of Estimates

The preparation of financial statements requires management to make certain estimates and assumptions that effects the amounts reported in the financial statements and notes thereto. Difference between actual results and estimates are recognized in the period in which the results are known/ materialized.

IV) Fixed Assets and Depreciation

Fixed Assets

Fixed Assets are stated at cost of construction/ acquisition less accumulated depreciation and impairment losses. Cost comprises Purchase price and all other Costs of bringing the assets to its working condition for intended use. Financial costs relating to acquisition of qualifying fixed assets are also included to the extent they relate to the period till such assets are ready to be put to use. Pre-operative expenses for major projects are also capitalised, where appropriate

Depreciation

Depreciation on fixed assets is provided on straight line method in the manner and at the rates specified in schedule XIV to the Companies Act, 1956.

Impairment Loss

Company has reviewed its future earning of its cash generating unit as on 31st March 2012 in accordance with the accounting standard issued by 'The Institute of Chartered Accountant of India'. Since the carrying amount of the assets does not exceed the future recoverable amount, consequently, no adjustment is considered necessary by the Management.

V) Inventories

Inventories are valued at lower of cost or estimated net realizable value. The basis of determination of cost for different categories of inventories are as follows:

Raw Material , Store and spares	At lower of cost or net realizable value on first-in first-out basis
Finished Goods	At lower of cost or net realizable value
Work in Progress	The cost includes - Material cost, Labour and appropriate share of manufacturing and other costs incurred in bringing the inventories to the present location and condition.

VI) Sales

Sales/Sales Returns are accounted for on dispatch of goods from/receipt of goods in the factory to/from the customers. Sales are net of returns, if any.

VII) Custom Duty and Excise Duty

Custom Duty and Excise Duty is accounted for at the time of dispatch of goods from factory.

VIII) Foreign Exchange Transactions

a) Transactions denominated in foreign currencies are recorded at the exchange rates prevailing on the date of transaction.

- b) At the year end, monetary items denominated in foreign currencies other than those covered by forward contracts are converted into rupee equivalent at the year-end exchange rates.
- c) All exchange differences arising on settlement / conversion of foreign currency transactions are recorded in the Profit and loss account
- d) In respect of transactions covered by forward exchange contracts, the difference between the forward rate and the exchange rate at the date of the transaction is recognized as income or expense over the period of contract.

IX) Research & Development

Revenue expenditure on research & Development (other than Cost of Assets acquired) are charged to Profit and Loss Account in the year in which they are incurred.

X) Employee Benefits

- a) Short Term Employee Benefit :

All employees' benefits payable within twelve months of rendering of services are classified as short term benefits. Such benefits include salaries, wages, bonus, short term compensated absences, earned leave, awards, exgratia etc. and the same are recognized in the period in which the employee renders the related service.

- b) Post Employment Benefits:

- i) **Defined Contribution Plan:**

The Company's approved superannuation scheme, provident Fund Scheme are defined contribution plans. The contribution paid / Payable under the schemes are recognized during the period in which the employee renders the related services.

- ii) **Defined Benefit Plan:**

The employee's gratuity fund scheme is company's defined benefit plan. The present value of the obligation under such defined benefit plan is determined based on the actuarial valuation using the Project Unit Credit Method as at the date of the Balance Sheet. In case of Funded plans, the fair value of the plan asset is reduced from the gross obligation under the defined benefits plan, to recognize the obligation on the net basis.

XI) Deferred Revenue Expenditure

Processing charges and Syndication paid for obtaining Term Loans for repayment of High cost loans has been treated as Deferred Revenue Expenditure and are written off over the period of loan.

XII) Taxation

Current tax is determined as the amount of tax payable in respect of taxable income for the period based on applicable tax rate and laws.

Deferred tax is recognized on timing difference, being the difference between taxable income and accounting income that originates in one period and are capable of reversal in one or more subsequent periods and is measured using tax rate and laws that have been enacted or substantively enacted by the Balance Sheet date. Deferred tax assets are reviewed at each Balance Sheet date.

XIII) Expenditure during Construction Period

In the case expansion of existing/New units, all pre-operating expenditure especially for the project, incurred up to the date of installation, are capitalized and added pro rata to the cost of fixed assets.

XIV) Borrowing costs:

Borrowing costs attributable to the acquisition and construction of qualifying assets are added to the cost up to the date when such assets are ready for the intended use. The other borrowing costs are recognized as expense in the period in which these are incurred.

XV) Prior Period & Extraordinary Items

Prior period, extra ordinary items and changes in accounting policies having material impact on the financial affairs of the company are disclosed.

XVI) Provision & Contingent Liabilities

The company recognises a provision when there is a present obligation as a result of a past event that probably

requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation and the likelihood of outflow of resources is remote, no provision or disclosure for contingent liability is made.

- XVII) Accounting policies not specifically referred to above are consistent with Generally Accepted Accounting Policies (GAAP)

Note No.1(b)
la) Contingent liabilities not provided for in respect of:-

Particulars	Rs. in Lakhs	
	Current Year	Previous Year
Letter of credit established by the Company	537.21	1085.72
Bills discounted with Company's Bankers	2057.81	1879.24
Collateral Security Bond with US Customs and Protection USA	128.76	128.76
Surety Bond to the Excise Department	5,000.00	5,000.00
Litigation Pending against company and not provided for	107.53	107.53
Guarantee given to AXIS Bank – (against facilities to farmers/JLGs)	413.80	600.00
Preference Dividend on 6% OCCRPS for 2009-10, 2010-11 & 2011-12 including Dividend Distribution Tax thereon.	829.29	552.86

- lb) Custom duty saved on Machinery imported against advance license scheme as on 31st March, 2012 and 31st March, 2011 is Rs 2136.31 lacs and Rs 2136.31 lacs respectively. The management is of the view that considering the future export prospects there is certainty that pending export obligation under advance licenses will be fulfilled before expiry of respective licenses.
- II) Company has provided Rs. 83.64 lacs (last year Rs 40.24 lacs) as liability on account of Anti Dumping Duty for the period 1-4-2011 to 31-3-2012 on the basis of last assessment. Difference , if any , will be accounted for at the time of final assessment for the period.
- III) Under the provisions of Accounting Standard-18 Issued by the Institute of Chartered Accounts of India following information is disclosed: Particulars of Transactions

