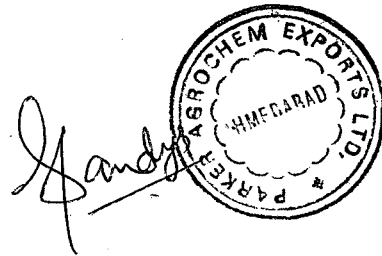




# PARKER AGROCHEM EXPORTS LTD.



**SIXTEENTH  
ANNUAL REPORT  
2008-2009**

**PARKER AGROCHEM EXPORTS LTD.**

*Registered Office :*  
*Block H, Plot 3 & 4,*  
*New Kandla - 370 270, Kutch.*

# PARKER AGROCHEM EXPORTS LTD.

## SIXTEENTH ANNUAL REPORT AND ACCOUNTS

- BOARD OF DIRECTORS** :
- Mr. Sukhdev R. Acharya - *Chairman & Managing Director*
  - Mr. Jagdish R. Acharya - *Whole Time Director (Retired w.e.f. 30/05/2009)*
  - Mr. Chaturbhai R. Majethia - *Director (Independent)*
  - Mr. Liladharbhai L. Thakkar - *Director (Independent)*
  - Smt. Shilpaben S. Acharya - *Whole Time Director (w.e.f. 01/08/2009)*
  - Mr. Punamchand R. Acharya - *Whole Time Director (w.e.f. 01/08/2009)*
  - Mr. Pravinbhai M. Thakkar - *Director (Independent) (w.e.f. 30/06/2009)*
- COMPANY SECRETARY** :
- Mrs. Swetal C. Pandya
- BANKERS** :
1. Allahabad Bank,  
Sardar Patel Nagar Road,  
Ahmedabad.
  2. Bank of Baroda,  
Gandhidham.
- AUDITORS** :
- Samir M. Shah & Associates,  
Chartered Accountants,  
Ahmedabad.
- CORPORATE OFFICE** :
- 13, National Plaza,  
Opp. Lal Bungalow,  
C. G. Road,  
Ahmedabad - 380 006.
- REGISTERED OFFICE  
AND FACTORY** :
- Block H, Plot 3 & 4,  
New Kandla - 370 270, Kutch.
- COMPANY'S DEMAT NO.** :
- ISIN INE750B01010

## NOTICE

Notice is hereby given that, the 16th Annual General Meeting of the shareholders of the **Parker Agrochem Exports Limited** will be held on Tuesday, the 29th September, 2009 at 12.00 noon at the Registered Office of the Company at Block H, Plot 3 & 4, New Kandla - 370 270, Kutch, Gujarat, to transact the following businesses:

### ORDINARY BUSINESS :-

1. To receive, consider and adopt audited Profit & Loss Account for the year ended 31st March, 2009 and the Balance Sheet as on that date along with the Directors' Report thereon.
2. To appoint director in place of Shri Liladhar Thakkar, who retires by rotation and being eligible offers himself for reappointment.
3. To appoint Auditors to hold office from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting and to fix their remuneration.

A special notice in terms of section 190 of the Companies Act, 1956, has been received under section 225(1) from some of the members proposing the appointment of M/s. Ajit Wadhwan & Co., Chartered Accountants, as Auditors of the Company in place of M/s. Samir M. Shah & Associates, the retiring auditors of the Company. The proposed resolution of which special notice have been received is as under:

"RESOLVED THAT M/s. Ajit Wadhwan & Co., Chartered Accountants, be and are hereby appointed as Auditors of the Company in place of M/s. Samir M. Shah & Associates, Chartered Accounts, to hold office from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting of the Company and that the Managing Director of the Company be and is hereby authorised to fix to remuneration to be paid to the said Auditors for the financial year 2009-10 in consultation with the said Auditors and also to pay out-of-pocket expenses for the purpose of audit."

### SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 198, 269, 309, 310 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, the Company do hereby accord its approval to the reappointment of Shri Sukhdev R. Acharya as Chairman cum Managing Director of the Company for a period of five years with effect from 9th November, 2008 to 8th November, 2013 on the terms and conditions as set out in the draft appointment terms as placed before the meeting."

"RESOLVED FURTHER THAT the remuneration and perquisites payable to Shri Sukhdev R. Acharya as per the abstract of terms and conditions stated as herein below.

