

Touching **hearts**. Transforming **future**



Vimal Oil & Foods Ltd.

19th Annual Report 2010 - 11

Vision

Our vision is to be a globally recognized Company producing and marketing the best world class quality food products by adopting latest environment friendly technology. We aim to build a strong brand loyal customer base for the years to come as well as to build trust and healthy relations among our employees, our investors and our society.

Mission

Healthy U, Happy U.

Vimal oil is a leading edible oil and food product Company in India and our mission is to discover, develop, innovate and successfully reach to each and every Indian family with the best-pure healthy oils and food products to fulfill our mission statement " Healthy u, Happy u" .

In our journey to the top, we ensure to deliver the best value proposition as per global standards in each and every area for the total satisfaction of our customers, vendors & partners, investors & stakeholders, thus contributing towards our nation's growth.





**19th ANNUAL REPORT
2010 - 2011**

BOARD OF DIRECTORS	: Shri Jayesh C. Patel Shri Mahendra V. Patel Shri Mukesh N. Patel Shri Harnarayan J. Patel	Chairman & Managing Director
AUDIT COMMITTEE	: Shri Mahendra V. Patel Shri Mukesh N. Patel Shri Harnarayan J. Patel	Chairman
SHAREHOLDERS' / INVESTORS' GRIEVANCE COMMITTEE	: Shri Mukesh N. Patel Shri Jayesh C. Patel Shri Mahendra V. Patel	Chairman
REMUNERATION COMMITTEE	: Shri Mahendra V. Patel Shri Mukesh N. Patel Shri Harnarayan J. Patel	Chairman
COMPANY SECRETARY	: Shri Fagesh R. Soni	
AUDITORS	: M/s. R R S & Associates Chartered Accountants Ahmedabad.	
BANKERS	: Bank of India Bank of Baroda Dena Bank IDBI Bank	
REGISTERED OFFICE	: 4 th Floor, Heritage, Near The Grand Bhagwati, Sarkhej-Gandhinagar Highway, Ahmedabad – 380 054.	
FACTORY	: At : Village Hanumant Heduva, Nr. Palavasna Railway Crossing, Highway, Mehsana - 384 002.	
REGISTRAR & SHARE TRANSFER AGENT	: M/s. Link Intime India Private Limited 211, Sudarshan Complex, Nr. Mithakhali Under Bridge, Navrangpura, Ahmedabad – 380 009.	



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IMPORTANT COMMUNICATION TO MEMBERS

The Ministry of Corporate Affairs, Government of India, has taken a “Green Initiative” in the Corporate Governance by allowing paperless compliances by the Companies and has issued circulars stating that service of notice / documents including Annual Report (shareholders communication) can be sent by e-mail to its Members. As a support this “Green Initiative” of the Government, Members who have not registered their e-mail id / addresses, so far, are requested to kindly register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form, are requested to kindly send the e-Communication Registration Form as attached with this Annual Report to Registrar and Share Transfer Agent of the Company (M/s. Link Intime India Limited).



NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the **Nineteenth Annual General Meeting** of the Members of **VIMAL OIL & FOODS LIMITED** will be held on **Friday, 30th September, 2011** at **11.30A.M.** at the Registered Office of the Company at 4th Floor, Heritage, Near The Grand Bhagwati, Sarkhej - Gandhinagar Highway, Ahmedabad - 380 054 to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet of the Company as on 31st March, 2011, the Profit and Loss Account for the year ended on that date together with schedules annexed thereto and the Report of the Board of Directors and Auditors thereon.
2. To declare dividend on Preference Shares.
3. To declare dividend on Equity Shares.
4. To appoint a Director in place of Shri Harnarayan J. Patel who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint Auditors and fix their remuneration.

By order of the Board of Directors
For, VIMAL OIL & FOODS LTD.

Place : Ahmedabad
Date : 29th August, 2011

FAGESH R. SONI
Company Secretary

NOTES :

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING ") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. Corporate Members, intending to send their Authorized Representative to attend the Meeting, are required to send to the Company a certified copy of the Board Resolution, pursuant to Section 187 of the Companies Act, 1956, authorizing their representatives to attend and vote on their behalf at the Meeting.
3. Members are requested to affix their signature at the space provided on the attendance slip annexed to the proxy form and to hand over the slip at the entrance to the Meeting.
4. Members are requested to bring their attendance slip along with their copy of annual report to the Meeting.
5. Members holding shares in physical form are requested to notify any change of address, bank mandates, if any, to the Registrar and Share Transfer Agent, M/s. Link Intime India Private Limited at 211, Sudarshan Complex, Nr. Mithakhali Under Bridge, Navrangpura, Ahmedabad, Gujarat - 380 009 or to their respective depository participants if the shares are held in electronic form.
6. The Register of Members and Share Transfer Books of the Company will remain be close from 21st September, 2011 to 30th September, 2011 (both days inclusive).
7. Subject to the Provisions of Section 205A of the Companies Act, 1956, the dividend as recommended by the Board of Directors, if declared at the Meeting, will be dispatched / remitted commencing from the day after the Annual General Meeting to those Members whose names appear in the Register of Members of the Company / statement of beneficial ownership maintained by the Depositories as on close of business hours on 20th September, 2011.



8. Members who have not encashed their Dividend Warrants for the Financial Year 2004-2005 and onwards are requested to approach the Company for revalidation / obtaining Duplicate Dividend Warrants.

In terms of the provisions of Section 205A and 205C of the Companies Act, 1956, dividend warrants are not encashed or claimed within seven years from the date of its transfer to the unpaid dividend account, will be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. Therefore, Members are requested to encash their dividend warrants immediately for subsequent financial year. Moreover, Members are requested to write to the Company, if any dividend warrant is due and pending to be paid so that fresh / revalidated warrants could be issued by the Company at the earliest.

9. The unclaimed dividend upto the financial year ended 31st March 2003 has been transferred to the IEPF Fund of Central Government pursuant to sub-section 5 of Section 205A of the Companies Act, 1956. Members who have not encashed their dividend warrants upto the financial year ended on 31st March, 2010 are requested to claim the same from the Registrar of the Companies, Gujarat at Ahmedabad.
10. To avoid loss of dividend warrants in transit and undue delay in respect of receipt of dividend warrants, the Company has provided a facility to the Members for remittance of dividend through the Electronic Clearing System (ECS). The ECS facility is available at locations identified by the Reserve Bank of India from time to time and covers most of the cities and towns. Members holding shares in physical form and desirous of availing this facility are requested to contact the Registrar and Share Transfer Agent of the Company.
11. Members who hold shares in the physical certificate forms and wish to make/change nominations in respect of their shareholdings in the Company, as permitted under Section 109A of the Companies Act, 1956, may send the prescribed Form 2B to M/s. Link Intime India Private Limited, the Registrar and Share Transfer Agent of the Company, at 211, Sudarshan Complex, Nr. Mithakhali Under Bridge, Navrangpura, Ahmedabad, Gujarat - 380 009.
12. Members desiring to have any relevant information on the accounts at the Annual General Meeting are requested to write to the Company at least seven days in advance at its Registered Office, so as to enable the Company to keep the information ready.
13. At the ensuing Annual General Meeting, **Shri Harnarayan J. Patel** shall retire by rotation and being eligible, offers himself for re-appointment subject to the approval of the Members in the ensuing Annual General Meeting. Pursuant to Clause 49 of the Listing Agreement, the Particulars of Director seeking re-appointment are given below :

Name	:	Shri Harnarayan J. Patel
Date of Birth	:	01/03/1943
Date of Appointment	:	29/06/2006
Qualification	:	B.Com., C.A.
Experience	:	Shri Harnarayan J. Patel is Chartered Accountant. He has wide experience in the field of finance, account and Taxation matter.
Directorships in other Private / Public Limited Companies	:	i) Canon Capital And Finance Limited ii) Canon Commodity Markets Limited
Memberships of Committees in other Public Limited Companies	:	NIL



DIRECTORS' REPORT

To,
The Members,

Your Directors have pleasure in presenting the 19th Annual Report with the Audited Accounts for the year ended 31st March, 2011.

FINANCIAL RESULTS :

	Current Year 2010 - 2011	(Rs. in lacs) Previous Year 2009 - 2010
Sales Including Other Income	113,981.57	73443.60
Profit Before Interest, Depreciation & Taxation	2,892.42	2222.82
Interest & Financial charges	1,138.88	1283.72
Depreciation	246.86	213.07
Profit Before Taxation	1,506.68	726.04
Provision For Taxation including Deferred Tax	472.05	193.95
Profit After Tax	1,034.63	532.08
Adding Thereto: Balance B/F From Previous Year	1,123.47	849.94
Amounts Available For Appropriation	2,158.11	1382.02
Appropriations:		
Dividend & Dividend Tax	312.80	208.54
General Reserve	50.00	50.00
Balance carried Forward	1,795.31	1123.47

DIVIDEND :

The Directors recommend a final dividend of Rs. 0.60 (6%) per share on 6% 50,00,000 Preference shares, Rs. 0.80 (8%) per share on 8% 1,00,00,000 Preference Shares and Rs. 1.50 (15%) per share on the paid up Equity Share Capital of the Company.

OPERATIONS :

The Company's operations, continued to be satisfactory:

	2010 - 2011	(Rs. in lacs) 2009 - 2010
Sales and related income	113,981.57	73443.60
Profit after tax	1,034.63	532.08

The Sales including other income for the financial year under review were Rs. 113981.57 Lacs as against Rs. 73443.60 Lacs which were recorded for the previous financial year.

The total export sales for the financial year under review were Rs. 4244.02 Lacs as against Rs. 2965.76 Lacs for the previous financial year. The Profit before tax was Rs. 1506.68 Lacs and the profit after tax was Rs. 1034.63 Lacs for the financial year under review as against Rs.726.04 Lacs and Rs 532.08 Lacs respectively for the previous financial year.

CAPITAL RAISING/ PREFERENTIAL ALLOTMENT OF SECURITIES AND UTILIZATION OF PROCEEDS RECEIVED FROM PREFERENTIAL ALLOTMENT:

Preferential Issues of Equity:

- I) In order to meet the fund requirements of the Company for its increasing long term working capital requirements and to redeem the Non – Cumulative Redeemable Preference Shares, the Company had come out with preferential allotment of Equity Shares to the promoters during the year at an issue price calculated under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 on preferential basis duly approved by Shareholders and the Board of Directors of the Company
- II) On 14th September, 2010, the Company allotted, on preferential basis [in accordance with the Regulations for Preferential Issue containing in the Chapter VII of the SEBI (Issue of Capital and Disclosure Requirements) Regulation, 2009], 60,00,000 equity shares of Rs. 10/- to the promoters at premium of Rs.40.16/-, aggregating to Rs. 30,09,60,000/-.
- III) The entire proceeds have been utilized towards the long term working capital requirements.

DIRECTORS :

In accordance with the provisions of the Companies Act, 1956 and the Company's Articles of Association, Shri Harnarayan J. Patel, Director of the Company, retires by rotation at the ensuing Annual General Meeting and is eligible for re-appointment.

The brief resume / details relating to Directors who are to be appointed/re-appointed are furnished in the notes.



DIRECTORS' RESPONSIBILITY STATEMENT :

Pursuant to Section 217(2AA) of the Companies Act, 1956 (hereinafter referred to as "the Act"), your Directors confirm that:

- i. In the preparation of the Annual Accounts, the applicable accounting standards have been followed;
- ii. They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at 31st March, 2011 and of the profits of the Company for the year ended 31st March, 2011;
- iii. They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the Assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. They have prepared the Annual Accounts on a going concern basis.

LISTING :

The Company's Shares are listed on Bombay Stock Exchange Limited.

The Company has paid the Annual Listing Fees to the above Stock Exchange for the Financial Year 2011-2012.