Name	Relationship	Nature of Transactions	Current Year	Previous Year
Shri Malvinder Singh	Key Management personnel and promoter	Director's Remuneration	1,170,000	4,680,000
Shri Gurpreet Singh	Key Management personnel and promoter	Director's Remuneration	-	1,950,000
Shri. Arvind Kalra	Key Management personnel	Director's Remuneration	3,120,000	906,667
Col. Satinder Singh	Key Management personnel	Director's Remuneration	--	390,000
Penta Homes (P) Ltd	Directors interested	Loan taken	16,450,000	44,000,000
Calibre Rehabs Ltd	Directors interested	Loan taken	-	34,00,000
Calibre Rehabs Ltd	Directors interested	Loan Repaid	2,600,000	-
Penta Homes (P) Ltd	Directors interested	Loan Repaid	14,800,000	13,300,000
Calibre Rehabs Ltd	Directors interested	Interest paid	208,863	55,174

IV) Earning Per Share

Particulars	Current Year	Previous Year
Profit/ (loss) after Tax	(4,793.57)	(12,397.58)
Less : Preference Dividend	-	-
Profit/ (loss) Attributable to Equity share holders	(4,793.57)	(12,397.58)

Weighted Average No of Equity shares	54,365,000	54,117,329
Nominal value Per Equity Share	Rs10/-	Rs10/-
Earning per share (Basic)	(8.82)	(22.91)
Earning per share (Diluted)	(8.82)	(22.82)

V) Deferred Tax Liability

Accounting for Taxes on Income – Disclosure as per AS 22: Major components of deferred tax assets and liabilities on account of timing differences are as follows:

Particulars	Current Year	Previous Year
Deferred Tax Liabilities in respect of:	Rs. Lacs	Rs. Lacs
Difference between Book and Tax depreciation		
Opening Balance Deferred tax liability / (Asset)	1966.85	-1234.77
Less Adjustment during the year	-520.48	3201.62
Deferred Tax liability at the end of the year	1446.37	1966.85

The company follows Accounting Standard -22 “Accounting for Taxes on Income” issued by the Institute of Chartered Accountants of India. Since there is no convincing evidence which demonstrates virtual certainty of realization of deferred tax assets, the company has prudently decided not to recognise deferred tax asset.

VI)

	Current Year	Previous Year
a) CIF Value of Imports		
Capital Goods	-	69.37
Raw Material & consumables	266.01	1152.85
Spares & Components	24.91	63.67
b) Earning in Foreign Currency		
FOB Value of Exports	13,711.94	10363.91
c) Expenses in foreign currency		
Travelling	54.51	39.12
Interest and finance charges	334.38	359.78
Legal & Professional Charges	16.96	14.3
Rates and taxes	5.93	0.16
Others	22.59	210.81
d) Foreign Currency Remittance(Repayment of Foreign currency loan)	-	-
e) Details of Raw Materials consumed		

Particulars	UM	Qty	Qty In '000		(Rs. in lacs)
			Current Year Value	Previous Year Value	
Wheat Straw	MT	31268.82	1041.6	75934.66	3080.93
Chicken Manure	MT	35680.48	363.03	50187.35	638.31
LDPE Granules	MT	417.846	325.83	528.17	410.45
Tin Plate	MT	2320.1	1416.35	1847.4	1050.92
Others(Lacquer, Spawn, Copper wire, etc)		42851.29	1683.11	17111.74	1,009.24

f) Value of Raw Materials, Spare Parts and Components Consumed During the Year

Particulars Raw Material	Current Year		Previous Year	
	Value	%	Value	%
Imported	500.74	10.37	1319.67	21.32
Indigenous	4,329.18	89.63	4870.15	78.68
Spare parts and Components				
Imported	23.87	9.70	66.77	22.69
Indigenous	222.32	90.30	227.45	77.31

g) Auditor's Remuneration

Particulars	(Rs. in lacs)	
	Current Year	Previous Year
Audit Fee	5.50	5.50
Certification Charges	0.60	0.60
Others	0.40	0.40
Total	6.50	6.50
(The above figures excludes Service Tax)	0.80	0.67

VII) SEGMENT INFORMATION

Company deals in one product i.e. export of canned mushroom. As such Board is of the opinion that no disclosure is required as per accounting standard 17.

VIII) a) Prior Period Adjustments

Particulars	(Rs. in lacs)	
	Current Year	Previous Year
Debits relating to Earlier Years		
On account of Income Tax	6.37	-
Others	1.89	13.39

b) Foreign Currency Gain / (loss)

Particulars	(Rs. in lacs)	
	Current Year	Previous Year
Sales	341.35	87.84
Financial Charges	(204.26)	(33.31)
	137.09	54.53

c) Exceptional Items Includes:

Particulars	(Rs. in lacs)	
	Current Year	Previous Year
Apeda Transport Subsidy	253.68	730.63
VKGUY	112.54	170.62
Debtors Written Off	1466.56	-----
Freight and other exp on recall of goods	92.26	-----
Provision for obsolete/ unsaleable/demuniton in value of Finished goods	1071.70	-----
State Subsidy Receivable	-----	50.00
Custom Duty Receivable	-----	22.52
Total	2,996.74	973.77

Note : Write off on account of Apeda Transport Subsidy and VKGUY is due to rejection of claim by respective agencies. As regards Debtors written off and inventory provision refer point XV below and regarding expense on Freight and others on recall refer point XVII below

IX) Valuation of Work-in-Process & Finished Goods being a technical matter has been taken as certified by the Management and Cost Accountant.

X) As per notification of APEDA, the Company is entitled to transport Subsidy in respect of freight on Exports made during the year. The estimated value of Subsidy works out to Rs. 172.06 Lacs (previous year Rs 94.30 lacs) for the year 2011-12. The same amount has been considered in the Profit & Loss account against the Ocean Freight.