### TERMS AND CONDITIONS

- I. Subject to the superintendence, direction and control of the Board of Directors of the Company, Shri Sukhdev R. Acharya, Managing Director of the Company shall be entrusted with day to day affairs of the Company and also such other duties and responsibilities as may be entrusted to her by the Board of Directors from time to time.
- II. The Managing Director shall be liable to retire by rotation.
- III. The Managing Director shall be entitled to receive the remuneration and perquisites as stated below even in the event of inadequacy or absence or profit by the Company in any year.
- IV. The Managing Director shall be paid remuneration and perquisites as under:
  - (A) **Salary:** A Salary of Rs. 1,25,000/- per month with liberty to the Board to increase or decrease the salary within the limits laid down under Para A of Section II of Part II of the Schedule XIII of the Companies Act, 1956.
  - (B) **Perquisites:** The Managing Director may be paid perquisites including but not limited to the Medical reimbursement, Children education allowance, Leave travel concession, Contribution to P.F., Gratuity, Super Annuation fund, Use of Company's car, Telephone facility etc., as may be decided by the Company from time to time as per Rules applicable to other employees of the Company. Provided however that the overall perquisites shall not exceed the limits laid down under Para A of Section II of Part II of the Schedule XIII of the Companies Act, 1956.

"RESOLVED FURTHER THAT The Board of Directors are at liberty to alter and vary the terms and conditions of the Remuneration and Perquisites so as not to exceed the limit specified in Schedule XIII of the Companies Act, 1956 including any modification or re enhancement thereof, for the time being in force or any amendments of modification that may hereafter be made thereto by the Central Government as may be agreed between the Board of Directors and Shri Sukhdev R. Acharya."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

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

"RESOLVED THAT Shri Pravinchandra M. Thakker, be and is hereby appointed as Director of the Company liable to retire by rotation."

6. To consider and, if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT Smt. Shilpaben S. Acharya, be and is hereby appointed as Director of the Company liable to retire by rotation."

7. To consider and, if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:  
"RESOLVED THAT Shri Punamchandbhai R. Acharya, be and is hereby appointed as Director of the Company liable to retire by rotation."

8. To consider and, if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:  
"RESOLVED THAT pursuant to the provisions of section 198, 269, 309, 310 read with Schedule XIII and all other applicable provisions of the Companies Act, 1956, the approval of the Company be and is hereby granted for the appointment of Shri Punamchandbhai R. Acharya as a Whole Time Director of the Company for a period of 5 years w.e.f. 1st August, 2009 on the terms and conditions as set out in the draft appointment terms as placed before the meeting."  
"RESOLVED FURTHER THAT the remuneration and perquisites payable to Shri Punamchandbhai R. Acharya as per the abstract of terms and conditions stated as herein below.

**TERMS AND CONDITIONS**

- I. Subject to the superintendence, direction and control of the Board of Directors of the Company, Shri Punamchandbhai R. Acharya, Whole Time Director of the Company shall be entrusted with day to day affairs of the Company and also such other duties and responsibilities as may be entrusted to him by the Board of Directors from time to time.
- II. The Whole-time Director shall be liable to retire by rotation.
- III. The Whole-time Director shall be entitled to receive the remuneration and perquisites as stated below even in the event of inadequacy or absence or profit by the Company in any year.
- IV. The Whole-time Director shall be paid remuneration and perquisites as under:
  - (A) **Salary:** A Salary of Rs. 1,25,000/- per month with liberty to the Board to increase or decrease the salary within the limits laid down under Para A of Section II of Part II of the Schedule XIII of the Companies Act, 1956.
  - (B) **Perquisites:** The Whole Time Director may be paid perquisites including but not limited to the Medical reimbursement, Children education allowance, Leave travel concession, Contribution to P.F., Gratuity, Super Annuation fund, Use of Company's car, Telephone facility etc., as may be decided by the Company from time to time as per Rules applicable to other employees of the Company. Provided however that the overall perquisites shall not exceed the limits laid down under Para A of Section II of Part II of the Schedule XIII of the Companies Act, 1956."

"RESOLVED FURTHER THAT The Board of Directors are at liberty to alter and vary the terms and conditions of the Remuneration and Perquisites so as not to exceed the limit specified in Schedule XIII of the Companies Act, 1956 including any modification or re enhancement thereof, for the time being in force or any amendments of modification that may hereafter be made thereto by the Central Government as may be agreed between the Board of Directors and Shri Punamchandbhai R. Acharya."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

9. To consider and, if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:  
"RESOLVED THAT pursuant to the provisions of section 198, 269, 309, 310 read with Schedule XIII and all other applicable provisions of the Companies Act, 1956, the approval of the Company be and is hereby granted for the appointment of Smt. Shilpaben S. Acharya as a Whole Time Director of the Company for a period of 5 years w.e.f. 1st August, 2009 on the terms and conditions as set out in the draft appointment terms as placed before the meeting."

"RESOLVED FURTHER THAT the remuneration and perquisites payable to Smt. Shilpaben S. Acharya as per the abstract of terms and conditions stated as herein below.