INDUSTRIAL RELATIONS:

The Company's relations with its employees remained cordial throughout the year. The Directors wish to place on record their deep appreciation of the devoted services by workers, staff and executives of the Company.

PARTICULARS OF EMPLOYEES:

The particulars of employees falling under the purview of Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Amendment Rules, 2011 are **NIL**.

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

The additional information required under the provisions of Section 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, and forming part of the Report, is annexed hereto.

CORPORATE GOVERNANCE:

The Board of Directors of the Company had evolved and adopted a Code of Conduct based on the principles of Corporate Governance and best management practices being followed globally. The Code is available on the website of the Company **www.vimaloil.com**.

Compliance Report, in accordance with the Clause 49 of the Listing Agreements with Stock Exchanges, on Corporate Governance forms part of the Annual Report. The Auditors certificate on the compliance of Corporate Governance Code embodied in Clause 49 of the Listing Agreement is attached hereto and forms part of this Report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Pursuant to clause 49 of the Listing Agreement, the Management Discussion and Analysis Report is annexed after the Directors' Report and forms a part of this Report.

AUDITORS:

M/s. R R S & Associates, Chartered Accountants, Statutory Auditors of the Company, retire at the ensuing annual general meeting and are eligible for re-appointment.

ACKNOWLEDGEMENT:

Your Directors wish to place on record their sincere appreciation and gratitude for the valuable support and co-operation received from the Customers and Suppliers, various Financial Institutions, Banks, Government Authorities, Auditors and Shareholders during the year under review. Your Directors wish to place on record their deep sense of appreciation for the devoted services of the Executives, Staff and Workers of the Company for its success.

On behalf of the Board of Directors
FOR, VIMAL OIL & FOODS LIMITED

Place : Ahmedabad
Date : 29th August, 2011

JAYESH C. PATEL
Chairman & Managing Director



ANNEXURE TO DIRECTORS' REPORT

IN ACCORDANCE WITH THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES,1988

A. CONSERVATION OF ENERGY :

- a. Energy Conservation Measure Taken:
 - 1) Preventive maintenance of machines to reduce energy loss.
 - 2) Installed VFDS in major electric motors to cut down the electricity consumption.
 - 3) Installed windmills to hedge the power requirement of the Plant.
 - 4) Employees Training Program conducted for the awareness of energy conservation.
- b. Additional investments and proposal, if any, being implemented for reduction of consumption of energy: In the current year no additional investments and proposal are being considered for reduction of consumption of energy. The Company has already carried out energy audit from outside agencies as per the statutory requirement.
- c. Impact of the measure taken at (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production of goods: Impact has not been separately measured.

FORM A

Disclosure of particulars with respect to conservation of energy:

A. POWER AND FUEL CONSUMPTION

	<u>2010-11</u>	<u>2009-10</u>
1. ELECTRICITY		
a. Purchased Units	3640410	3041790
Total Amount (Rs.)	21261554	18124270
Rate per unit	5.84	5.96
b. Own generation		
i Through diesel generator		
Units	28249	219865
Unit per ltr. of diesel oil	5.65	4.17
Cost/Unit	8.03	7.12
2. LIGNITE / COAL		
Quantity	6335545	2381755
Total cost (Rs.)	32997584	9462289
Average Rate (Rs. Per M.T)	5208	3973
3. GAS		
Quantity	690049	1745643
Total cost (Rs.)	3623247	10766574
Rate per unit (Rs. Per SCM)	5.25	6.17

B. CONSUMPTION PER UNIT OF PRODUCTION

<u>Products (with details)</u>	Standards (if any)	Current Year <u>2010-11</u>	Previous Year <u>2009-10</u>
Electricity (KWH/M.T)	N.A.	32.9825	31.8823
Diesel (M.T/M.T)	N.A.	0.2559	2.3045
Lignite/Coal (M.T./M.T)	N.A.	0.0574	0.0250
Gas (SCM/M.T)	N.A.	6.2519	18.2968



FORM B

B. DISCLOSURE OF PARTICULARS WITH RESPECT TO TECHNOLOGY ABSORPTION :

RESEARCH AND DEVELOPMENT (R & D)

1. Specific areas in which R & D is carried out by the Company: NIL
2. Benefits derived as a result of the above R & D: NIL
3. Future plan of action: NIL

4. Expenditure on R & D	<u>2010-11</u>	<u>2009-10</u>
i) Capital	Nil	Nil
ii) Recurring	Nil	Nil
iii) Total	Nil	Nil
iv) Total R & D Expenditure as percentage of total turnover	Nil	Nil

TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION :

1. Efforts, in brief, made towards technology absorption, adaptation and innovation: NIL
2. Benefits derived as a results of the above efforts e.g. cost reduction, product development, import substitution etc.: NIL
3. In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year) following information may be furnished: NIL
 - a) Technology imported : Nil
 - b) Year of import : Nil
 - c) Has technology been fully absorbed ? : Nil
 - d) If not fully absorbed areas where this has not taken place, reasons thereof and future plan of action: NIL

FOREIGN EXCHANGE EARNINGS AND OUTGO :

- a) Activities relating to exports, initiatives taken to increase exports, development of new export markets for products and services and export Plans; Company's total exports have increased as compare to past year.

The Company's efforts continue in development and identification of new export markets and improving the share in the existing markets.

b) Total Foreign Exchange used and earned.

Total Foreign Exchange earnings	Rs. 2397.75 Lacs
Total foreign exchange outgo	Rs. 24320.42 Lacs
Net foreign exchange outgo	Rs. 21922.67 Lacs

On behalf of the Board of Directors
For, VIMAL OIL & FOODS LIMITED

Place : Ahmedabad
Date : 29th August, 2011

JAYESH C. PATEL
Chairman & Managing Director



CORPORATE GOVERNANCE

1. Company’s Philosophy on Corporate Governance:

The Company’s philosophy on Corporate Governance envisages attainment of higher levels of transparency, accountability and equity in all facets of its operations and in all its interactions with its stakeholders, including shareholders, employees, customers, suppliers, government, lenders and the community at large. It aims to increase and sustain corporate value through growth and innovation.

The Company’s core value includes business ethics, customer focus, professional pride, mutual respect, speed and innovation, excellence in manufacturing and total quantity. The Company believes that its operations and actions must serve the underlying goal of enhancing the interests of its stakeholders over a sustained period of time.

The policies and actions of the Company are in terms of applicable guidelines on Corporate Governance with endeavor to enhance shareholders’ value.

2. Board of Directors :

> Composition, category of Directors and their other Directorships and Committee Memberships:

The present Board of the Company comprises Four Members – 1 Executive Director and 3 Non-Executive and independent Directors. The composition of Board of Directors, the number of other Directorships or Board Committees of which he is a Member / Chairman is as under:

Name of Director	Category	Designation	Other Directorships/ Board Committees (Numbers)	
			Directorships	Board Committees
Shri Jayesh C. Patel	Promoter & Executive Director	Chairman & Managing Director	3	NIL
Shri Mahendra V. Patel	Independent & Non-Executive Director	Director	NIL	NIL
Shri Mukesh N. Patel	Independent & Non-Executive Director	Director	NIL	NIL
Shri Harnarayan J. Patel	Independent & Non-Executive Director	Director	2	NIL

- Directorships in other Companies mentioned above exclude Directorships in Private Limited Companies.
- While calculating the number of Membership / Chairmanship in Committees of other Companies, Membership / Chairmanship of only Audit Committee and shareholders’ / Investors’ Grievance Committee have been considered pursuant to Clause 49 of the Listing Agreement. None of the Director is a member in more than ten Committees and act as a Chairman in more than five Committees across all companies in which he is a Director.
- None of the Directors are related to each other.

Board Meetings:

Fourteen (14) Board Meetings were held, during the financial year 2010-11, which are as under:

5 th May, 2010	12 th May, 2010	15 th June, 2010
28 th June, 2010	30 th June, 2010	30 th July, 2010
26 th August, 2010	14 th September, 2010	27 th September, 2010
28 th October, 2010	16 th December, 2010	5 th February, 2011
14 th February, 2011	21 st March, 2011	

All the meetings of Board of Directors of the Company are scheduled well in advance and the Board meets at least once in a quarter to review the quarterly performance and the financial results. Agenda of the meeting was prepared and all necessary papers were circulated to Members of the Board in advance. All Members of the Board have access to all information of the Company and are free to recommend inclusion of any matter in the Agenda for discussions.

> Attendance of Directors at the Board Meeting & Last Annual General Meeting:

Name of Director	Number of Meetings held during his tenure	Number of Meetings Attended	% of Total Meetings Attended	AGM Attendance
Shri Jayesh C. Patel	14	14	100%	Yes
Shri Mahendra V. Patel	14	14	100%	Yes
Shri Mukesh N. Patel	14	14	100%	No
Shri Harnarayan J. Patel	14	14	100%	No



3. Audit Committee:

i. Terms of reference

The Audit Committee of the Company was constituted in January 2003 and has been mandated with the same terms of reference specified in Clause 49 II of the Listing Agreement with the Stock Exchange, as revised from time to time and as well as those stipulated by SEBI Guidelines. These terms also simultaneously complies with to the requirements of Section 292A of the Companies Act, 1956.

ii. Composition:

Presently, the Audit Committee comprises of three Non-Executive and Independent Directors – Shri Mahendra V. Patel, Shri Mukesh N. Patel and Shri Harnarayan J. Patel. The Chairman is Shri Mahendra V. Patel who is a Chartered Accountant and has considerable financial expertise and experience. Shri Fagesh R. Soni, Company Secretary is the Secretary of the Audit Committee.

iii. Meeting and the Attendance during the year 2010-11:

Five (5) meetings were held during the year and were attended by all Members of the Committee. The Committee also met prior to finalization of accounts for the year ended on 31st March, 2011.

The details of attendance at the Audit Committee meetings are as under:

Name of Director	Number of Meetings held during his tenure	Number of Meetings Attended	% of Total Meetings Attended
Shri Mahendra V. Patel	5	5	100%
Shri Mukesh N. Patel	5	5	100%
Shri Harnarayan J. Patel	5	5	100%

4. Remuneration Committee:

The Company has constituted a remuneration Committee on 31st July, 2007. The Committee consists of Shri Mahendra V. Patel, Shri Mukesh N. Patel and Shri Harnarayan J. Patel, all of them are Non-Executive & Independent Directors. Shri Harnarayan J. Patel has been appointed as Chairman of the Committee.

The Remuneration Committee recommends to the Board the compensation, terms of Executive Director(s) and its responsibilities include:

- Framing and implementing on behalf of the Board and on behalf of the shareholders, a credible and transparent policy on remuneration of Executive Director(s) including ESOP, pension rights and any compensation payment.
- Considering, approving and recommending to the Board the changes in designation and increase in salary of the Executive Director(s)
- Ensuring that remuneration policy is good enough to attract, retain and motivate the Director(s).
- Brining about objectivity in determining the remuneration package while striking a balance between the interest of the Company and the Shareholders

Meeting and the Attendance during the year 2010-11:

During the year, no meeting of Remuneration Committee was held.

Remuneration Policy:

The Company pays remuneration to its Managing Director by way of salary, perquisites and allowances. Salary is paid within the ceiling prescribed under the applicable provisions of the Companies Act, 1956 and as approved by the shareholders.

The details of remuneration paid to the Managing Director during the financial year 2010-11 are as under:

Particulars	Remuneration paid during the year
Salary, Bonus and allowances	15,00,000
Contribution to Provident fund	1,26,000
Total	16,26,000

5. Shareholders’/ Investors’ Grievance Committee:

The Company has an independent Shareholders’/Investors’ Grievance Committee, to look into redressal of investors’ complaints and requests like delay in transfer of shares, non-receipt of annual report, non-receipt of dividend etc.