Company is also entitled for C.S.T reimbursement and Duty drawback on H.S.D under the EXIM Policy. During the year company paid Rs. 56.98 Lacs (Previous year Rs. 40.66 Lacs) as C.S.T. The amount has been taken under the head advance since the whole amount is reimbursable under the above policy. Duty drawback for Rs.25.45 Lacs (previous year Rs 29.54 Lacs) on Diesel has been adjusted against consumption of diesel.

XI) On the basis of information available with the Company, regarding the status of suppliers as defined under the "Micro Small and Medium Enterprises Development Act 2006", total dues to suppliers as at 31st March 2012 amounts to Rs. 1,69,13,471/- (Previous Year : Rs. 1,19,16,619/-)

Further as per information available there were no over dues during the period/close of the year and therefore the question of provision/payment of related disclosure under the said Act, does not arise.

XII) In the opinion of the Board Current Assets, Loans & Advances are approximately of the value stated which if realized in the ordinary course of business except stated otherwise. The provisions for all the known liability are adequate.

XIII) Commissioning of Can making plant at Chennai is getting delayed due to liquidity problem being faced by the company.

XIV) The Company has incurred substantial losses and its net worth has been eroded. The Company has also received recall notice from Kotak Mahindra Bank, Barclays Bank, ICICI Bank, Federal Bank, M & T and DEG. Kotak Mahindra Bank and Barclay bank has also filed an application with DRT for recovery of dues .

A reference was made to the Board for Industrial and Financial Reconstruction (BIFR), which was dismissed by the Board on ground of basis of calculation of Net worth . The appeal of the company has been admitted by Appellate Authority for Industrial & Financial Reconstruction (AAIFR), New Delhi vide its order dated 22.08.2012. The company is ready with suitable rehabilitation scheme to be put before BIFR , which will help it in turnaround operations . Taking into account the above facts, the financial statements have been prepared on the basis that the company is a going concern and that no adjustments are required to the carrying value of assets and liabilities

As per the Balance Sheet as on 31st March 2012, the net worth of the company continues to be eroded. In case AAIFR does not declare the company sick, the company proposes to file a fresh reference as per the Audited Balance Sheet as on 31.03.2012.

XV) The Sales of the Company have been adversely affected due to presence of some traces of Carbendazim in Shipments of Canned Mushrooms to US. The said traces have been found during testing by USFDA. The Company is in the process of recalling the said containers back to India. The said development has resulted into reduced level of production. In addition the company has to bear approx a sum of Rs 92.26 Lacs as additional expense in recalling back these goods to India . The said additional expense has been charged to Statement of Profit and Loss account under the head exceptional items.

XVI) The said recall of containers has affected the sales of financial year 2011-12 to the tune of Rs 331.66 lacs

XVII) The Revised Schedule VI became effective from April 1, 2011 for the preparation of Financial Statements. Hence, Current year Financial Statements are prepared in accordance with Revised Schedule VI. Previous year figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification/disclosure.

XVIII) The Auditors of the Company in their last year report has qualified regarding (i) non provisioning of stock valued at Rs 1071.69 lacs and non provisioning of debts at Rs 1480.24 lacs . The Board of the company reconsidered the matter and has decided to write off Rs 1071.70 lacs on account of inventory and Rs 1466.56 on account of Debtors . Both these amounts have been charged to Statement of Profit and Loss account under the head Exceptional items.

XIX) DISCLOSURES IN ACCORDANCE WITH REVISED AS-15 ON "EMPLOYEE BENEFITS"

a) Defined Contribution Plan:

The Company has recognized the following amounts in the Profit and Loss Account for the Year:

Particulars	(Rs. in lacs)	
	Current Year	Previous Year
Employer's Contribution to Provident Fund	6.39	7.27
Employer's Contribution to Superannuation Fund	-	-
Employer's Contribution to Employee's State Insurance	15.13	16.67
Employer's Contribution to Employee's Pension Scheme, 1995	14.51	16.51
Total	36.03	40.45

b) Defined Benefit Plans:-

The following figures are as per actuarial valuation, as at the Balance Sheet Date, carried out by an independent actuary.

i) A reconciliation of Opening and Closing Balances of the Present Value of the Defined Benefit Plan (DBO)

Particulars	(Rs. in lacs)	
	Current Year	Previous Year
Opening Balance at the beginning of the year	66.87	66.03
Add : Current Service Cost	8.46	10.49
Add :Interest Cost	5.35	5.28
Actuarial Gain/(Loss)	-	-
Less : Benefits Paid	(10.44)	(14.93)
Closing DBO Balance	70.24	66.87

ii) A reconciliation of Opening and Closing Balances of the Fair Value of Plan Assets

Particulars	(Rs. in lacs)	
	Current Year	Previous Year
Opening Fair Value of Plan Assets	35.53	45.07
Add : Expected Return on Plan Assets	2.95	3.74
Add/(Less) : Actuarial Gain/(Loss)	1.33	0.45
Add :Contribution by Employer	3.36	1.2
Less ; Benefits Paid	(10.44)	(14.93)
Closing Fair Value of Plan assets	32.73	35.53

iii) Amount recognized in Balance Sheet including a Reconciliation of the Present Value of the Defined obligation in (a) Fair value of the Plan assets in (b) to the assets and liabilities recognized in the balance sheet.