**TERMS AND CONDITIONS**

- I. Subject to the superintendence, direction and control of the Board of Directors of the Company, Smt. Shilpaben S. Acharya, Whole Time Director of the Company shall be entrusted with day to day affairs of the Company and also such other duties and responsibilities as may be entrusted to him by the Board of Directors from time to time.
- II. The Whole-time Director shall be liable to retire by rotation.
- III. The Whole-time Director shall be entitled to receive the remuneration and perquisites as stated below even in the event of inadequacy or absence or profit by the Company in any year.
- IV. The Whole-time Director shall be paid remuneration and perquisites as under:
  - (A) **Salary:** A Salary of Rs. 1,25,000/- per month with liberty to the Board to increase or decrease the salary within the limits laid down under Para A of Section II of Part II of the Schedule XIII of the Companies Act, 1956.
  - (B) **Perquisites:** The Whole Time Director may be paid perquisites including but not limited to the Medical reimbursement, Children education allowance, Leave travel concession, Contribution to P.F., Gratuity, Super Annuation fund, Use of Company's car, Telephone facility etc., as may be decided by the Company from time to time as per Rules applicable to other employees of the Company. Provided however that the overall perquisites shall not exceed the limits laid down under Para A of Section II of Part II of the Schedule XIII of the Companies Act, 1956."

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"RESOLVED FURTHER THAT The Board of Directors are at liberty to alter and vary the terms and conditions of the Remuneration and Perquisites so as not to exceed the limit specified in Schedule XIII of the Companies Act, 1956 including any modification or re enhancement thereof, for the time being in force or any amendments of modification that may hereafter be made thereto by the Central Government as may be agreed between the Board of Directors and Smt. Shilpaben S. Acharya."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

For and on behalf of the Board,

Place : Ahmedabad  
Date : 30th June, 2009

**Sukhdev R. Acharya**  
Chairman & Managing Director

### Notes :

- a. The Explanatory Statement pursuant to Section 173 of the Companies Act, 1956, in respect of business under Item Nos. 4 to 9 are annexed hereto.
- b. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. The proxy form, duly completed must reach the Registered Office of the Company not less than 48 hours before the time of holding the Annual General Meeting.
- c. Pursuant to section 154 of the Companies Act, 1956, the Register of Members and the Share Transfer Books of the Company will remain closed from 20th September, 2009 to 29th September, 2009 (both days inclusive).
- d. Shareholders holding shares in dematerialized form should communicate the change of address, if any, to their DP and other who hold shares in physical form should communicate the change of address, to the Registrar and Share Transfer Agent of the Company at the following address:  
Link Intime India Pvt. Ltd.  
Unit : 211 Sudarshan Complex, Near Mithakali Underbridge, Navrangpura, Ahmedabad 380 009.
- e. Members intending to require information about accounts at the meeting are required to write to the Company at least Ten days in advance of the Annual General Meeting.
- f. Members/Proxies should bring their attendance slip duly filed in for attending the meeting.
- g. As-a measure of economy, copies of Annual Report will not be distributed at the Annual General Meeting. Therefore, members are requested to bring their copies at Annual General Meeting.

### ANNEXURE TO THE NOTICE

#### EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 173 (2) OF THE COMPANIES ACT 1956.

In conformity with the provisions of Section 173(2) of the Companies Act, 1956 following Explanatory Statement sets out all material facts relating to the Special Business mentioned at Item No. 5 to 10 of the accompanying notice dated 30th June 2009 and should be taken as forming part of the notice.

#### IN RESPECT OF ITEM NO. 4:

Shareholders may recall that in the Annual General Meeting of the members of the Company held in the year 2003, Shri Sukhdev R. Acharya was appointed as Managing Director of the Company for the period of five years w.e.f 9th November, 2003 to 8th November, 2009. The Board of Directors in their meeting held on 24th October, 2008 has reappointed Shri Sukhdev R. Acharya as Managing Director for the further period of five years i.e. from 9th November, 2008 to 8th November, 2013.

The terms and conditions of his appointment are as under:

#### TERMS AND CONDITIONS

- V. Subject to the superintendence, direction and control of the Board of Directors of the Company, Shri Sukhdev R. Acharya, Managing Director of the Company shall be entrusted with day to day affairs of the Company and also such other duties and responsibilities as may be entrusted to her by the Board of Directors from time to time.
- VI. The Managing Director shall be liable to retire by rotation.
- VII. The Managing Director shall be entitled to receive the remuneration and perquisites as stated below even in the event of inadequacy or absence or profit by the Company in any year.
- VIII. The Managing Director shall be paid remuneration and perquisites as under:
  - (A) **Salary:** A Salary of Rs. 1,25,000/- per month with liberty to the Board to increase or decrease the salary within the limits laid down under Para A of Section II of Part II of the Schedule XIII of the Companies Act, 1956.
  - (B) **Perquisites:** The Managing Director may be paid perquisites including but not limited to the Medical reimbursement, Children education allowance, Leave travel concession, Contribution to P.F., Gratuity, Super Annuation fund, Use of Company's car, Telephone facility etc., and may be decided by the Company from time to time as per Rules applicable to other employees of the Company. Provided however that the overall perquisites shall not exceed the limits laid down under Para A of Section II of Part II of the Schedule XIII of the Companies Act, 1956.