The Committee comprises of two Independent Non-Executive Directors and one Promoter Executive Director. Shri Mukesh N. Patel is the Chairman of the Committee and Shri Jayesh C. Patel and Shri Mahendra V. Patel are Members of the Committee. Shri Fagesh R. Soni, Company Secretary acts as Secretary of Shareholders’ / Investors’ Grievance Committee.



> **Attendance in the year 2010-11**

During the financial year 2010-11, the Committee met twenty two (22) times and all the Members were present. The Committee meets once or twice a month to take a note of the transfer, transmissions of shares and look into redressing of shareholders'/investors grievances.

> **Details of Shareholders' Complaints Received:**

During the Financial year 2010-11, the Company received seven (7) complaints in the nature of non - receipt of dividend warrants, annual reports, etc. All Complaints have been satisfactorily disposed off during the year under review. There are no complaints outstanding as on 31st March, 2011.

6. Details of General Meetings:

(I) Annual General Meeting

Financial Year	Location	Category	Date	Time
2009-2010	4 th Floor, Heritage, Nr. The Grand Bhagwati, S. G. Highway, Ahmedabad - 380 054.	AGM	30/09/2010	11.00 AM
2008-2009	4 th Floor, Heritage, Nr. The Grand Bhagwati, S. G. Highway, Ahmedabad - 380 054.	AGM	30/09/2009	11.30 AM
2007-2008	4 th Floor, Heritage, Nr. The Grand Bhagwati, S. G. Highway, Ahmedabad - 380 054.	AGM	30/09/2008	11.30 AM

(II) Extra Ordinary General Meeting:

During the last three years, only one Extra Ordinary General Meeting (EGM) was held. The details of the EGM are as under:

Financial Year	Location	Category	Date	Time
2008-09	4 th Floor, Heritage, Nr. The Grand Bhagwati, S. G. Highway, Ahmedabad - 380 054.	EGM	21/08/2008	11.30 AM

- Special Resolutions for Increasing Authorised Shares Capital of the Company from Rs. 23,00,00,000/- to Rs. 33,00,00,000/- divided into 1,80,00,000 Equity Shares of Rs. 10/- each and 1,50,00,000 Preference Shares of Rs. 10/-; issuance of 8% Non-Cumulative Redeemable Preference Share upto Rs. 10.00 Crores; and to increase borrowing power of the Company upto Rs. 500 Crores were passed at the Extra Ordinary General Meeting held on 21st August, 2008.

(III) Postal Ballot:

During the year under review, two Resolutions have been passed through postal ballot under the provisions of Section 192A of the Companies Act, 1956 and the Companies (Passing of the Resolutions by Postal Ballot) Rules, 2001.

The Resolutions passed through the postal ballot are as under:

Resolution No.	Resolution
1	Special Resolution for issue of the equity shares on preferential basis.
2	Ordinary Resolution for re-appointment of Shri Jayesh C. Patel, Managing Director.

The notice of Postal Ballot dated 30th July, 2010 was dispatched to all the shareholders on 5th August, 2010 and the result of the same was declared on 9th September, 2010 at the Registered Office of the Company as per the report of Scrutinizer, details whereof are as under:

Sr. No.	Particulars	Report for Resolution No. 1	Report for Resolution No. 2
1.	Total number of ballot papers received	61	61
2.	Total number of Members who exercised their franchise through postal ballot	61	61
3.	Total number of Invalid votes	15,250	15,350
4.	Total number of ballot papers received in defaced/ mutilated conditions	NIL	NIL
5.	Total number of valid votes	23,60,100	23,60,000
6.	Total number of votes polled in favour of the resolution	23,60,074	23,59,974
7.	Total number of votes polled against the resolution	26	26

The special resolution and ordinary resolution was, therefore, been approved by the shareholders with requisite majority. Shri Bipin Acharya, Practising Company Secretary conducted the postal ballot process as Scrutinizer appointed by the Board for that purpose.

The Company has complied with the procedures for Postal Ballots in terms of the Companies (Passing of Resolutions by Postal Ballot) Rules, 2001 and amendments thereto.



7. Disclosures:

- a. Disclosures on materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters the Directors or the management, their subsidiaries or relatives etc that may have potential conflict with the interest of Company at large.

There were no materially significant related party transactions, during the financial year 2010 - 11, which may have any potential conflict with the interest of the Company at large. The transactions with the related parties have been disclosed in Note No. 12 of Notes forming part of Accounts for the year ended, 31st March, 2011.

- b. Code of Conduct: The Board has laid down a Code of Conduct for all Board Members and Senior Management of the Company. The Code of Conduct has been posted on the website of the Company at www.vimaloil.com.
- c. CEO Certificate: The Managing Director of the Company has furnished the requisite certificate to the Board of Directors under Clause 49 V of the Listing Agreement.
- d. Details of non-compliance by the Company, penalties and strictures imposed on the Company by Stock Exchange or SEBI or any statutory authorities, on any matter related to capital markets, during the last three years: NIL
- e. Whistle Blower Policy: The Company does not have Whistle Blower Policy. The Company hereby affirms that no personnel has been denied access to the Audit Committee.

8. MEANS OF COMMUNICATION:

- Half -Yearly results were not sent to each household of the shareholders.
- As per the Clause 41 of the Listing Agreement, the Board of Directors took on record and submitted to the Stock Exchange, the Quarterly Results.
- The Quarterly Results were published in Economic Times (Ahmedabad) in English and Gujarati edition.
- No presentation has been made to Institutional Investors or to Analysts.
- Quarterly results have been displayed on Company's website at www.vimaloil.com.
- The Management Discussion and Analysis Report is attached to the Directors' Report in this Annual Report.

9. COMPLIANCE CERTIFICATE OF THE AUDITORS:

Certificate from the Auditors of the Company, M/s. R R S & Associates, Chartered Accountants, confirming compliance with the conditions of Corporate Governance as stipulated under Clause 49, is attached to the Directors' Report forming part of the Annual Report. This Certificate has also been forwarded to the Stock Exchange where the securities of the Company are listed.

10. GENERAL SHAREHOLDER INFORMATION:

I. Annual General Meeting

- Date and Time : 30th September, 2011 at 11.30 a.m.
- Venue : 4th Floor, Heritage, Near The Grand Bhagwati, Sarkhej-Gandhinagar Highway, Ahmedabad – 380 054.

II. Financial Calendar

- Financial reporting for the quarter ending
- June 30, 2011 : Second week of August 2011
- September 30, 2011 : Second week of November 2011
- December 31, 2011 : Second week of February 2012
- March 31, 2012 : Second week of May 2012

III. Book Closure Date

- : From 21st September, 2011 to 30th September, 2011 (both days inclusive)

IV. Registered Office

- : 4th Floor, Heritage, Near The Grand Bhagwati, Sarkhej-Gandhinagar Highway, Ahmedabad - 380 054.

V. Details regarding dividend paid during the last 7 years :

Year	Rate(%)	Book Closure Date	AGM Date	Payment Date
2003-04	15	20 th December, 2004 to 30 th December, 2004	31/12/2004	05/01/2005
2004-05	16	9 th September, 2005 to 15 th September, 2005	15/09/2005	20/09/2005
2005-06	10	9 th September, 2006 to 15 th September, 2006	15/09/2006	20/09/2006
2006-07	12	21 th September, 2007 to 29 th September, 2007	29/09/2007	03/10/2007
2007-08	18	24 th September, 2008 to 30 th September, 2008	30/09/2008	14/10/2008
2008-09	12 (Rs.1.20 per Equity Share)	22 nd September, 2009 to 30 th September, 2009	30/09/2008	05/10/2009
2009-10	15 (Rs. 1.50 per Equity Shares)	21 st September, 2009 to 30 th September, 2009	30/09/2010	04/10/2010



VI. Transfer of unpaid/unclaimed amounts to Investor Education and Protection Fund:

The unclaimed Dividend upto the Company's financial year ended 31st March, 2003 has been transferred to the IEPF Fund of Central Government pursuant to sub-section 5 of Section 205A of the Companies Act, 1956.

VII. Dividend Announcement:

The Board of Directors of the Company has proposed a dividend on 6% 50,00,000 Preference Shares at **Rs 0.60 (6%) Per Share** and 8% 1,00,00,000 Preference shares at **Rs. 0.80 (8%) per share**. On 1,05,50,000 Equity Shares, the Board has recommended a dividend of **Rs. 1.50 (15%)** per share for the year ended on 31st March, 2011, subject to the approval of the shareholders at the ensuing Annual General Meeting.

Dividend Payment Date :

Dividend, if declared by the Members, shall be paid on or after **30th September, 2011** but within the statutory time limit.

VIII. Listing of Equity Shares on Stock Exchange:

Stock Exchanges	Address	Telephone No.
Bombay Stock Exchange Limited	Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001	022-2272 1233 022-2272 1234

IX. Location of the Depositories:

Depository	Address	Telephone No.
National Securities Depository Ltd.	4 th Floor, "A" wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai- 400 013.	022-24994200
Central Depository Services(India) Limited	Phiroze Jeejeebhoy Towers, 17th Floor, Dalal Street, Mumbai-400 023.	022- 2272 3333

X. Stock Code :

Name of the Exchange	Stock Code
Bombay Stock Exchange Limited	519373
Demat ISIN Number in NSDL & CDSL	INE067D01015

XI. Stock Market Data :

Stock Market Price Data for the year 2010-11:

MONTH	BSE PRICES		VOLUME		BSE SENSEX	
	High (Rs)	Low (Rs)	No. of Shares Traded	Value (Rs)	High (Rs)	Low (Rs)
Apr- 10	50.70	38.75	3,30,679	1,46,78,099	18,047.86	17,276.80
May -10	48.60	37.55	2,53,385	1,11,09,956	17,536.86	15,960.15
Jun-10	49.50	40.60	1,45,672	63,34,568	17,919.62	16,318.39
Jul-10	58.40	42.05	1,48,970	70,67,693	18,237.56	17,395.58
Aug-10	66.00	46.50	4,42,757	2,54,54,098	18,475.27	17,819.99
Sep-10	78.40	60.00	2,40,105	1,66,97,076	20,267.98	18,027.12
Oct-10	75.00	61.20	84,568	56,97,258	20,854.55	19,768.96
Nov-10	77.95	60.25	13,02,311	9,07,01,119	21,108.64	18,954.82
Dec-10	71.95	55.00	55,708	35,97,729	20,552.03	19,074.57
Jan-11	73.85	61.00	41,455	28,12,700	20,664.80	18,038.48
Feb-11	75.95	62.00	35,225	24,16,569	18,690.97	17,295.62
Mar-11	74.80	62.00	57,113	38,73,401	19,575.16	17,792.17



XII. Stock Performance:

Performance of share price of VIMAL OIL & FOODS LIMITED in comparison to BSE Sensex for the year 2010 -11 is as under:



XIII. Registrar and Share Transfer Agent

: The Company has appointed **M/s. Link Intime India Private Limited** as the Registrar for Demat shares w.e.f. 16/03/2001 having their Registered Office at: C-13, Pannalal Silk Mills Compound, L. B. S. Marg, Bhandup (W), Mumbai – 400 078.
Phone No. 022-2592 3837
Fax No. 022- 2567 2693
E-mail : mumbai@linkintime.co.in

M/s. Link Intime India Private Limited have also been appointed as common agency for share registry work in terms of both physical and electronic vide SEBI circular no. D&CC/FITTC/CIR-15/2002 Dated 27th December, 2002 w.e.f. 1st February, 2003 having their Office at:

M/s. Link Intime India Private Limited
211, Sudarshan Complex, Nr. Mithakhali Under Bridge, Navrangpura, Ahmedabad – 380 009.
Phone No. 2646 5179
E-mail: ahmedabad@linkintime.com

XIV. Share Transfer System

Trading in Equity Shares of the Company is permitted only in dematerialized form w.e.f. 23rd March, 2001 as per circular issued by the Securities and Exchange Board of India (SEBI).