Particulars	(Rs. in lacs)	
	Current Year	Previous Year
Present Value of Funded Obligations	70.24	66.87
Add : Unfunded Obligations	-	-
Less : Fair Value of Plan Assets	32.73	35.53
Net Liability/(Assets) recognised in Balance Sheet	37.51	31.34

iv) The Total Expense Recognised in the Profit and Loss Account:

Particulars	(Rs. in lacs)	
	Current Year	Previous Year
Current Service Cost	8.46	10.49
Interest Cost	5.35	5.28
Expected Return on Plan Assets	-2.95	-3.74
Actuarial (Gain) / Losses	-1.33	-0.45
Past Service Cost	-	-
Total	9.53	11.58

v) For each major category of Plan Assets, following is the percentage that each major constitutes of the fair value of the Plan Assets:

Particulars	Current Year	Previous Year
Government of India Securities	-	-
Corporate Bonds	-	-
Special Deposit Scheme	-	-
Equity Shares of Listed Companies	-	-
Property	-	-
Insurance Managed Funds	100%	100%
Others	-	-
Total	100%	100%

vi) The overall expected rate of return on assets is based on the expectation of the average long term rate of return expected on investments of the fund during the estimated term of the obligations.

vii) The Actual Return on Plan Assets is as follows

Particulars	Current Year	Previous Year
Actual Return on Plan Assets	1.33	0.45
Total	1.33	0.45

viii) Following are the Principal Actuarial Assumptions used as at the Balance Sheet Date:

Sr.	Particulars	Current Year	Previous Year
1	Attrition Rate	5.65%	5.65%
2	Discount Rate	8.00%	8.00%
3	Expected Rate of Return on Plan Assets	9.15%	9.15%
4	Salary Escalation Rate	7.00%	7.00%

Note 2

		(Amount In Rs.)	
As at		31.03.2012	31.03.2011
SHARE CAPITAL			
AUTHORISED			
Equity Share Capital		700,000,000	700,000,000
7,00,00,000 equity shares of Rs.10/- each (Previous year 7,00,00,000)			
Preference Share Capital		400,000,000	400,000,000
40,00,000 Preference shares of Rs.100/- each (previous year 40,00,000)		1,100,000,000	1,100,000,000
ISSUED, SUBSCRIBED AND FULLY PAID-UP			
Equity Share Capital		543,650,000	543,650,000
5,43,65,000 Equity shares of Rs.10/- each (Previous year 5,43,65,000)			
Preference Share Capital		396,411,000	396,411,000
6% Optionally Convertible Cumulative Redeemable Preference Shares 39,64,110 shares of Rs.100/- each (Previous year 39,64,110)			
		940,061,000	940,061,000

- a) Reconciliation of the Equity shares outstanding at the beginning and at the end of the year

	No. of Shares	Amount in Rs	No. of Shares	Amount in Rs
At the Beginning of the year	54,365,000	543,650,000.00	53,565,000	535,650,000.00
Add : Share Issued during the year	-	-	800,000	8,000,000.00
Outstanding at the end of the year	54,365,000	543,650,000.00	54,365,000	543,650,000.00

- b) The holders of the equity shares are entitled to receive dividends as declared from time to time, and are entitled to voting rights proportionate to their share holding at the meetings of shareholders.
- c) Following Shareholders hold equity shares more than 5% of the total equity shares of the Company and no other share holder of the Company holds more than 5 percent of the equity shares.

- c (a)

Equity Share	Nos of Shares	% Holding	Nos of Shares	% Holding
i) Penta Homes Pvt. Ltd.	19,743,663	36.32	19,743,663	36.32
ii) Vishwa Calibre Builders Pvt. Ltd.	5,392,736	9.92	5,392,736	9.92
iii) Malvinder Singh	4,824,629	8.87	4,824,629	8.87

- c (b) Optional Convertible Cumulative Redeemable Preference Shares

	Nos of Shares	% Holding	Nos of Shares	% Holding
i) Bank of India	900,000	22.70	900,000	22.70
ii) Union Bank of India	858,000	21.64	858,000	21.64
iii) Axis Bank	526,710	13.29	526,710	13.29
iv) ICICI	471,000	11.88	471,000	11.88
v) The Federal Bank	467,000	11.78	467,000	11.78
vi) State Bank of Patiala	332,500	8.39	332,500	8.39
vii) State Bank of Indore	234,000	5.90	234,000	5.90

- d) Company allotted 39,64,110, 6 % Optional Convertible Cumulative Redeemable Preference Shares of Rs 100/- each to the lenders as per terms of CDR on 31.3.2010
- e) The OCCRPS are redeemable in 4 Equal instalments starting from 31.3.2016 and ending in 31.3.2019. The holders of OCCRPS, in case of default by the company, having right/ option to convert OCCRPS into equity at the end of four years.
- f) The Promoters shall have the right of first refusal in case of conversion of OCCRPS into equity.

Note 3

	(Amount In Rs.)	
As at	31.03.2012	31.03.2011
RESERVES AND SURPLUS		
Reserves		
Capital Reserve		
As per last Balance Sheet	16,707,250	221,000
Add : Transfer on forfeiture of convertible warrants	1,150,000	16,486,250
	17,857,250	16,707,250
Securities Premium Account		
As per last Balance Sheet	442,187,500	431,787,500

Add : on conversion of convertible warrants	-	10,400,000
	<u>442,187,500</u>	<u>442,187,500</u>
General Reserve		
As per last Balance Sheet	559,224,181	559,224,181
	<u>559,224,181</u>	<u>559,224,181</u>
Profit and Loss Account		
Loss as per last balance sheet	(1,724,173,103)	(484,414,695)
Add: Profit /(loss)for the year from Statement of Profit & Loss Account	(479,356,667)	(1,239,758,408)
	<u>(2,203,529,769)</u>	<u>(1,724,173,103)</u>
Total	<u>(1,184,260,838)</u>	<u>(706,054,172)</u>

Note 4

	(Amount In Rs.)	
As at	31.03.2012	31.03.2011
LONG-TERM BORROWINGS		
Term Loans		
Secured		
From Banks		
Rupee loans	1,658,238,377	2,553,756,316
Loan for (Vehciles & Other)	3,215,269	2,438,652
Unsecured		
From related Corporate	18,000,000	18,000,000
TOTAL	<u>1,679,453,646</u>	<u>2,574,194,968</u>

The above said Rupee Term Loan/FITL/WCTL/Corporate term loans are secured by way of pari passu first charge on the Fixed assets of the company and Pari passu second charge on current assets of the company , present and future.