The Board of Directors are at liberty to alter and vary the terms and conditions of the Remuneration and Perquisites so as not to exceed the limit specified in Schedule XIII of the Companies Act, 1956 including any modification or re enhancement thereof.

As per the provisions of Sections 198, 269, 309, 310 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 consent of the Company by an Ordinary Resolution is necessary for holding office as Managing Director of the Company on remuneration.

The terms and conditions mentioned in the above explanatory statement may be treated as abstract of the terms of proposed contract under Section 302 of the Companies Act, 1956.

None of the Directors except Shri Sukhdev R. Acharya and Smt. Shilpaben S. Acharya and Shri Punamchandbhai R. Acharya as relative of Shri Sukhdev R. Acharya are interested in this Resolution since it relates to his appointment as Whole Time Director of the Company.

**IN RESPECT OF ITEM NO. 5:**

Shri Pravinchandra M. Thakker was appointed as an Additional Director of the Company at the Board meeting held on 30th June, 2009.

As per Section 260 of the Companies Act, 1956 and Articles of Association of the Company, the Board of Directors have power to appoint director and he would hold office up to the date of next Annual General Meeting.

As per section 257 of the Companies Act, 1956, notice has been received from some of the shareholders of the Company proposing name of Shri Pravinchandra M. Thakker as Director of the Company liable to retire by rotation.

Shri Pravinchandra M. Thakker himself is concerned or interested in the said business, since it relates to his appointment as Director of the Company. Except them, none of the Directors is in any way concerned or interested in the said business.

**IN RESPECT OF ITEM NO. 6:**

Smt. Shilpaben S. Acharya was appointed as an Additional Director of the Company at the Board meeting held on 30th June, 2009.

As per Section 260 of the Companies Act, 1956 and Articles of Association of the Company, the Board of Directors have power to appoint director and he would hold office up to the date of next Annual General Meeting.

As per section 257 of the Companies Act, 1956, notice has been received from some of the shareholders of the Company proposing name of Smt. Shilpaben S. Acharya as Director of the Company liable to retire by rotation.

Smt. Shilpaben S. Acharya herself and Shri Sukhdev R. Acharya and Shri Punamchandbhai R. Acharya as relative of Smt. Shilpaben S. Acharya are concerned or interested in the said business, since it relates to her appointment as Director of the Company. Except them, none of the Directors is in any way concerned or interested in the said business.

**IN RESPECT OF ITEM NO. 7:**

Shri Punamchandbhai R. Acharya was appointed as an Additional Director of the Company at the Board meeting held on 30th May, 2009.

As per Section 260 of the Companies Act, 1956 and Articles of Association of the Company, the Board of Directors have power to appoint director and he would hold office up to the date of next Annual General Meeting.

As per section 257 of the Companies Act, 1956, notice has been received from some of the shareholders of the Company proposing name of Shri Punamchandbhai R. Acharya as Director of the Company liable to retire by rotation.

Shri Punamchandbhai R. Acharya himself and Shri Sukhdev R. Acharya and Smt. Shilpaben S. Acharya as relative of Shri Punamchandbhai R. Acharya are concerned or interested in the said business, since it relates to her appointment as Director of the Company. Except them, none of the Directors is in any way concerned or interested in the said business.

**IN RESPECT OF ITEM NO. 8:**

Shri Punamchandbhai R. Acharya was appointed as Additional Director of the Company on 30th May, 2009. Looking to the contribution made by Shri Punamchandbhai R. Acharya, the Board of Directors has elevated him as Whole Time Director of the Company for five years w.e.f. 1st August, 2009.

It would be advisable to approve the appoint Shri Punamchandbhai R. Acharya as a Whole Time Director of the Company for a period of 5 years w.e.f. 1st August, 2009. The terms of appointment and remuneration of Shri Punamchandbhai R. Acharya as a Whole Time Director of the Company was also approved by the remuneration committee.

The terms and conditions of his appointment are as under:

**TERMS AND CONDITIONS**

- I. Subject to the superintendence, direction and control of the Board of Directors of the Company, Shri Punamchandbhai R. Acharya, Whole Time Director of the Company shall be entrusted with day to day affairs of the Company and also such other duties and responsibilities as may be entrusted to him by the Board of Directors from time to time.
- II. The Whole-time Director shall be liable to retire by rotation.
- III. The Whole-time Director shall be entitled to receive the remuneration and perquisites as stated below even in the event of inadequacy or absence or profit by the Company in any year.