The transfer of shares in physical form is processed and completed by M/s. Link Intime India Private Limited, Registrar & Share Transfer Agent, within the statutory stipulated period. In case where shares are held in electronic form, the transfers are processed by NSDL/CDSL through the Depository Participants and Registrar.

XV. Distribution of Shareholding (as on 31st March, 2011):

No. of Equity Shares held	No. of Shareholders	% of Shareholders	Total No. of Shares Held	% of Shareholding
1 – 500	2,003	84.91	3,22,180	3.05
501 – 1000	145	6.15	1,24,192	1.18
1001 – 2000	60	2.54	92,780	0.88
2001 – 3000	39	1.65	97,751	0.93
3001 – 4000	15	0.64	54,184	0.51
4001 – 5000	25	1.06	1,21,316	1.15
5001 – 10000	24	1.02	1,86,721	1.77
10001 and Above	48	2.03	95,50,876	90.53
TOTAL	2,359	100.00	1,05,50,000	100.00

**XVI. Categories of Shareholding (as on 31st March, 2011) :**

Category of Holder	No. of Shares	% of Equity
Promoters / Person acting in concert	79,12,500	75.00
Banks / Institutions / Mutual Funds	800	00.00
Private Corporate Bodies	1,41,902	1.35
Indian Public	24,63,074	23.35
NRIs	30,004	0.28
Any other	1,720	0.02
TOTAL	1,05,50,000	100.00

XVII. Dematerialization:

The Company's equity shares are compulsorily traded in dematerialized form for all the investors with effect from 23rd March, 2001.

99,08,575 out of 1,05,50,000 equity shares (93.92% of the total Equity Share Capital) have been dematerialized up to 31st March, 2011.

XVIII. Details on use of public fund obtained in the last three years:

On 14th September, 2010, the Company allotted, on preferential basis [in accordance with the regulations for Preferential Issue containing in the Chapter VII of the SEBI (Issue of Capital and Disclosure Requirements) Regulation, 2009], 60,00,000 equity shares of Rs. 10/- to the promoters at premium of Rs.40.16/-, aggregating to Rs. 30,09,60,000/-, and the entire amount has been utilized towards the long term working capital requirements.

XIX. Outstanding GDRs / ADRs / Warrants & Convertible Bonds, conversion date and likely impact on the equity:

The Company has not issued any GDRs / ADRs / Warrants during the year under report.

XX. Plant Locations:

Factory : At: Village Hanumant Heduva,
Nr. Palavasna Railway Crossing,
Highway,
Mehsana – 384 002.

XXI. Investor Correspondence : For any assistance regarding dematerialization of shares, share transfers, transmissions, change of address and any other query relating to shares of the Company, please write to:

M/s. Link Intime India Private Limited

211, Sudarshan Complex,
Nr. Mithakhali Under Bridge,
Navrangpura,
Ahmedabad – 380 009.

Phone No. 079-2646 5179

E-mail: ahmedabad@linkintime.com

For any other general matters or in case of any difficulties / grievances please write to:

Shri Fagesh R. Soni,
Company Secretary & Compliance Office,
Vimal Oil & Foods Limited

4th Floor, Heritage,
Near The Grand Bhagwati,
Sarkhej-Gandhinagar Highway,
Ahmedabad - 380 054.

Phone No. (079) 26841851 / 52 / 53 / 54

Fax No. (079) 26841850

E-mail Address: secretarial@vimalgroup.com

sec.vimal@yahoo.co.in



MANAGEMENT DISCUSSION & ANALYSIS REPORT

OVERVIEW

The world economy is now again showing signs of financial crisis and the stock markets of U.S.A. and Europe have fallen down sharply in the recent past. However the Government of India is positive and has opined that there would not be much of turbulence in the India Growth Story because of the crisis in U.S.A and Europe. The Reserve Bank of India has also projected a downside in the economic growth of India from 8.5% to 8%. However in the coming time it would be clear as to what would be the impact on India looking at the negative signals coming from U.S.A and Europe.

OPPORTUNITIES & THREATS

In the light of the financial turmoil in the developed countries and subsequent impact in India and more specifically in the Commodity prices, your Company has taken steps to strengthen its position and seek out opportunities in adversity. The approach has been on containing costs and growing brands. The Company has been taking measures to keep its brands relevant to the customers and also ensuring that they remain competitively priced. It is also exploring all possible avenues to reduce costs of inputs and raw materials without compromising on the quality of the product.

Competitions from global players remain a matter of concern and a probable threat; which needs to be addressed. The global impact on the pricing of the commodity is also a matter of concern and a threat as the markets turn highly volatile in a very short span of time, which also needs to be addressed.

SEGMENT ANALYSIS AND REVIEW

Integrated Oil Division :

The Sales of oil division of the Company has increased by 55.42% as compared to previous year. The operating profit of this division has increased by 39.92% as compared to previous year.

Wind Mill Division :

The Company has installed three wind mills having capacity of 1.425 MB. The segment result of this division has decreased from Rs.94 lacs to Rs. 43 lacs.

RISKS & CONCERN

Our Company like any other companies is exposed to various types of risks. Macro economic and global issues like inflation, recession, political and social upheavals, inadequate or more than adequate rainfall will have an effect on the industry as a whole. Also the volatility in the commodity prices globally has a significant impact on the profitability of your Company. Company along with other industry players is exposed to foreign exchange losses because of crude edible oil imports and rapeseed oil meal exports. Most significant of all risks is regarding uncertainty of good monsoon which may lead to fluctuations in demand and supply equation in edible oils.

The Company has adopted a continuous risk monitoring system and hedges its future foreign exchange risks. The risk management policy involves risk assessment, risk analysis, risk identification, risk description, risk estimation, risk analysis methods & techniques, risk profile, risk evaluation, risk reporting & communication, risk treatment, monitoring and review of the risk management process and structure and administration of risk management.

The specific role has been assigned to the Board of Directors for determining the strategic direction of the organization and for creating the environment and the structure for risk management to operate effectively.

INTERNAL CONTROL SYSTEMS & THEIR ADEQUACY:

The Company has installed ERP software for coordination & controlling the operation at the factory, Head Office, Registered Office and all other depo's and distribution centers. This helps Company to check / verify the stores / Accounting / Distribution and Management information system on day to day basis.

Internal Control Systems are implemented to

- Safeguard the Company's assets from loss or damage
- Keep constant check on cost structure and process loss
- To monitor the finished goods inventories and debtors.



- Provide for adequate financial and accounting controls and implement standard accounting standards
- Maintain proper accounting records and statutory compliances

The systematic implementation of Internal Control Systems and policies has resulted in the use of funds in the most efficient and appropriate manner. All this has been implemented in every area commencing from raw materials to finished products.

Internal Audit Program

The audit Committee, which consists only of Non-Executive & Independent Directors, supervises the performance pertaining to internal controls, auditing and financial reporting. Frequent discussions regarding scope and sphere of internal controls and their effective implementation, are held with the statutory auditors and the management.

FUTURE OUTLOOK

The future edible oil industry is by and large dependent upon the increasing consuming class with better lifestyle and availability of oilseeds. Per capita consumption of edible oils in India is one of the lowest in the world at present. Overall Indian Edible oil market is fourth largest in the world after USA, China and Brazil.

The future outlook of Edible oil industry looks good & the consumption of Edible oil is going to increase. Our Company is also focusing on expanding the number and variety of products offered to customers across categories based upon focused research and consumer feedback. Also the focus is on enhancing the distribution network.

The focus of the Company is to make available its product at each and every center & thereby increase its Market share.

FINANCIAL PERFORMANCE

An overview of the financial performance is given in the Director's Report. The Audit Committee constituted by the Board of Directors periodically reviews the financial performance and reporting systems.

HUMAN RESOURCES

Our Company has great value in the commitment, competence and vigour shown by its employees in all aspects of business. Our Company confirms its commitment to take initiatives to further align its HR Policies in order to meet the growing needs of the business.

We have employee focus in a sense that it provides fulfillment, stretch and development for its employees at all levels. It's all because of the considerable skill and motivation of employees, our Company is able to deliver customer satisfaction.

The Board would like to express its sincere appreciation and gratitude on behalf of all the stakeholders of the Company, who benefit from the hard work of the employees.

CAUTIONARY STATEMENT

Statement in this Management Discussion and Analysis report detailing the Company's objective, projections about the future, estimates, expectations or predictions including, but not limited to, statements about the Company's strategy for growth, products development, market position and expenditures may be "forward – looking statements" within the meaning of applicable securities laws and regulations.

Actual results could differ materially from those expressed or implied. Important factors that could difference to the Company's operations include economic conditions affecting demand / supply and price conditions in the domestic and overseas markets in which the Company operates, changes in the Government regulations, tax laws and other statues or other incidental factors.



AUDITORS' CERTIFICATE ON CLAUSE 49 COMPLIANCE

To the Members of
Vimal Oil & Foods Limited
Ahmedabad

We have reviewed the records concerning the Company's compliance of conditions of Corporate Governance as stipulated in clause 49 of the Listing Agreement entered into, by the Company, with the Stock Exchanges of India, for the financial year ended 31st March, 2011.

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 statement of the Company.

We have conducted our review on the basis of the relevant records and documents maintained by the Company and furnished to us for the review, and the information & explanations given to us by the Company.

Based on such a review, and to the best of our information and according to the explanations given to us, in our opinion, the Company has complied with the conditions of Corporate Governance, as stipulated in Clause 49 of the said Listing Agreement.

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

For, R R S & ASSOCIATES
Chartered Accountants
Firm Reg. No. : 118336W

Place : Ahmedabad
Date : 29th August, 2011

(RAJESH R. SHAH)
Partner
(M.N. 34549)

DECLARATION

As provided under Clause 49 of the Listing Agreement with the Stock Exchanges, all Board Members and Senior Management Personnel have affirmed compliance with Vimal Oil & Foods Limited Code of Business Conduct and Ethics for the year ended 31st March, 2011.

For VIMAL OIL & FOODS LTD.

Place : Ahmedabad
Date : 29th August, 2011

JAYESH C. PATEL
Managing Director



**AUDITORS' REPORT
2010-2011**

To,
**The Shareholders,
Vimal Oil & Foods Limited
Ahmedabad**

We have audited the attached Balance Sheet of **Vimal Oil & Foods Limited** as at 31st March, 2011 and the Profit & Loss Account and the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. 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 require by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.