The above said Term Loan/WCTL/FITL (except Foreign Currency Loans) are further secured by way personal guarantee of two directors of the company (Out of which one has resigned) as well as pledge of their 100% holding (present and future) in the company. The said facilities are further secured by the corporate guarantee of M/S Vishwa Calibre Builders Pvt. Ltd. and M/S Penta Homes Pvt. Ltd . The later's guarantee being limited to the extent of face value of 19,00,000 equity shares in Agro Dutch Industries Limited

Secured

a (1) Rupee Term Loan I	Repayment Start Date	No of Installments	Repayment End Date	Rate of Interest	Amount of Default	31.03.2012	31.03.2011
Allahabad Bank	April 2012.	28 Quarterly	March 2019	9.25%		37,074,289	43,243,631
Allahabad Bank	April 2011.	50 Monthly	March 2019	9.25%	13,836,000	15,038,710	27,696,195
Axis Bank	April 2012.	28 Quarterly	March 2019	9.25%		11,643,429	13,584,000
IDBI	April 2012.	28 Quarterly	March 2019	9.25%		372,600,000	434,700,000
State Bank of Hyderabad	April 2012.	28 Quarterly	March 2019	9.25%		21,337,571	25,000,000
State Bank of Inida	April 2012.	28 Quarterly	March 2019	9.25%		165,000,000	192,500,000
State Bank of Patiala	April 2012.	28 Quarterly	March 2019	9.25%		134,608,403	160,051,276
State Bank of Patiala	April 2012.	28 Quarterly	March 2019	9.25%		33,422,855	40,266,678
State Bank of Patiala	April 2012.	28 Quarterly	March 2019	9.25%		18,279,306	22,008,507

Union Bank of India	April 2012.	28 Quarterly	March 2019	9.25%	32,925,904	40,018,475
ICICI - Bank	April 2012.	28 Quarterly	March 2019	9.25%	-	175,000,000
The Federal Bank Ltd.	April 2012.	28 Quarterly	March 2019	9.25%	-	150,000,000
Term Loan II						
Axis Bank	April 2012.	28 Quarterly	March 2019	9.25%	10,396,904	12,131,000
Bank of India	April 2012.	28 Quarterly	March 2019	9.25%	15,300,143	17,800,000
IDBI Ltd	April 2012.	28 Quarterly	March 2019	9.25%	16,276,137	19,200,000
State Bank of Hyderabad	April 2012.	28 Quarterly	March 2019	9.25%	3,786,857	4,418,000
State Bank of Patiala	April 2012.	28 Quarterly	March 2019	9.25%	9,364,105	11,400,000
Union Bank of India	April 2012.	28 Quarterly	March 2019	9.25%	22,838,571	26,645,000
					919,893,183	1,415,662,763

a (2) Funded Interest Term Loan I	Repayment Start Date	No of Installments	Repayment End Date	Rate of Interest	Amount of Default	31.03.2012	31.03.2011
FITL- 1 Allahabad Bank	April 2012.	28 Quarterly	March 2019	9.25%		6,672,000	7,784,000
FITL-1 Axis Bank	April 2012.	28 Quarterly	March 2019	9.25%		31,398,857	34,363,744
FITL - 1 Bank of India	April 2012.	28 Quarterly	March 2019	9.25%		45,463,714	53,000,000
FITL - 1 State Bank of Hyderabad	April 2012.	28 Quarterly	March 2019	9.25%		12,722,571	14,766,191
FITL - 1 State Bank of India	April 2012.	28 Quarterly	March 2019	9.25%		41,571,429	45,466,924
FITL - 1 State Bank of Patiala	April 2012.	28 Quarterly	March 2019	9.25%		48,601,161	58,786,665
FITL- 1 Union Bank of India	April 2012.	28 Quarterly	March 2019	9.25%		57,726,025	65,845,595
FITL -I IDBI Bank	April 2012.	28 Quarterly	March 2019	9.25%		66,230,557	74,923,227
FITL- 1 ICICI Bank	April 2012.	28 Quarterly	March 2019	9.25%		-	65,546,559
FITL -I The Federal Bank Ltd	April 2012.	28 Quarterly	March 2019	9.25%		-	53,360,645
						310,386,314	473,843,550

a (3) Working Capital Term Loan I	Repayment Start Date	No of Installments	Repayment End Date	Rate of Interest	Amount of Default	31.03.2012	31.03.2011
Axis Bank - (I)	April 2012.	28 Quarterly	March 2019	9.25%		45,146,571	52,671,000
Bank of India - (I)	April 2012.	28 Quarterly	March 2019	9.25%		77,142,857	90,000,000
State Bank of Hyderabad	April 2012.	28 Quarterly	March 2019	9.25%		15,001,000	17,763,099
State Bank of Patiala- (I)	April 2012.	28 Quarterly	March 2019	9.25%		27,792,667	23,400,000
State Bank of India	April 2012.	28 Quarterly	March 2019	9.25%		20,057,000	33,265,931
Union Bank of India- (I)	April 2012.	28 Quarterly	March 2019	9.25%		121,200,000	145,059,224
The Federal Bank - WCTL	April 2012.	28 Quarterly	March 2019	9.25%		-	46,700,000
ICICI - WCTL-I	April 2012.	28 Quarterly	March 2019	9.25%		-	47,100,000
Axis Bank - (II)	April 2012.	48 Monthly	March 2015	12.75%		21,277,577	37,237,577
State Bank of Hyderabad -(II)	April 2012.	48 Monthly	March 2015	12.75%		7,136,000	12,168,000
State Bank of India - (II)	April 2012.	48 Monthly	March 2015	12.75%		9,424,000	16,312,000
Bank of India - (II)	April 2012.	48 Monthly	March 2015	12.75%		36,480,000	63,840,000
State Bank of Patiala - (II)	April 2012.	48 Monthly	March 2015	12.75%		12,630,957	22,680,957
Union Bank of India - (II)	April 2012.	48 Monthly	March 2015	12.75%		34,670,251	56,052,215
						427,958,880	664,250,003
						1,658,238,377	2,553,756,316

(Amount In Rs.)