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IV. The Whole-time Director shall be paid remuneration and perquisites as under:

- (A) **Salary:** A Salary of Rs. 1,25,000/- per month with liberty to the Board to increase or decrease the salary within the limits laid down under Para A of Section II of Part II of the Schedule XIII of the Companies Act, 1956.
- (B) **Perquisites:** The Whole Time Director may be paid perquisites including but not limited to the Medical reimbursement, Children education allowance, Leave travel concession, Contribution to P.F., Gratuity, Super Annuation fund, Use of Company's car, Telephone facility etc., as may be decided by the Company from time to time as per Rules applicable to other employees of the Company. Provided however that the overall perquisites shall not exceed the limits laid down under Para A of Section II of Part II of the Schedule XIII of the Companies Act, 1956.

The Board of Directors are at liberty to alter and vary the terms and conditions of the Remuneration and Perquisites so as not to exceed the limit specified in Schedule XIII of the Companies Act, 1956 including any modification or re enhancement thereof.

As per the provisions of Sections 198, 269, 309, 310 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 consent of the Company by an Ordinary Resolution is necessary for holding office as Whole Time Director of the Company on remuneration.

The terms and conditions mentioned in the above explanatory statement may be treated as abstract of the terms of proposed contract under Section 302 of the Companies Act, 1956.

None of the Directors except Shri Punamchandbhai R. Acharya and Shri Sukhdev R. Acharya and Smt. Shilpaben S. Acharya as relative of Shri Punamchandbhai R. Acharya are interested in this Resolution since it relates to his appointment as Whole Time Director of the Company.

### IN RESPECT OF ITEM NO. 9:

Smt. Shilpaben S. Acharya was appointed as Additional Director of the Company on 30th June, 2009. Looking to the contribution made by Smt. Shilpaben S. Acharya, the Board of Directors has elevated her as Whole Time Director of the Company for five years w.e.f. 1st August, 2009.

It would be advisable to approve the appoint Smt. Shilpaben S. Acharya as a Whole Time Director of the Company for a period of 5 years w.e.f. 1st August, 2009. The terms of appointment and remuneration of Smt. Shilpaben S. Acharya as a Whole Time Director of the Company was also approved by the remuneration committee.

The terms and conditions of his appointment are as under:

### TERMS AND CONDITIONS

IX. Subject to the superintendence, direction and control of the Board of Directors of the Company, Smt. Shilpaben S. Acharya, Whole Time Director of the Company shall be entrusted with day to day affairs of the Company and also such other duties and responsibilities as may be entrusted to her by the Board of Directors from time to time.

X. The Whole-time Director shall be liable to retire by rotation.

XI. The Whole-time Director shall be entitled to receive the remuneration and perquisites as stated below even in the event of inadequacy or absence or profit by the Company in any year.

XII. The Whole-time Director shall be paid remuneration and perquisites as under:

- (A) **Salary:** A Salary of Rs. 1,25,000/- per month with liberty to the Board to increase or decrease the salary within the limits laid down under Para A of Section II of Part II of the Schedule XIII of the Companies Act, 1956.
- (B) **Perquisites:** The Whole Time Director may be paid perquisites including but not limited to the Medical reimbursement, Children education allowance, Leave travel concession, Contribution to P.F., Gratuity, Super Annuation fund, Use of Company's car, Telephone facility etc., as may be decided by the Company from time to time as per Rules applicable to other employees of the Company. Provided however that the overall perquisites shall not exceed the limits laid down under Para A of Section II of Part II of the Schedule XIII of the Companies Act, 1956.

The Board of Directors are at liberty to alter and vary the terms and conditions of the Remuneration and Perquisites so as not to exceed the limit specified in Schedule XIII of the Companies Act, 1956 including any modification or re enhancement thereof.

As per the provisions of Sections 198, 269, 309, 310 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 consent of the Company by an Ordinary Resolution is necessary for holding office as Whole Time Director of the Company on remuneration.

The terms and conditions mentioned in the above explanatory statement may be treated as abstract of the terms of proposed contract under Section 302 of the Companies Act, 1956.

None of the Directors except Smt. Shilpaben S. Acharya and Shri Sukhdev R. Acharya and Shri Punamchandbhai R. Acharya as relative of Smt. Shilpaben S. Acharya are interested in this Resolution since it relates to his appointment as Whole Time Director of the Company.

For and on behalf of the Board,

Place : Ahmedabad  
Date : 30th June, 2009

**Sukhdev R. Acharya**  
Chairman & Managing Director

**DIRECTORS' REPORT**

Your directors are pleased to present the Annual Report of Parker Agro-chem Exports Limited alongwith the audited statement of accounts for the year 2008-09.