Further to our comments in Annexure referred to above, we report that:

- (i) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;
- (ii) In our opinion, proper books of accounts as required by the law have been kept by the Company so far as appears from our examination of those books;
- (iii) The Balance Sheet, Profit & Loss account and Cash Flow Statement dealt with by this report, are in agreement with the books of Account;
- (iv) In our opinion Balance Sheet, Profit & Loss Account and Cash flow Statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of Companies Act, 1956.
- (v) On the basis of written representations received from the Directors as on 31st March, 2011 and taken on record by the Board of Directors, we report that none of the Directors are disqualified as on 31/03/11 from being appointed as a Director in terms of clauses (g) of sub sections (1) of section 274 of the Companies Act, 1956.
- (vi) In our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with 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 principles generally accepted in India:
 - (i) In the case of the Balance Sheet, of the State of affairs of the Company as at 31st March, 2011 and
 - (ii) In the case of Profit and Loss Account, of the profit for the year ended on that date.
 - (iii) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

For, R R S & ASSOCIATES
Chartered Accountants
Firm Reg. No. : 118336W

Place : Ahmedabad
Date : 29th August, 2011

(RAJESH R. SHAH)
Partner
(M.N. 34549)



**ANNEXURE REFERRED TO IN OUR REPORT OF EVEN DATE TO THE MEMBERS OF
VIMAL OIL & FOODS LIMITED**

1. a. The Company has maintained the proper records showing full particulars including quantitative details and situation of its Fixed Assets.
b. As explained to us, the fixed assets have been physically verified by the management at reasonable intervals in a phased manner in accordance with a programme of verification adopted by the Company. Which in our opinion is reasonable, having regard to the Company and nature of its assets. To the best of our knowledge no material discrepancies were noticed on such verification.
c. In our opinion, the Company has not disposed off substantial part of fixed assets during the year and the going concern status of the Company is not affected.
2. a. As explained to us, inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable. Regarding stock lying with outside agency, the Company has obtained stock confirmation from the respective agency.
b. As per the information and explanations given to us, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
c. On the basis of our examination of the inventory records, we are of the opinion that, the Company is maintaining proper records of inventory. No material discrepancies were noticed on verification between the physical stocks and the book records.
3. In respect of loans / deposits taken or given from or to any companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956, we report that:
 - a. The Company has not granted any loans, secured or unsecured, to any party covered in the register maintained under section 301 to the Companies Act, 1956
 - b. The Company has taken unsecured loans from five parties covered in the register maintained under section 301 to the Companies Act, 1956. The maximum amounts of loan taken and year-end balance were Rs. 1500 Lacs and Rs. 399.80 Lacs respectively.
 - d. In our opinion and according to the information and explanation given to us, the rate of interest, and other terms & conditions of the above loans are not prima facie prejudicial to the interest of the Company.
4. In our opinion, there is an adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchase of inventory and fixed assets and for sale of goods and services. During the course of our audit, no major weakness has been noticed in the internal control system in respect of these areas.
5. a. According to the information and explanations given to us, we are of the opinion that the particulars of transactions that need to be entered into the register maintained under section 301 of the Company Act, 1956 have been so entered.
b. In our opinion and according to the information and explanations given to us the above transactions, wherever they exceeds the threshold limit specified, are made at a prices which are not prejudicial to the interest of the Company.
6. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposit from the public within the meaning of the provisions of section 58A, section 58AA or any other relevant provisions of the Companies Act, 1956 and the Companies (Acceptance of Deposit) Rules, 1975.
7. The company is having Internal Audit System. However, in our opinion, the scope of internal audit is required to be strengthened and enlarged to make it commensurate with the size and nature of its business.
8. As explained to us, The Central Government has not prescribed the maintenance of cost records under section 209(1) (d) of the Companies Act, 1956 for the products of the Company.
9. a. According to the records of the Company, undisputed statutory dues including provident fund, investor education and protection fund, income tax, sales tax, service tax, customs duty, excise duty, cess have generally been regularly deposited with the appropriate authorities.



- b. According to the information and explanations given to us, there were no undisputed statutory dues, outstanding at the year end, for a period of more than six months from the date they became payable.
- c. According to the information and explanation given to us disputed government dues that have not been deposited are as follows:

Name of Statute	Nature of dues	Amount (Rs. In Lacs)	Period to which the amount relates	Forum where dispute is pending
Gujarat Sales Tax Act, 1961 and Central Sales Tax Act, 1956	Sales Tax and CST	211.72	2001-02 to 2004-05	Appellate Authority
Rajasthan Sales Tax Act, 1994	Sales Tax	139.48	2002-03	Appellate Authority
Income Tax Act, 1961	Income Tax	67.00	2008-09	Appellate Authority

- 10. The Company has no accumulated losses at the end of the financial year and it has not incurred cash losses in the financial year under audit and in the immediately preceding financial year.
- 11. According to the records of the Company and the information and explanation given to us, the Company has not defaulted in repayment of dues to a financial institution or banks.
- 12. According to the information and explanation 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.
- 13. In our opinion and according to the information and explanations given to us, the Company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, the provision of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
- 14. In respect of commodity future trading, in our opinion and according to the information and explanations given to us, proper records has been maintained and the transactions are timely entered therein.
- 15. According to the information and explanations given to us, the Company has not provided any corporate guarantee for loans taken by others.
- 16. In our opinion and according to the information and explanation given to us, the term loans have been applied for the purposes for which they were obtained.
- 17. According to the information and explanations given to us and on an overall examination of the Balance Sheet and cash flow statement of the Company, we report that funds raised on short-term basis have not been used during the year for long-term investment.
- 18. During the year, the Company has allotted 6,00,0000 equity shares of Rs. 10 each to the promoters on preferential allotment basis at a price of Rs. 50.16 per equity share.
- 19. The Company has not issued any debenture during the year.
- 20. The Company has not raised fund from public during the year.
- 21. To the best of our knowledge and according to the information and explanation given to us, no fraud by the Company and no fraud on the Company has been noticed or reported during the year.

For, R R S & ASSOCIATES
Chartered Accountants
Firm Reg. No. : 118336W

Place : Ahmedabad
Date : 29th August, 2011

(RAJESH R. SHAH)
Partner
(M.N. 34549)



BALANCE SHEET AS AT 31ST MARCH, 2011

SR. NO.	LIABILITIES/ASSETS	SCHEDULE NO.	AS AT 31 ST MARCH, 2011		FIGURES AS AT 31 ST MARCH, 2010	
			Rs. in Lacs	Rs. in Lacs	Rs. in Lacs	Rs. in Lacs
A SOURCES OF FUNDS						
1	SHAREHOLDERS' FUNDS :					
	Share Capital	A	2,555.00		1,955.00	
	Reserves & Surplus	B	5,078.48	7,633.48	1,947.05	3,902.05
2	Loan Funds					
	Secured Loans	C	15,142.58		10,326.42	
	Unsecured Loans	D	402.15	15,544.73	1,513.85	11,840.27
3	Deferred Tax Liability	E		489.48		473.29
	TOTAL			23,667.69		16,215.61
B APPLICATION OF FUNDS						
1	Fixed Assets	F				
	Gross Block		5,048.70		4,705.85	
	Less : Depreciation		1,702.93		1,460.63	
	Net Block			3,345.77		3,245.23
2	Current Assets, Loans & Advances					
	Inventories	G	5,846.46		4,207.20	
	Sundry Debtors	H	26,546.60		14,730.86	
	Cash & Bank Balances	I	2,049.10		2,527.13	
	Loans & Advances	J	873.52		949.20	
			35,315.67		22,414.39	
	Less : Current Liabilities & Provisions					
	Current Liabilities	K	14,543.51		9,185.34	
	Provisions	L	450.24		258.67	
			14,993.75		9,444.00	
	Net Current Assets			20,321.92		12,970.38
	TOTAL			23,667.69		16,215.61
	Significant accounting policies & Notes on Accounts	T				

As per our report of even date attached
For, M/s. R R S & ASSOCIATES
Chartered Accountants
 Firm Reg. No. : 118336W

RAJESH R. SHAH
Partner
 (M.N. 34549)

Place : Ahmedabad
 Date : 29th August, 2011

FOR & ON BEHALF OF THE BOARD OF DIRECTORS OF VIMAL OIL & FOODS LTD.

JAYESH C. PATEL *Chairman & Managing Director*
MAHENDRA V. PATEL *Director*
FAGESH R. SONI *Company Secretary*

Place : Ahmedabad
 Date : 29th August, 2011



PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED ON 31ST MARCH, 2011

SR. NO.	INCOME/EXPENDITURE	SCHEDULE NO.	2010-11 Rs. in Lacs	2009-10 Rs. in Lacs
A.	INCOME			
	Net Sales & Operating Income	M	113,969.17	73,459.43
	Less : Excise duty on sale of By Product		9.87	2.46
			113,959.31	73,456.97
	Other Income	N	22.26	17.63
	Increase/(Decrease) in Closing Stock	O	2,319.63	(49.76)
	TOTAL		116,301.19	73,424.84
B.	EXPENDITURE			
	Materials & Manufacturing Expenses	P	112,084.39	70,288.05
	Payments to & for Employees	Q	219.76	191.93
	Administrative & Selling Expenses	R	1,104.63	722.04
	Interest & Financial Charges	S	1,138.88	1,283.72
	Depreciation	F	246.86	213.07
	TOTAL		114,794.51	72,698.81
C.	Profit Before Tax		1,506.68	726.04
D.	Less : Provision For Tax			
	Current Tax		(422.00)	(182.00)
	Deferred Tax		(16.19)	(12.92)
E.	Less : Income Tax for Earlier Years		(33.86)	0.96
F.	Profit After Tax		1034.63	532.08
	Add/(Less): Prior Year Adjustment		0.00	0.00
	Profit for the year After Tax		1034.63	532.08
	Add : Balance as per last Year		1123.47	849.94
G.	Profit available for appropriation		2158.11	1382.02
	Proposed Dividend		(268.25)	(178.25)
	Corporate Dividend Tax		(44.55)	(30.29)
	Transfer to General Reserve		(50.00)	(50.00)
H.	Balance Carried to Balance Sheet		1795.30	1123.47
I.	Basic/Diluted Earning Per Share of Rs. 10/- each fully paid up		9.81	11.69
	Significant accounting policies & Notes on Accounts	T		

As per our report of even date attached
For, M/s. R R S & ASSOCIATES
Chartered Accountants
 Firm Reg. No. : 118336W

RAJESH R. SHAH
Partner
 (M.N. 34549)

Place : Ahmedabad
 Date : 29th August, 2011

**FOR & ON BEHALF OF THE BOARD OF DIRECTORS OF
 VIMAL OIL & FOODS LTD.**

JAYESH C. PATEL *Chairman & Managing Director*

MAHENDRA V. PATEL *Director*

FAGESH R. SONI *Company Secretary*

Place : Ahmedabad
 Date : 29th August, 2011



**SCHEDULES FORMING PART OF THE BALANCE SHEET & PROFIT & LOSS ACCOUNT
FOR THE YEAR ENDED 31ST MARCH, 2011**

PARTICULARS	AS AT 31 ST MARCH, 2011 Rs. in Lacs	AS AT 31 ST MARCH, 2010 Rs. in Lacs
SCHEDULE : A - SHARE CAPITAL		
AUTHORISED SHARE CAPITAL		
18000000 (P.Y. : 18000000) Equity Shares of Rs. 10/- each	1,800.00	1,800.00
15000000 (P.Y. : 15000000) Preference Shares of Rs. 10/- each	1,500.00	1,500.00
TOTAL	<u>3,300.00</u>	<u>3,300.00</u>
ISSUED, SUBSCRIBED AND PAID UP CAPITAL		
10550000 (P.Y. 4550000) Equity Shares of Rs. 10/- each fully paid up.	1,055.00	455.00
5000000 (P.Y. 5000000) 6% Preference Shares of Rs. 10/- each fully paid up.	500.00	500.00
10000000 (P.Y. 10000000) 8% Preference Shares of Rs. 10/- each fully paid up	1,000.00	1,000.00
TOTAL	<u>2,555.00</u>	<u>1,955.00</u>
SCHEDULE : B - RESERVES AND SURPLUS		
1. General Reserve		
As per last Balance Sheet	823.58	773.58
Add : Transfer from Profit & Loss A/c.	50.00	50.00
	<u>873.58</u>	<u>823.58</u>
Share Premium	2,409.60	-
	3,009.60	
2. Profit and Loss Account		
As per last Balance Sheet	1,123.47	849.94
Add : Profit for the year	671.83	273.54
	<u>1,795.30</u>	<u>1,123.47</u>
TOTAL	<u>5,078.48</u>	<u>1,947.05</u>
SCHEDULE : C - SECURED LOANS		
A. TERM LOAN / CORPORATE LOAN		
Bank of India - Term Loan	91.00	143.00
Bank of India - Corporate Loan	687.50	937.50
Bank of Baroda - Corporate Loan	501.49	700.00
B. WORKING CAPITAL LOANS		
Bank of India	8,646.71	5,583.50
Bank of Baroda	3,674.70	1,790.90
Dena Bank	1,413.20	717.53
IDBI Bank	12.62	265.24
C. VEHICLE LOANS		
Kotak Mahindra Bank Ltd.	115.36	172.42
ICICI Bank Ltd.	-	16.33
TOTAL	<u>15,142.58</u>	<u>10,326.42</u>

Notes :

- A. Term Loan is secured by Hypothecation of Wind Mill to Bank of India. Corporate Loans are Secured by pari passu charge over the specific fixed assets to the Bank of India and Bank of Baroda. Working Capital Loans are secured by hypothecation of Current Assets to Bank of India Consortium. The above Term Loans & Working capital Loans are further secured by First Equitable Mortgage over Land & Building situated at Heduva Hanumant, Mehsana and at Kalyanpur, Jamnagar and Personal Guarantee of Managing Director and Promoters.
- B. Vehicle Loan from Kotak Mahindra Bank Ltd and ICICI Bank Ltd are secured against Hypothecation of Vehicles to respective bank.