b)	Vehicle Loan & Other	Repayment Start Date	No of Installments	Repayment End Date	Rate of Interest	Amount of Default	31.03.2012	31.03.2011
	Mahindra & Mahindra Financial Service Ltd.	Mar-12	47	16.12.2015	13.33		2,306,214	786,577
	Kotak Mahindra Bank - Hire Purchase	Dec-10	36	Dec-13	13.33		909,055	1,652,075
							3,215,269	2,438,652

Vehicle loans are secured against hypothecation of vehicles

c)	Unsecured	Repayment Start Date	No of Installments	Repayment End Date	Rate of Interest	Amount of Default	31.03.2012	31.03.2011
----	-----------	----------------------	--------------------	--------------------	------------------	-------------------	------------	------------

From related Corporates bodies

Penta Homes Pvt. Ltd. 18,000,000 18,000,000

Following Long Term Borrowings have been recalled by the respective Lenders in current year and till the date of this Balance Sheet and as such are stated under the head Other current Liabilities

Loan Recalled By the Bankers						31.03.2012	31.03.2011
Term Loan	ICICI Bank					192,700,000	
WCTL-I	ICICI Bank					47,100,000	
FITL -I	ICICI Bank					59,236,000	
Term Loan	The Federal Bank Ltd.					167,600,000	
WCTL	The Federal Bank Ltd					46,700,000	
FITL	The Federal Bank Ltd					54,500,000	
						567,836,000	

Note 5

(Amount In Rs.)

	As at 01.04.2011	"Additions/" Adjustments during the year"	As at 31.03.2012
Deferred Tax Liabilities			
Difference of book depreciation and tax depreciation	196,684,543	(52,047,544)	144,636,999
	196,684,543	(52,047,544)	144,636,999

Note 6

As on	31.03.2012	31.03.2011
LONG TERM PROVISIONS		
Provision for employee benefits	3,750,843	3,133,998
	3750843.00	3133998.00

Note 7

	(Amount In Rs.)	
As at	31.03.2012	31.03.2011
SHORT-TERM BORROWINGS		
Secured		
From Banks		
Rupee loans		
Working Capital Demand Loan	186,554,597	212,783,856
Working Capital Limits	687,876,229	912,490,312
Unsecured		
Loan From Related Party		
From Corporates	41,703,150	42,465,174
Loan From Others		
From Corporates	28,401,282	23,996,967
TOTAL	944,535,258	1,191,736,309

The above said Working Capital Demand loan are secured by way of pari passu first charge on the Fixed assets of the company and Pari passu second charge on current assets of the company, present and future

Working capital facilities are secured by way of pari passu first charge on the current assets of the company and pari passu second charge on the fixed assets of the company , present and future.

The above said Working Capital facilities & Working Capital Demand Loans are further secured by way personal guarantee of two directors of the company as well as pledge of their 100% holding (present and future) in the company. The said facilities are further secured by the corporate guarantee of M/S Vishwa Calibre Builders Pvt. Ltd. And M/S Penta Homes Pvt. Ltd . The later's guarantee being limited to the extent of face value of 19,00,000 equity shares in Agro Dutch Industries Limited

Note 8

	(Amount In Rs.)	
As at	31.03.2012	31.03.2011
TRADE PAYABLES		
For Goods and Services	132,645,064	146,132,117
Due to Micro, Small & Medium Enterprises (To the extent identified with available information)	16,913,471	11,667,409
Total	149,558,536	157,799,526

Note 9

	(Amount In Rs.)	
As at	31.03.2012	31.03.2011
OTHER CURRENT LIABILITIES		
Current Maturities of long Term Debts	497788242	267425473
Interest accrued but not due on borrowings	2,254,575	1,976,851
Long Term Debts recalled by banks including interest thereon	1,732,182,554	691,170,707
Interest accrued & due on borrowings	235,887,863	46,663,126
Advances from customers and others	6,558,752	36,442,962

Overdraft by Banks	27,370,984	17,165,238
Other Payables		
Statutory dues (including Tax deducted at source and Provident Fund)	46,070,873	30,625,282
Others	98,863,130	108,277,590
TOTAL	2,646,976,973	1,199,747,230

Note 10

	(Amount In Rs.)	
As at	31.03.2012	31.03.2011
SHORT TERM PROVISIONS		
Provision for employee benefits	2,197,559	2,452,760
Provision for Wealth tax	151,797	183,879
Total	2,349,356	2,636,639

Note 11

NON-CURRENT ASSETS

(Amount In Rs.)

TANGIBLE ASSETS	GROSS BLOCK				DEPRECIATION BLOCK				NET BLOCK	
	As at 01.04.2011	Additions	Deductions/ Adjustments	As at 31.03.2012	Upto 01.04.2011	For the year	Deductions/ Adjustments	Upto 31.03.2012	As at 31.03.2012	As at 31.03.2011
Land :										
(including development expenses)										
Freehold	92,557,934	-	-	92,557,934	-	-	-	-	92,557,934	92,557,934
Building :										
Freehold										
Main plant	1,545,406,555	-	-	1,545,406,555	337,239,487	51,616,579	-	388,856,066	1,156,550,489	1,208,167,068
Others	1,421,629	-	-	1,421,629	233,470	23,173	-	256,643	1,164,986	1,188,159
Plant and Machinery :										
Plant and machinery Imp.										
- Continuous	198,765,119	-	-	198,765,119	49,292,556	10,494,798	-	59,787,354	138,977,764	149,472,562
- Others	332,530,414	-	-	332,530,414	151,013,469	15,795,195	-	166,808,664	165,721,750	181,516,945
Plant and machinery Ind.										
- Continuous	1,178,024,724	20,256,745	-	1,198,281,469	413,378,001	62,918,546	-	476,296,547	721,984,922	764,646,724
- Others	297,172,218	-	-	297,172,218	88,997,835	14,115,680	-	103,113,515	194,058,703	208,174,382
Furniture and fixtures	13,897,633	-	-	13,897,633	6,718,983	879,719	-	7,598,702	6,298,931	7,178,650
Vehicles										
Owned	89,371,309	2,443,386	7,079,594	84,735,101	47,010,122	7,542,548	10,764,864	43,787,806	40,947,295	42,361,187
Office equipment	11,644,014.00	28,000	-	11,672,014	5,256,701	738,403	-	5,995,104	5,676,910	6,387,313
EDP, WP machines and Satcom Equipment	11,902,620	355,585	-	12,258,205	9,819,102	643,163	(6,143)	10,468,408	1,789,797	2,083,517
Communication Equipments	2,533,725.00	101,450	-	2,635,175	547,085.00	164,090	-	711,175	1,924,000	1,986,640
Total	3,775,227,893	23,185,166	7,079,594	3,791,333,465	1,109,506,811	164,931,893	10,758,721	1,263,679,983	2,527,653,482	2,665,721,082
Previous year	3,742,907,352	37,320,960	5,000,419	3,775,227,892	945,316,580	164,190,233	-	1,109,506,810	2,665,721,080	2,797,590,774