**Financial Status :**

The Financial results of the Company for the year under review is presented herewith:

	<u>2008-2009</u>	(Rs. In lacs) <u>2007-2008</u>
Gross Income	<b>311471.30</b>	296694.52
Profit before Depreciation and Tax	<b>10.11</b>	15.11
Depreciation	<b>27.38</b>	26.47
Profit before tax	<b>(17.27)</b>	(11.36)
Less: Provision for Tax	<b>(4.48)</b>	7.46
Profit after tax	<b>(12.94)</b>	(3.93)
Profit carried to Balance Sheet	<b>(12.94)</b>	(3.93)

**Dividend :**

During the year 2008-09 the total sales of the company had increased by 5% as compared to the year 2007-08 however the company has incurred a loss and hence the Directors of the Company have decided not to declare any dividend.

**Year Under Review :**

The year under review witnessed heavy fluctuations in the market as compared to the past years. The turnover of the Company has shown an increase of 5% to Rs.311471.30 lacs as compared to Rs.296694.52 lacs in 2007-08.

**Management Discussion and Analysis Report :**

Management Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges is presented in a separate section forming part of the Annual Report.

**Public Deposits :**

The Company has not accepted any deposits from the public during the year under review.

**Directors :**

Shri Punamchandbhai R. Acharya was appointed as Director of the Company w.e.f. 30th May, 2009. Shri Pravinchandra M. Thakker and Smt. Shilpaben S. Acharya were appointed as Directors of the Company w.e.f. 31st July, 2009.

Shri Jagdishbhai R. Acharya, Whole Time Director of the Company resigned w.e.f. 30th May, 2009.

The Board of Directors in their meeting held on 24th October, 2008 have reappointed Shri Sukhdev R. Acharya as Chairman cum Managing Director of the Company for a further period of 5 years w.e.f. 9th November, 2008 on terms and conditions described in the explanatory statement annexed to the notice of ensuing Annual General Meeting. The Board recommends the same for the approval of the members.

The Board of Directors in their meeting held on 31st July, 2009 have appointed Shri Punamchandbhai R. Acharya and Smt. Shilpa S. Acharya as Whole Time Directors of the Company for a period of 5 years w.e.f. 1st August, 2009 on terms and conditions described in the explanatory statement annexed to the notice of ensuing Annual General Meeting. The Board recommends the same for the approval of the members.

One of your Directors viz. Shri Liladhar L. Thakkar retires by rotation. He, being eligible, has offered himself for reappointment.

**Stock Exchange Compliances :**

The Equity Shares of the Company are listed Saurashtra Kutch Stock Exchange Limited, the Ahmedabad Stock Exchange Limited and the Bombay Stock Exchange Limited. The Company has complied with all the clauses of Listing Agreement viz. publishing the quarterly unaudited results, annual financial results, etc. for the year under review.

The Company has paid the required annual listing fees to all the three Stock Exchanges upto the year 2009-10.

**Director's Responsibility Statement :**

In terms of Section 217 (2AA) of the Companies Act, 1956, with respect to Directors' responsibility Statement, it is hereby confirmed:

- i) That in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures. The directors have provided the gratuity benefits from the year 2008-09. ;
- ii) That the directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at 31st March 2009 being the end of the financial year 2008-09 and of the profit or loss of the company for the year;
- iii) That the directors had taken proper and sufficient care for the maintainence of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- iv) That the directors had prepared the annual accounts on a going concern basis.

**Corporate Governance :**

The Corporate Governance Report is made compulsory by the Clause 49 of the Listing Agreement. The company's aim is to provide a true and fair view to the shareholders of the company and has duly complied with this clause and has also submitted the quarterly compliance reports. A separate section on Corporate Governance is incorporated in the Annual Report of the Company.



# SIXTEENTH ANNUAL REPORT 2008-2009

## Auditors :

Present Auditors of the Company M/s. Samir M Shah & Associates, Chartered Accountants will retire at the ensuing Annual General Meeting The Company has received special notice form some of the members under Section 225(1) proposing the appointment of M/s. Ajit Wadhwan & Co., Chartered Accountants as auditors of the Company for the year 2009-10. The notes on accounts given in connection with the observations of the Auditors, are self-explanatory.

## Particulars of Employees :

None of the employees of the Company is drawing remuneration requiring disclosure under section 217 (2A) of the Companies Act, 1956, read with Companies (Particulars of Employees) Rules, 1975.

## Conservation of Energy, Technology Absorption, Foreign Exchange Earnings & Outgo :

Information as per section 217(1)(e) of the Companies Act, 1956 read with Rule 2 of the Companies (disclosure of particulars in the report of Directors), Rules, 1988 is given in the annexure and forms an integral part of this report.

## Dematerialization of Equity Shares:

To facilitate holding of securities in dematerialized form, the Company has entered into agreements with both National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Thus, Shareholders have an option to dematerialized their shares with either of the depositories. The ISIN allotted is INE750B01010.