PARTICULARS	AS AT 31 ST MARCH, 2011 Rs. in Lacs	AS AT 31 ST MARCH, 2010 Rs. in Lacs
SCHEDULE : D - UNSECURED LOAN		
From Directors and Promoters	399.80	1,500.00
Dealers / Distributors Deposit	2.35	13.85
TOTAL	402.15	1,513.85

SCHEDULE : E - DEFERRED TAX LIABILITY

As per last Balance Sheet	473.29	460.37
Add : Adjusted for the year	16.19	12.92
TOTAL	489.48	473.29

SCHEDULE : F - FIXED ASSETS

	<i>Gross Block</i>			<i>Depreciation</i>					<i>Net Block</i>	
	As on 01.04.2010	Addition	Deduction	As on 31.03.2011	As on 01.04.2010	FOR THE YEAR	On Deduction	As on 31.03.2011	As on 31.03.2011	As on 31.03.2010
Land	24.13	-	-	24.13	-	-	-	-	24.13	24.13
Land Site Development	7.05	0.80	-	7.86	-	-	-	-	7.86	7.05
Road Construction	27.42	9.62	-	37.04	-	3.99	0.47	4.47	32.57	23.42
Factory Building	575.45	44.53	-	619.99	153.44	19.08	-	172.52	447.47	422.01
Office Building	14.02	-	-	14.02	2.74	0.23	-	2.97	11.05	11.28
Plant & Machinery	3,436.44	402.71	-	3,839.16	1,146.51	190.67	-	1,337.18	2,501.98	2,289.94
Lab. Equipment	10.82	0.06	-	10.87	6.56	0.51	-	7.07	3.80	4.26
Electrification	62.76	15.11	-	77.87	17.85	3.34	-	21.19	56.68	44.91
Computer	36.42	3.97	-	40.39	32.67	4.06	-	36.74	3.65	3.75
Furniture & Fixture	126.81	1.22	-	128.03	36.32	8.08	-	44.40	83.63	90.49
Office Equipment	56.93	0.14	-	57.07	17.93	2.71	-	20.64	36.43	39.00
Vehicle (HMV)	41.56	-	-	41.56	9.76	4.14	-	13.90	27.66	31.80
Vehicle (LMV)	148.27	0.94	4.60	144.61	32.85	13.56	4.56	41.86	102.75	115.42
WIP-Building Construction	-	6.11	-	6.11	-	-	-	-	6.11	-
WIP-Plant & Machinery	137.76	2.93	140.69	-	-	-	-	-	-	137.76
TOTAL	4,705.85	488.14	145.30	5,048.70	1,460.63	246.86	4.56	1,702.93	3,345.77	3,245.23
Previous Year	4,254.94	747.24	296.32	4,705.85	1,252.57	213.07	5.01	1,460.63	3,245.23	3,002.37



PARTICULARS	AS AT 31 ST MARCH, 2011 Rs. in Lacs	AS AT 31 ST MARCH, 2010 Rs. in Lacs
SCHEDULE : G - INVENTORIES (As taken, valued and certified by the management)		
Finished Goods	3,958.41	1,612.26
Raw Materials	1,444.08	2,348.00
Semi-finished Goods	-	29.38
Packing Materials	395.43	179.02
Stores & Spares	43.14	35.98
By Product	5.40	2.55
Total	5,846.46	4,207.20
SCHEDULE : H - SUNDRY DEBTORS (UNSECURED & CONSIDERED GOOD)		
More than Six months	64.13	52.94
Less than Six months	26,482.47	14,677.92
TOTAL	26,546.60	14,730.86
SCHEDULE : I - CASH & BANK BALANCES		
Cash on hand	18.28	23.46
Balance With Scheduled Bank		
- In Current Accounts	119.61	59.89
- In Fixed Deposit Accounts (Under Bank Lien for Letters of Credit)	1,911.21	2,443.79
TOTAL	2,049.10	2,527.13
SCHEDULE : J - LOANS & ADVANCES (UNSECURED & CONSIDERED GOOD)		
Sundry Deposits	30.75	32.13
Income Tax Accounts (Net of Provisions)	-	3.97
Advance Receivable in Cash or in Kind or For Value to be Received	842.77	913.09
TOTAL	873.52	949.20
SCHEDULE : K - CURRENT LIABILITIES		
Creditors for Goods	13,664.77	8,890.92
Creditors for Capital Goods	28.70	36.75
Creditors for Expenses	709.05	236.22
Statutory Liabilities	63.40	12.75
Advance From Customers	0.24	0.15
Interest payable on Term Loan/Corp Loan	69.28	-
Unclaimed Dividend	8.07	8.54
TOTAL	14,543.51	9,185.34



PARTICULARS	AS AT 31 ST MARCH, 2011 Rs. in Lacs	AS AT 31 ST MARCH, 2010 Rs. in Lacs
SCHEDULE : L - PROVISIONS		
Provision for Expenses	73.26	50.12
Provision for Income Tax Net of Advance Tax	64.17	-
Proposed Dividend	268.25	178.25
Corporate Dividend Tax	44.55	30.29
TOTAL	<u>450.24</u>	<u>258.67</u>
SCHEDULE : M - SALES & OPERATING INCOME		
Sale of Goods		
Domestic	109,312.83	70,038.35
Exports - Direct	2,397.75	1,741.37
Exports - Merchant	1,846.27	1,224.39
Operating Income	412.31	455.32
TOTAL	<u>113,969.17</u>	<u>73,459.43</u>
SCHEDULE : N - OTHER INCOME		
Export Incentives	21.92	17.63
Profit on Sale of Fixed Assets	0.34	-
TOTAL	<u>22.26</u>	<u>17.63</u>
SCHEDULE : O - INCREASE / (DECREASE) IN STOCKS		
Closing Stock		
- Finished Goods	3,958.41	1,612.26
- Work In Progress	-	29.38
- By Product	5.40	2.55
	<u>3,963.81</u>	<u>1,644.19</u>
Opening Stock :		
- Finished Goods	1,612.26	1,687.99
- Work In Progress	29.38	4.25
- By Product	2.55	1.70
	<u>1,644.19</u>	<u>1,693.94</u>
TOTAL	<u>2,319.63</u>	<u>(49.76)</u>



	2010-11 Rs. in Lacs	2009-10 Rs. in Lacs
SCHEDULE : P - MATERIALS & MANUFACTURING EXPENSES		
Opening Stock of Raw Material	<u>2,348.00</u>	<u>1,361.40</u>
	2,348.00	1,361.40
Add : Purchase of Raw Material during the year	55,627.73	42,251.40
Less: Closing Stock of Raw Material	<u>1,444.08</u>	<u>2,348.00</u>
Raw Material Consumed	56,531.66	41,264.80
Purchase of Trading Goods	51,071.42	25,680.54
Power & Fuel	581.09	404.66
Stores & Spares Consumed	280.16	182.13
Packing Material Consumed	3,020.09	2,491.33
Repairs & Maintenance		
Plant & Machinery	25.58	19.34
Building	9.38	6.67
Job Work Expenses	342.71	85.23
Labour Contract Charges	157.21	107.18
Insurance Expenses	62.23	43.11
Laboratory Charges	1.36	1.81
Factory Expenses	<u>1.49</u>	<u>1.25</u>
Sub Total	55,552.73	29,023.25
GRAND TOTAL	112,084.39	70,288.05

SCHEDULE : Q - PAYMENT TO & FOR EMPLOYEES

Salaries, Wages & other Allowances	189.32	168.03
Contribution to P.F. Gratuity & E.D.L.I.	11.97	9.76
Bonus	14.95	11.52
Staff Welfare Expenses	3.53	2.62
TOTAL	219.76	191.93



	2010-11 Rs. in Lacs	2009-10 Rs. in Lacs
SCHEDULE : R - ADMINISTRATIVE & SELLING EXPENSES		
ADMINISTRATIVE EXPENSES		
Stationary & Printing Expenses	6.15	5.24
Telephone & Postage Expenses	10.54	9.40
Vehicle Expenses	20.91	14.97
Legal , Professional & Consultancy Expenses	54.09	49.26
Rent, Rates and Taxes	21.84	16.96
Miscellaneous Expenses	32.18	28.77
Auditors Remuneration	3.86	3.86
Loss on Sale of Fixed Assets	-	0.43
SELLING EXPENSES		
Freight (outward)	338.73	213.88
Brokerage and Commission Expenses	90.33	54.82
Forwarding Expenses	52.16	38.86
Cash discount	90.96	9.52
Advertisement	334.22	189.06
Travelling Expenses	15.27	13.44
Sales Promotion Expenses	17.55	67.77
Discount Scheme / Free Sample	0.01	1.11
Sales Tax Exp.	11.29	-
Kasar & Vatav	4.53	2.42
Soda Settlement & Rate Difference	-	2.25
TOTAL	1,104.63	722.04
SCHEDULE : S - INTEREST & FINANCIAL CHARGES		
Interest on working capital loan	1,187.88	1,240.19
Interest to others	124.37	19.27
Interest on term loan	483.99	145.77
Bank and other financial charges	334.13	149.72
	2,130.36	1,554.96
Interest Earned	991.48	271.24
TOTAL	1,138.88	1,283.72



SCHEDULE : T - SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2011

A. SIGNIFICANT ACCOUNTING POLICIES

(A) BASIS FOR PREPARATION OF FINANCIAL STATEMENT

The financial statements have been prepared on the historical cost convention on the accrual basis of accounting and comply with accounting standards as specified in Companies Accounting Standard Rules, 2006 and relevant provisions of the Companies Act, 1956, in accordance with normally accepted Accounting Principles.

(B) USE OF ESTIMATS

The preparation of financial statement in conformity with Generally Accepted Accounting Principles require management to make estimate and assumptions that affect the reported amount of assets and liabilities and the disclosure of contingent liabilities on the date of financial statement. Actual result could differ from those estimates. Any revision to accounting estimates is recognized prospectively in current and future periods.

(C) REVENUE RECOGNITION

(a) Revenue from sale of goods to domestic customers are recognized on dispatch of goods from the factory. Revenue from sale of goods to overseas customers are recognized on the goods being shipped on board. Sales are recorded at invoice value net of local sales tax and sales return.

(b) Other Income is recognized on accrual basis except when realization of such income is uncertain.

(c) Interest on Investments and Fixed Deposits kept with Banks are booked on a time proportion basis for the year end taking into account the amounts invested and rate of interest.

(D) FIXED ASSETS

Fixed assets are shown at their historical cost less depreciation and impairment losses if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Borrowing cost relating to acquisition of fixed assets which takes substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

(E) DEPRECIATION

Depreciation is provided on straight-line method at the rates and in the manner specified in Schedule XIV of the Companies Act, 1956.