Note 11

Capital Work in Progress

	(Amount In Rs.)				
	As at 01.04.2011	Additions	Deductions & Adjustments	Capitalised	As at 31.03.2012
CAPITAL WORK-IN-PROGRESS					
i) Tangible Assets to be commissioned	888,405,159.14	33,681,929.00	-	23,257,167.00	898,829,921.14
ii) Expenditure pending allocation	448,111,429	108,544,633	-	-	556,656,062
Total	1,336,516,588	142,226,562	-	23,257,167	1,455,485,983
Previous year	1,230,555,804	126,899,740		20,938,956	1,336,516,588

Note 12

	(Amount In Rs.)	
As at	31.03.2012	31.03.2011
LONG TERM LOANS AND ADVANCES		
(Unsecured ,Considered good, unless otherwise stated)		
Security Deposits	34,193,252	29,040,705
Mat Credit Entitlement	43,422,062	43,422,062
CAPITAL ADVANCES		
(Unsecured ,Considered good, unless otherwise stated)		
Capital Advances	29,827,014	30,156,253
	<u>107,442,328</u>	<u>102,619,020</u>

Note 13

	(Amount In Rs.)	
As at	31.03.2012	31.03.2011
INVENTORIES : Valued at lower of cost and at net realisable value unless stated otherwise.		
RAW MATERIAL	50,817,915	95,593,779
WORK IN PROGRESS	552,658,684	634,488,794
FINISHED GOODS (Includes In-transit Rs 2,13,28,252)		
Previous year RS Nil)	318,657,143	219,145,968
STORES AND SPARES	24,285,611	16,646,753
SCRAP	924,763	447,423
	<u>947,344,116</u>	<u>966,322,717</u>
Less Provision of demuntion in value of inventory / obsolete/ unsaleable Goods	107,169,601	-
	<u>840,174,515.48</u>	<u>966,322,717.00</u>

Note 14

	(Amount In Rs.)	
As at	31.03.2012	31.03.2011
TRADE RECEIVABLES		
Exceeding Six Months		
Unsecured , considered Good	5,302,770	151,338,922
Others		
Unsecured , considered Good	231,606,676	204,837,717
Total	236,909,446	356,176,639

Note 15

	(Amount In Rs.)	
As at	31.03.2012	31.03.2011
CASH AND BANK BALANCE		
Cash and Cash Equivalents		
Balance with banks	12,889,592	17,206,014
Cash on hand	303,195	213,307
	(A)	17,419,321
Other Bank Balance		
(not available for use to the Company and include) :		
Pledged with banks as margin against credit facilities	5,639,847	5,247,818
	(B)	5,247,818
Total	(A) + (B)	22,667,139

Note 16 to the Financial Statements

	(Amount In Rs.)	
As at	31.03.2012	31.03.2011
SHORT TERM LOANS AND ADVANCES		
(Unsecured , Considered good, unless otherwise stated)		
Employees	7,070,623	5,271,274
Contractors & Suppliers,	51,371,642	25,555,467
	58,442,265	30,826,741
Tax deducted at source	223,749	4,404,901
	223,749	4,404,901
Total	58,666,014	35,231,642

Note 17 to the Financial Statements

	(Amount In Rs.)	
As at	31.03.2012	31.03.2011
OTHER CURRENT ASSETS		
Prepaid Expenses	5,550,600	3,464,141
Others (Including VKGUY ,APEDA TPT assistance, Duty Draw Back etc.)	76,346,771	72,111,170
Deffered Revenue Expenditure (To The extent not written off)	-	259,905
Total	81,897,371	75,835,216

Note 18

	(Amount In Rs.)	
For the year ended	31.03.2012	31.03.2011
Sale of Products		
Sales		
- Exports	1,613,621,275	1,186,803,450
- Domestic	7,599,525	48,120,196
Net Sales	1,621,220,800	1,234,923,646

Note 19

	(Amount In Rs.)	
For the year ended	31.03.2012	31.03.2011
Other Operating Revenue		
Vishesh Krishi Udyog	68,324,324	50,897,877
Scrap Sales	90,544,192	117,569,134
Other Claims	12,136,266	264,517
Unclaimed Credit Balance Written Back	6,456,497	767,974
Other Operating Income	177,461,279	169,499,502

Note 20

	(Amount In Rs.)	
For the year ended	31.03.2012	31.03.2011
OTHER INCOME		
Miscellaneous Income	557,482	-
Exchange Rate Fluctuation	6,210,383	5452736
Interest		
- Margin Money	433,609	422,880
- On Others	465,547	887,115
Profit on disposal of fixed assets	-	35,745,832
Total	7,667,021	42,508,563

Note 21

COST OF RAW MATERIAL CONSUMED

	(Amount In Rs.)	
For the year ended	31.03.2012	31.03.2011
Opening Stock	96,041,202	101,629,839
Add Purchase During the Year	438,692,974	578,985,983
	534,734,175	680,615,823
Less Closing Stock	51,742,678	96,041,202
	482,991,497	618,982,503

Note 22

Changes in Inventories of Finished Goods and Work in Progress

(Amount In Rs.)