## Appreciation and Acknowledgement :

Your Directors acknowledge with gratitude, the patronage of its esteemed customers, the strength it derives from its employees at all the levels, the support from its Bankers and the loyalty of the large family of the Company's customers, suppliers and the Shareholder.

For and on behalf of the Board,

Place : Ahmedabad  
Date : 30th June, 2009

**Sukhdev R Acharya**  
(Chairman & Managing Director)

## Annexure to Director's Report

Particulars required under the Companies (disclosure of particulars in the report of Directors), Rules, 1988.

### A. Conservation of Energy :

#### a. Energy Conservation measures taken :

The Company accords high priority to conservation of energy. Several concrete steps have been taken to save energy.

#### b. Impact of measures at (a.) above for reduction of energy consumption and consequent impact on the cost of production of goods:

The measures taken would result in lower consumption and thereby may result in the lower cost of production of the finished goods.

#### c. Total energy consumption and energy consumption per unit of production :

As per Form No. A Rule 2

### B. Research and Development :

Since the Company's operations are process oriented and does not manufacture and derivatives from raw material, there is nothing like research and development for Company's product and therefore this clause is not applicable.

### C. Foreign Exchange Earning and Outgo :

	2008-2009	(Rs. In lacs ) 2007-2008
Foreign exchange earnings	Nil	Nil
Foreign exchange outgo	Nil	Nil

## FORM A (See Rule 2)

Form for disclosure of particular with respect to conservation of energy

### Power & Fuel Consumption per Metric Ton

#### A. ELECTRICITY

Unit	41538	35091
Total Amount	508839	465550
Rate / Unit	12.25	12.25

#### B. LIGNITE 'A' GRADE

Quantity (tones)	Nil	Nil
Total Cost	Nil	Nil
Rate/Tonne	Nil	Nil
Total Amount	Nil	Nil
Average Rate (approx.)	Nil	Nil
Total Quantity Processed (MT)	Nil	Nil
Consumption of energy for processing one Mt :		
Electricity	Nil	Nil
Coal per Mt.	Nil	Nil

For and on behalf of the Board,

Place : Ahmedabad  
Date : 30th June, 2009

**Sukhdev R Acharya**  
(Chairman & Managing Director)

**MANAGEMENT DISCUSSION AND ANALYSIS**

This section in the Annual Report is incorporated in adherence to the Clause 49 of the Listing Agreement regarding Corporate Governance. The Report contains certain forward-looking statement which are based on the certain assumptions and expectations of certain future events.

**Overall Review**

The plant of the company is located at Plot No.3 & 4, Block 'H' at Kandla port Kandla, Kutch District in Gujarat. The location of the plant is very ideal for the reason that Kandla port is a site recognized by the Government authorities for export and this project is 100% export oriented unit. The Company has developed petroleum and edible oil storage tanks with connecting pipelines with port Jetty for directly loading & unloading ship. These storage tanks are rented and the rental income shares a major portion of the Company's total income. The Company has in all fourteen storage tanks.

Company is actively involved in the business of gold & silver. The Company is mainly doing business through gold & silver import license holder banks like The Bank of Nova Scotia, AXIS Bank, Metal Trading Corporation. Company is also attached with supplier of bullion MKS - Geneva, Credit Suisse Bank, UBS, Nova Scotia, Bin Sabat Jewellery - Dubai also other London based suppliers. The Company has the plans to expand the Gold-Silver Marketing business in various cities of Gujarat.

The Company has already received permission from Coastal Regulation Zone Management Authority for increase in the heights of Storage Tanks and has applied with Kandla Port Trust for the same and is awaiting the permission soon.

**Financial Review**

The gross turnover of the Company has increased by 5% to Rs.311471.30 lacs as compared to Rs.296694.52 lacs in 2007-08. During the year 2008-09 the markets were highly volatile as a result of which inspite of having a increase in turnover the company had to incur an overall loss, however, the directors managed to take timely decisions which helped us face the market fluctuations.

The Company's profits are highly fluctuating because of the higher rate of volatility present in the bullion market. During the year the Company has not accepted any deposits from the public.

**Internal Control Systems:**

The company practices an internal control system which ensures proper handling and management of its assets. The internal control system of the company is geared towards achieving efficiency in operations, effective monitoring and compliances with all applicable laws and regulations. The company regularly conducts internal audit programs. The internal control department of the company functions under the guidelines of the Audit Committee of the Company.

The Company regularly reviews the adequacy and effectiveness of the internal control system and suggests improvement for strengthening them.

**Outlook and Opportunities:**

The Company's one portion of income is dependent on the rent received from letting the tanks, and it is likely to increase in the near future if we get the permission of increase of heights of our storage tanks.

There is a strong undercurrent prevalent in the Bullion market also, which is favourable for the company. Our major portion of income is from trading in Bullion and its future market.