(F) EXPORT INCENTIVES

Company is entitled for draw back as export incentive and the same are taken into books on the accrual basis.

(G) IMPAIRMENT OF ASSETS

Whenever events indicates that assets may be impaired, the assets are subject to a test of recoverability based on estimates of future cash flows arising from continuing use of assets and from its ultimate disposal. A provision for impairment loss is recognized where it is probable that the carrying value of an asset exceeds the amount to be recovered through use or sales of the asset.

(H) VALUATION OF INVENTORIES

Raw Materials Stores & Spares & Semi Finished Goods	“At Cost or Market Value whichever is lower”
Finished Goods	“At Cost or Market Value whichever is lower”
By Products	“At Net Realizable Value”

Cost of Raw Material is determined using FIFO Method.

Cost of Finished Goods and Semi Finished Goods includes cost of Raw Material and appropriate share of overhead based on normal operating capacity of the productions facility.

(I) EARNING PER SHARE

Earnings per share is calculated by dividing net profit after tax for the year by equity share outstanding during the year. The diluted EPS is the same as basic EPS.

(J) PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provisions are recognized in respect of obligations where, based on the evidence available, their existence at the balance sheet date is considered probable.



Contingent liabilities are shown by way of notes to the accounts in respect of obligations where, based on the evidence available, their existence at the Balance Sheet date is considered not probable.

Any contingent asset is not recognized in the Accounts.

(K) RETIREMENT BENEFITS

(i) Short Term Benefit:

The undiscounted amount of short term employee benefits expected to be paid in exchange for the service rendered by employee is recognized during the period when the employee render the service.

(ii) Post Employment Benefits:

Contribution to defined contribution scheme such as Provident Fund etc is charged to the profit & Loss Account as incurred. The Company also provides for post employment benefits in the form of their share of Provident Fund and Gratuity is provided for based on valuations as at the balance sheet date, made by independent agency.

(L) INCOME TAX

Income taxes comprises of current & deferred taxes. Current taxes are measured at the amount expected to be paid to the income tax authorities in accordance with the Income Tax Act, 1961. Deferred income tax reflect the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rates and the tax laws enacted or substantially enacted at the balance sheet date. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

(M) FOREIGN CURRENCY TRANSACTIONS

- (a) Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction or that approximates the actual rate at the date of the transaction.
- (b) Monetary items denominated in foreign currencies at the year end are restated at year end rates. In case of items which are covered by forward exchange contracts, the difference between the year end rate and rate on the date of the contract is recognized as exchange difference and the premium paid on forward contracts is recognized over the life of the contract.
- (c) Non monetary foreign currency items are carried at cost.
- (d) Any income or expense on account of exchange difference either on settlement or on translation is recognized in the Profit and Loss account except in case of long term liabilities, where they relate to acquisition of fixed assets, in which case they are adjusted to the carrying cost of such assets.

(N) FORWARD CONTRACTS IN FOREIGN CURRENCY

The Company uses foreign exchange forward contracts to hedge its exposure to movements in foreign exchange rates. The use of this foreign exchange forward reduces the risk or cost to the Company. The Company does not use this for trading or speculation purposes. Forward contracts are fair valued at the reporting date. The resultant gain or loss from these transactions is recognized in the profit and loss account.

B. NOTES ON ACCOUNTS

1. CONTINGENT LIABILITIES :

	2010-2011	(Rs. In Lacs) 2009-2010
Bank guarantee given in favor of GAIL	6.50	6.50
Sales Tax Demand under Sales Tax Laws for the accounting year 2001-02, 2002-03, 2003-04 - (Note i)	618.22	618.22
Sales Tax Demand under Rajasthan Sales Tax Act, 1994 for the year 2002-03 - Note i	139.48	139.48
Demand under Income Tax Act, 1961 for the accounting year 2008-09	67.00	0

Note:

- i) As against the same, the Company has paid under protest of Rs 406.50 Lacs and shown as Loans and Advances.
2. In the opinion of the Board and to the best of their knowledge and belief, the value on realization of the current assets, loans and advances in the ordinary course of the business will not be less than the amount stated in the Balance Sheet.
 3. The previous year figures have been regrouped / reclassified, wherever necessary, to make them comparable with the figures of current year.
 4. Micro and Small Scale Business Enterprises:
The management has initiated the process of identifying enterprises those have provided goods and services to the Company and which qualify under the definition of micro and small enterprises, as defined under Micro, Small and Medium Enterprise Development Act, 2006. Accordingly, the disclosure requirement here under is not furnish.



5. Balance confirmations in respect of debtors, creditors and loan taken and given accounts are subject to conformation and reconciliation if any.
6. Quantity of inventories is based upon physical verification by the management and valuation is also based on details of cost and realizable value (wherever applicable) considering the quality and other relevant factors ascertained by management. The quantities of inventories, sales and purchases are taken on the basis of details worked out from the bills and the stock records maintained by the Company (wherever applicable).

7. Employee Benefits :

The disclosure required under Accounting Standard 15 (Revised) "Employee Benefits" notified in the Companies (Accounting Standards) Rules 2006 is given below:

Defined Contribution Plan

Contribution to Defined Contribution Plan, recognized and charged off the year, is as under:

Employer's Contribution to Provident Fund Rs 869146/-

Defined Benefit Plan

The Company has defined benefit plans for gratuity to eligible employees, contributions for which are made to Life Insurance Corporation of India, who invest the funds as per IRDA guidelines. The details of these defined plans recognized in the financial statements are as under:

General Description of the Plan:

The Company operates a defined benefit plan (the Gratuity Plan) covering eligible employees, which provides a lump sum payments to vested employees at retirement, death, incapacitation of termination of employment, of an amount based on the respective employees salary and the tenure of employment.

Status of gratuity plan as required under AS 15(Revised)

Reconciliation of opening and closing balance of Running Account

Particulars	2010-2011
Opening balance	1716947
Amount credited towards the fund	265995
Amount paid as claim	(92712)
Interest credited for the year	165224
Closing balance	2055454

8. Components of Net Deferred Tax Liability

	As at 31.03.2011	Rs. In Lacs As at 31.03.2010
Deferred Tax Liability		
Related to Fixed Assets	489.48	473.29
Deferred Tax Assets:	NIL	NIL
Net Deferred Tax Liability	489.48	473.29

9. MANAGERIAL REMUNERATION

	2010-11 (Rs.)	Rs. In Lacs 2009-10 (Rs.)
Paid to Managing Director		
Salary, Bonus and allowances	15.00	15.00
Contribution to Provident Fund	1.26	1.26
TOTAL	16.26	16.26

As no commission is payable to Directors the computation of net profits in accordance with the section 309(5) read with section 349 of the Companies Act, 1956 has not been given.

10. AUDITORS' REMUNERATION :

	2010-2011 (Rs.)	2009-2010 (Rs.)
1. For Auditor Remuneration	2.50	2.50
2. For Company Law & Management Consultancy	0.50	0.50
3. For Certification & Other	0.86	0.86
TOTAL	3.86	3.86



11. EARNING PER SHARE

Net Profit After Tax (Rs. In Lacs)	1034.63	532.08
Number of equity Share outstanding as on year ended	10550000	4550000
Basic and diluted earning per share	9.81	11.69
Face value per equity share	10.00	10.00

12. Related Parties Disclosures as per Accounting Standard - 18 are given below :

(i) Names of related parties and description of relationship

(a) Key Management Personnel

Shri Jayeshbhai Patel – Managing Director

(b) Enterprises over which Key Management Personnel and their relative have substantial interest :

Vimal Dairy Ltd.	Vimal Energy Private Limited
Vim Coats	Swastik Ceracon India Ltd
Vinay Corporation	Gladder Ceramics Ltd
Canon Capital & Finance Ltd.	Canon Commodity Markets Ltd

(ii) Transactions with related parties

Rs. In Lacs

Sr. No.	Nature of Transaction	2010-11 (Rs.)	2009-10 (Rs.)
In Relation to (A) above			
1.	Managerial Remuneration	16.26	16.26
In Relation to (B) above			
2.	Sale / Rent / Job Work Income	126.47	121.43
3.	Interest Received	Nil	Nil
4.	Purchase of Goods	0.40	7.70
5.	Expenses Paid	Nil	Nil
6.	Interest Paid	17.06	1.27
7.	Loan Received	1.31	1750.00
8.	Loans Given/Repaid	1201.31	Nil
Outstanding Balance		As at 31.03.2011 (Rs.)	As at 31.03.2010 (Rs.)
9.	Loans Given	Nil	Nil
10.	Loans Received	399.81	1500.00
11.	Debtors	0.17	0.31
12.	Creditors	1.52	0.10

13. Segment Information as per Accounting Standard – 17 on 'Segment Reporting':

The Company has identified three business segments viz. Integrated Oil Division, Powder Plant and Wind Mill. Segments have been identified and reported taking into account the nature of products, the differing risks and returns, the organizational structure and internal business reporting system.

Revenue and expenses have been identified to a segment on the basis of relationship to operating activities of the segment. Revenue and expenses which relate to enterprise as a whole and are not allocable to a segment on reasonable basis have been disclosed as "Unallowable"

Segment Assets and Segment Liabilities represent assets and liabilities of respective segments. Investments, tax related assets and other assets and liabilities that can not be allocated to a segment on reasonable basis have been disclosed as "Unallowable".


INFORMATION ABOUT PRIMARY BUSINESS SEGMENTS:

(Rs. in Lacs)

Particular	Integrete Oil Division		Powder Plant		Wind Mill		Others		Total	
	2010-11	2009-10	2010-11	2009-10	2010-11	2009-10	2010-11	2009-10	2010-11	2009-10
Revenue										
Sales & Operating Income	113740	73182	108	108	98	111	14	41	113959	73441
Other Income	22	33			0	0	0	0	22	33
Total Revenue	113762	73215	108	108	98	111	14	41	113982	73475
Results										
Segment results	2499	1786	89	89	43	94	14	41	2646	1635
Unallocated Corporate Income										
Operating Profit	2499	1786	89	89	43	94	14	41	2646	1635
Interest Expense (Net)									1139	1284
Income Tax									456	181
Deferred Tax									16	13
Fringe Benefit Tax									0	0
Net Profit									1034	532
Other Information										
Segment Assets	37534	24520	137	156	609	651	383	333	38661	25660
Unallocated Corporate Assets										
Total Assets									38661	25660
Segment Liabilities	30396	21141	0	0	465	143	383	0	30539	21284
Unallocated Corporate Liabilities										
Total Liabilities									30539	21284
Other Information										
Capital Expenditure	343	451							343	451
Unallocated Capital Expenditure										
Total Capital Expenditure									343	451
Depreciation	185	186	19	19	43	8	0	0	247	213
Unallocated Corporate Depreciation										
Total Depreciation									247	213
Other Non Cash Expenditure	0	0	0	0	0	0	0	0	0	0

Note: The Company also exports its products but the disclosures as required under accounting standard 17 on geographical segment has not been provided as the total value of exports is less than 10% of the total revenue.

14. Additional information pursuant to the provisions of Paragraphs 3.4C & 4D of the Part – II of Schedule VI of the Company Act, 1956 as amended by the Companies (Amendment) Act, 1988.