(Increase) /Decrease In Stock	AS ON 31.03.2012	AS ON 31.03.2011
Closing Stock		
Work In Progress	552,658,684	634,488,794
Finished Goods	318,657,143	219,145,968
Total (A)	871,315,828	853,634,762
Opening Stock		
Work In Progress	634,488,794	525,354,016
Finished Goods	219,145,968	569,246,249
Total (B)	853,634,762	1,094,600,265
Net (Increase)/ Decrease in stock during the year (B)-(A)	(17,681,066)	240,965,503

Note 23

(Amount In Rs.)

For the year ended	31.03.2012	31.03.2011
EMPLOYEE BENEFITS EXPENSE		
Salaries	22,343,175	28,743,038
Contribution to provident and other funds	4,601,183	5,169,565
Gratuity	952,691	1,156,065
Staff welfare expenses	936,001	1,525,733
Total	28,833,050	36,594,401

Note 24

FINANCE COSTS

(Amount In Rs.)

For the year ended	31.03.2012	31.03.2011
Interest on:		
Term Loan	222,449,030	153,077,809
Working Capital	150,848,535	145,632,510
Others	3,041,112	440,500
	376,338,677	299,150,819
Other Borrowing Costs:		
Processing and other charges	2,577,659	4,208,046
Total	378,916,336	303,358,865

Note 25

Depreciation and Amortisation Expenses

(Amount In Rs.)

For the year ended	31.03.2012	31.03.2011
Depreciation	164,931,893	164,190,233
Misc.Expenditure Written Off	259,905	400,000
Total	165,191,798	164,590,233

Note 26

OTHER EXPENSES

(Amount In Rs.)

For the year ended	31.03.2012	31.03.2011
Manufacturing Expenses		
Laboratory Expenses	1,246,192	589,994
Consumables	25,600,739	21,190,207
Power & Fuel	352,245,251	335,291,175
Repair & Maintenance	26,769,602	32,280,333
Labour	40,712,726	39,249,711
Material Handling Charges	127,581,471	138,351,896
Total A	574,155,980	566,953,316
Selling and Other Expenses		
Freight Outward	130,211,997	102,206,192
Anti Dumping Duty Expense	8,221,966	4,024,008
Selling Expenses - Custom Duties & Others	155,486,143	107,989,321
Packing Material Consumed	62,292,162	42,096,791
Total B	356,212,268	256,316,312
Other		
Advertisement	153,059	311,296
Payment of Auditors	650,000	650,000
Bank Charges	10,630,783	7,803,978
Building Repair	—	1,895,476
Business Promotion	25,260	979,723
Charity and donation	84,700	84,100
Insurance Charges	9,711,899	13,869,252
Rent	980,331	1,122,296
Lease Rent	1,977,555	317,834
Legal & Professional Fee	6,021,976	4,031,681
Misc. Expenses	812,623	2,202,922
Office Expenses	2,136,092	452,113
Printing & Stationery	1,135,832	746,783
Rates, Fees & Taxes	5,817,311	4,069,764
Rebate, Claim & Discount	—	3,172,438
Sitting Fees	240,000	207,000
Telephone, Postage & Telegrams	2,666,304	3,116,343
Travelling Expenses	15,723,939	15,950,872
Vehicle Running & Maintenance	6,092,605	10,549,626
Total C	64,860,270	71,533,497
Grand Total (A+B+C)	995,228,518	894,803,125

Note 27 to the Financial Statements

(Amount In Rs.)

For the year ended	31.03.2012	31.03.2011
PRIOR PERIOD ITEMS (NET)		
REVENUE	—	89,250
EXPENDITURE	825,655	1,427,806
Net Expenditure/(Revenue)	825,655	1,338,556
Exceptional Items		
Refer Note-1(b) (VIII)	299,675,034	97,377,028



AGRO DUTCH INDUSTRIES LIMITED

Regd. Office : S.C.O. 30, 2nd Floor, Sector 33-D, Chandigarh - 160020

DP ID	
Client ID	

PROXY FORM

Folio No .	
No. of Shares held	

I/We
of in the district of being
a member/members of AGRO DUTCH INDUSTRIES LIMITED hereby appoint Mr./Ms. of
..... in the district of or failing him/her Mr./Ms.
..... of in the district of as
my/our proxy to vote for me/us on my/our behalf at the 20th Annual General Meeting of the Company to be held on **Saturday 29th September, 2012 at 10.00 A.M at Chandigarh Institute of Hotel Management, Sector 42-D, Chandigarh** any adjournment thereof.

Signed this day of 2012.

Affix Rs. 1
Revenue
Stamp
here

NOTE:- The proxy must be returned so as to reach the Registered Office of the Company, not less than 48 hours before the Commencement of the Meeting.

AGRO DUTCH INDUSTRIES LIMITED

Regd. Office : S.C.O. 30, 2nd Floor, Sector 33-D, Chandigarh - 160020

ATTENDANCE SLIP

(THIS ATTENDANCE SLIP DULY FILLED TO BE HANDED AT THE ENTERANCE OF THE MEETING HALL)

DP ID	
Client ID	

Folio No .	
No. of Shares held	

Name of the attending Member
(In Block Letters)

Name of Proxy(s) (In Block Letters)
(to be filled in if the Proxy attends instead of the Member)

No. of share held

I, hereby record my presence at the 20th Annual General Meeting of the Company to be held on **Saturday 29th September, 2012 at 10.00 A.M at Chandigarh Institute of Hotel Management, Sector 42-D, Chandigarh.**

Member's/ Proxy's Signature
(To be signed at the time
of handing over this slip)

Note : Member attending the meeting must fill this attendance slip and hand it over at the entrance hall. Members are requested to bring their copy of Annual Report in the Meeting.

BOOK POST



If undelivered, Please return to :

AGRO DUTCH INDUSTRIES LIMITED
Regd. Office : S.C.O. 30, 2nd Floor,
Sector 33-D, Chandigarh - 160020