(A) CAPACITY & PRODUCTION :

Particular	Capacity				Actual Production	
	2010-2011		2009-2010		2010-2011	2009-2010
	Licensed (M. T.)	Installed (M. T.)	Licensed (M. T.)	Installed (M. T.)	(M. T.)	(M. T.)
Refinery *						
Own Production	NA	75000	NA	75000	90316	52915
O/s Job-work	NA	NA	NA	NA	10690	NIL
Solvent Extraction	NA	60000	NA	60000		
Oil	NA	NA	NA	NA	3907	2153
De-oil cake	NA	NA	NA	NA	32639	24100
Oil Mill Section	NA	60000	NA	30000		
Oil Expeller	NA	NA	NA	NA	2369	4553
Oil Cake	NA	NA	NA	NA	5696	11686
Powder Plant **	NA	3000	NA	3000	NA	NA
Table Margarine						
Own Production	NA	13500	NA	13500	1089	NA
O/s Job-work	NA	NA	NA	NA	2095	2299
Fractionation Plant **	NA	120000	NA	120000	NA	NA
Sunflower Plant**	NA	60000	NA	NA	NA	NA

* Includes Production and Packed for sale.

** Given on rent.

Note : Plant Installed Capacity is as certified by the Management of the Company.



Product Name	2010 – 2011		2009 – 2010	
	M.T.	Rs. in Lacs	M.T.	Rs. in Lacs
	Qty.	Rs.	Qty.	Rs.
1 Opening Stock				
Edible Oil	2,848.00	1,250.71	2,844.00	1,254.32
Cake\De-Oil Cake	2,874.00	296.90	4,204.00	371.43
Vanaspati & Margarine	114.00	64.64	144.00	62.24
Total	5,836.00	1,612.25	7,192.00	1,687.99
2 Raw Material consumption				
Crude Oil	100,053.81	49,488.35	84,640.00	35,549.14
Seeds	20,521.80	4,754.06	16,261.00	3,800.86
Cake	18,492.05	2,289.25	26,247.97	1,914.80
Total	139,067.65	56,531.66	127,148.97	41,264.80
3 Purchase for Goods Traded				
Crude Oil	100,003.69	44,786.93	64,053.00	23,597.78
Seeds	17,281.58	4,071.54	1,698.00	376.87
Cake\De-Oil Cake	2,821.29	288.87	1,583.00	162.81
Vanaspati & Margarine	4,301.52	1,924.09	4,452.00	1,543.08
Total	124,408.08	51,071.42	71,786.00	25,680.54
4 Closing Stock				
Edible Oil	4,435.67	3,401.80	2,848.00	1,250.71
Cake\De-Oil Cake	4,258.41	489.40	2,874.00	296.90
Vanaspati & Margarine	106.97	67.21	114.00	64.64
Total	8,801.04	3,958.41	5,836.00	1,612.25
5 Sales				
Edible Oil	200,860.22	100,617.91	151,082.00	66,189.13
Seeds\Cake\De-Oil Cake	50,686.57	8,262.48	28,711.00	3,346.40
Vanaspati & Margarine	7,488.40	4,354.62	6,779.00	3,254.14
By Products		105.65		497.86
Total	259,035.18	113,340.66	186,572.00	73,287.53

Rs. In Lacs

Particular	Amount (Rs.)	%	Amount (Rs.)	%
(H) CONSUMPTION OF IMPORTED AND INDIGENOUS RAW MATERIALS :				
Indigenous	54406.68	96.24	40838.51	98.97
Imported	2124.98	3.76	426.28	1.03
(I) CONSUMPTION OF IMPORTED AND INDIGENOUS STORES & SPARES :				
Indigenous	280.16	100	182.14	100
Imported	Nil	0	Nil	0
(J) EARNINGS / EXPENDITURE IN FOREIGN CURRENCY				
				Rs. In Lacs
Particulars	2010-11 (Rs.)		2009-10 (Rs.)	
FOB Value of Exports	2397.75		1741.37	
For Goods Purchase	24239.65		15912.34	
For Capital Goods Purchase	78.54		NIL	
Traveling Expenses	2.23		3.82	
(K) CIF Value of Imports				
CIF Value of Imported Raw Materials	24247.99		16173.62	
CIF Value of Imported Capital Goods	78.54		NIL	



13. BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

I. REGISTRATION DETAILS

Registration No.	L15400GJ1992PLC017626	State Code	04
Balance Sheet	31 03 2011		
	Date Month Year		

II. CAPITAL RAISED DURING THE YEAR (AMOUNT IN RUPEES IN LACS)

Public Issue	NIL	Right Issue	NIL
Bonus Issue	NIL	Private Placement	NIL
		Preferential Allotment	3009.60

III. POSITION OF MOBILISATION AND DEPLOYMENT OF FUNDS (AMOUNT IN RUPEES IN LACS)

Total Liabilities	23667.69	Total Assets	23667.69
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SOURCES OF FUNDS

Paid up Capital	2555.00	Reserves & Surplus	5078.48
Share Application Money	0.00	Differed Tax Provision	489.48
Secured Loans	15142.58	Unsecured Loans	402.15

APPLICATION OF FUNDS

Net Fixed Assets	3345.77	Investments	NIL
Net Current Assets	20321.92	Miscellaneous Expenses	NIL
Accumulated Losses	NIL		

IV. PERFORMANCE OF COMPANY (AMOUNT IN RUPEES IN LACS)

Total Revenue	116301.19	Total Expenditure	114794.51
Profit / Loss Before Tax	1506.68	Profit After Tax	1034.63
Earning Per Share	9.81	Dividend Rate %	15%

V. GENERIC NAMES OF THREE PRINCIPAL PRODUCTS / SERVICES OF THE COMPANY (AS PER MONETARY TERMS)

Item Code No. (ITC No.)	:	15141003
Product Description	:	Rap Seed Oil
Item Code No. (ITC No.)	:	23064002
Product Description	:	Rap Seed DOC
Item Code No. (ITC No.)	:	120190
Product Description	:	Cotton Seed Oil

As per our report of even date attached
For, M/s. R R S & ASSOCIATES
 Chartered Accountants
 Firm Reg. No. : 118336W

RAJESH R. SHAH
 Partner
 (M.N. 34549)

Place : Ahmedabad
 Date : 29th August, 2011

FOR & ON BEHALF OF THE BOARD OF DIRECTORS OF VIMAL OIL & FOODS LTD.

JAYESH C. PATEL *Chairman & Managing Director*
MAHENDRA V. PATEL *Director*
FAGESH R. SONI *Company Secretary*

Place : Ahmedabad
 Date : 29th August, 2011

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

(Rs. in Lacs)

PARTICULARS	FOR THE YEAR 2010-2011	FOR THE YEAR 2009-2010
A CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Taxes & Extra-Ordinary Items	1506.68	726.04
Adjustments for :		
Depreciation	246.86	213.07
Interest & Other Financial Charges	2130.36	1554.96
Profit/Loss on Sale of Asset	-0.34	3.17
Interest / Dividend Received	-991.48	-271.24
Provision & Expenses Written off	1385.40	1499.95
Operating Profit before Working Capital Changes	2892.08	2225.99
(Increase) / Decrease in Inventory	-1639.26	-999.27
(Increase) / Decrease in Trade & Others Receivables	-11748.12	-5722.13
Increase / (Decrease) in Trade Payables	5381.32	2794.55
Cash Generated from Operation	(5113.98)	(1700.85)
Direct Taxes Paid	(392.45)	(58.97)
Net Cash from Operating Activities	(5506.43)	(1759.82)
B CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	-342.85	-467.27
Sale of Fixed Assets	4.60	8.18
Interest / Dividend Received	991.48	271.24
Net Cash (used in) / from Investing Activities	653.23	(187.85)
C CASH FLOW FROM FINANCING ACTIVITIES		
Share Capital Received	600.00	0.00
Share Premium Received	2409.60	0.00
Increase in Long Term Loans & Other Borrowings	3704.47	4377.20
Dividend Paid (with Tax)	-208.54	-153.85
Prior Year Adjustment	0.00	0.96
Interest Paid	-2130.36	-1554.96
Net Cash (used in) / from Financing Activities	4375.17	2669.35
D NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	(478.03)	721.68
Cash & Cash Equivalents as at 01-04-2010	2527.13	1805.45
Cash & Cash Equivalents as at 31-03-2011	2049.10	2527.13

As per our report of even date attached
For, M/s. R R S & ASSOCIATES
 Chartered Accountants
 Firm Reg. No. : 118336W

RAJESH R. SHAH
 Partner
 (M.N. 34549)

Place : Ahmedabad
 Date : 29th August, 2011

**FOR & ON BEHALF OF BOARD OF THE DIRECTORS OF
 VIMAL OIL & FOODS LTD.**

JAYESH C. PATEL *Chairman & Managing Director*
MAHENDRA V. PATEL *Director*
FAGESH R. SONI *Company Secretary*

Place : Ahmedabad
 Date : 29th August, 2011



E-COMMUNICATION REGISTRATION FORM

To
Link Intime India Private Limited
211, Sudarshan Complex
Nr. Mithakhali under Bridge,
Navrangpura,
Ahmedabad – 380009.
Gujarat

Dear Sir/Madam,

RE: Green Initiative in Corporate Governance

I agree to receive all shareholder communication from the Company in electronic mode.

Please register my e-mail id in your records for sending shareholder communication through e-mail.

Folio No. : _____
DP ID : _____
Client ID : _____
PAN : _____
Name of 1st Registered Holder : _____
Name of Joint Holder(s) : _____
Registered Address : _____
E-mail ID : _____

Date : _____

Signature of the first holder

Important Notes:

- 1) On registration, all the communication will be sent to the e-mail ID registered in the folio/DP ID & Client ID.
- 2) Shareholders are requested to keep Company informed as and when there is any change in the e-mail address. Unless the email id / address given above is changed by you by sending another communication in writing, the Company will continue to send the notices/documents to you on the above mentioned email ID.



Vimal Oil & Foods Ltd.

Regd. Office : 4th Floor, Heritage, Nr. The Grand Bhagwati,
S.G. Highway, Ahmedabad – 380 054.

FORM OF PROXY

DP ID	
CLIENT ID	

FOLIO NO.	
NO. OF SHARES	

I/We _____ of _____ being a Member / members of VIMAL OIL & FOODS LIMITED. hereby appoint _____ of _____, or failing him _____ of _____ as my/our proxy to attend and vote for me/us and for on my/ our behalf the behalf at the Annual General Meeting of the Company to be held on Thursday, 30th September, 2010 the Regd. Office of the Company and at any adjournment thereof.

Signed this _____ day of _____ 2010.

Affix
Revenue
Stamp

Signature

NOTE :

1. The Proxy Form signed across revenue stamp should reach at the Company's Registered Office at 4th Floor, Heritage, Nr Grand Bhagwati, S.G.Highway, Ahmedabad – 384 054.
2. The Proxy need not to be a member of the Company.
3. Please fill in full particulars.
4. Company reserves the right to ask for identification of the proxy.



Vimal Oil & Foods Ltd.

Regd. Office : 4th Floor, Heritage, Nr. The Grand Bhagwati,
S.G. Highway, Ahmedabad – 380 054.

ATTENDANCE SLIP

Please complete the attendance slip and hand it over at the entrance of the Meeting hall.

I/We hereby record my presence at the Annual General Meeting of the Company to be held on Thursday, 30st September, 2010 at 11.00 a.m at the Registered office of the Company.

DP ID	
CLIENT ID	

FOLIO NO.	
NO. OF SHARES	

Name of the Shareholder (In Block Letters)	
Signature of Shareholder	
Name of the proxy (In Block Letters)	
Signature of the Proxy	

NOTES:

- (1) This attendance is valid only in case shares are held on the date of this Annual General Meeting
- (2) You are requested to sign and hand over this slip at the entrance.

Vimal[®]

Healthful



BOOK - POST

To,

If Undelivered, Please Return To :



Vimal Oil & Foods Ltd.

ISO 9001:2008 Company

Regd. Office : 4th Floor, Heritage, Nr. The Grand Bhagwati, Sarkhej-Gandhinagar Highway,
Ahmedabad - 380 054. Website: www.vimaloil.com