**Risks and Concerns :**

The Company regularly insures all its assets to enable itself in case of any mishappening. The company has framed a risk management division which constantly monitors the Indian and international markets and guides the management of any sort of prevailing risk to the company, as the Company is involved in the business of bullion, which is highly volatile in nature. The bullion prices being internationally traded are affected by the global market demand and supply forces and the dollar rate. The risk management division plays a major role here.

**Material Developments :**

There were no material developments during the year under review.

**REPORT ON CORPORATE GOVERNANCE**

**1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:**

As per the listing agreement clause 49 this report on Corporate Governance is given in order to enable the shareholders to get a true and fair view of the company's policies and procedures. The main aim of the company is to act in the best interest of its shareholders, customers, employees and society and to provide full transparency and full disclosure. For the company, its shareholders interests are on the first priority of consideration while taking any decision.

**2. BOARD OF DIRECTORS:**

**a. Composition of Board of Directors:**

Director	Category of Directorship	Attendance	Particulars	No. of Directorships & Memberships	
		Board Meeting (Total 10 held)	Last AGM	Directorships	Memberships
Sukhdev R. Acharya	Chairman & Managing Director	9	Yes	1	Nil
# Jagdish R. Acharya	Executive Director	7	Yes	Nil	Nil
Liladhar L. Thakkar	Independent & Non Executive Director	10	Yes	Nil	Nil
Chaturbhai R. Majithia	Independent & Non Executive Director	9	Yes	Nil	Nil
\$ Punamchandbhai R. Acharya	Whole Time Director	NA	NA	Nil	Nil
@ Shilpaben S. Acharya	Whole Time Director	NA	NA	Nil	Nil
@ PravinchandraThakker	Independent & Non Executive Director	NA	NA	Nil	Nil

# Resigned w.e.f. 30th May, 2009 \$ appointed w.e.f. 30th May, 2009 @ appointed w.e.f. 31st July, 2009

**b. Details of directors seeking Appointment / Reappointment in forthcoming Annual General Meeting :**

Name of Director	Sukhdev R Acharya	Punamchand R Acharya	Shilpaben S Acharya	PravinchandraThakker	Liladhar L. Thakker
Date of Birth	08/12/1943	24/11/1951	19/08/1963	29/07/1959	11/09/1956
Date of Appointment	24/10/2008	30/06/2009	31/07/2009	31/07/2009	29/09/2009
Expertise in specific functional areas	Management & Finance	Finance	Accounts	Finance	Finance and Accounts
Category	Chairman Cum Managing Director	Whole Time Director	Whole Time Director	Independent –Non executive Director	Independent –Non executive Director
List of Public Limited Companies in which directorship held	Nil	Nil	Nil	Nil	Nil
Chairman / Member of the Committees of the Board of Directors of the company	Nil	1	Nil	2	3
Chairman / Member of the Committees of Directors of other companies.	Nil	Nil	Nil	Nil	Nil

**c. Board Meeting Data :**

The Board of Directors of the Company meets atleast once in a quarter to review the performance and Financial Results of the company and also to take the required decisions and approvals. The agenda of the meeting is sent to the Board of Directors well in advance of the meeting. Moreover the Chairman also briefs the agenda to be discussed at the meeting and informs about the performance of the company. The meeting of the Board of directors were held on 22/04/2008, 26/05/2008, 30/06/2008, 31/07/2008, 22/08/2008, 29/09/2008, 30/09/2008, 24/10/2008, 16/01/2009 and 30/01/2009.

**d. Inter se relationship of directors :**

The Board of Directors of the company is composed of Directors which are closely related with each other. Shri Punamchand R Acharya, Director of the Company is the brother of Shri Sukhdev R Acharya the Chairman cum Managing Director of the Company and Smt. Shilpaben S Acharya who is appointed as the Whole Time Director is wife of Shri Sukhdev R Acharya.

**3. AUDIT COMMITTEE:**

The Audit committee verifies the accounting policies framed by the company and gives suggestions for modification of the same as and when required. The committee also overlooks the internal audit section of the company. The committee met on the following dates to go thru the company's accounting policies and presentations

**Composition and Attendance of Audit Committee**

Name of Members of Audit Committee		Attendance Particulars (Date of Meetings Attended)
Chaturbhai R Majithia	Independent and non executive director	30/06/08, 31/07/08, 31/10/08 & 31/01/09
Liladharbhai L Thakkar	Independent and non executive director	30/06/08, 31/07/08, 31/10/08 & 31/01/09
Jagdishbhai R Acharya	Executive Director	30/06/08, 31/07/08, 31/10/08 & 31/01/09
Pravinchandra Thakkar	Independent and non executive director	NA

The Company Secretary of the Company acted as the Secretary to the Committee. Mr. Jagdish R Acharya resigned as director from the board of directors on 30.05.2009, hence he also resigned as a member of the Audit Committee. Mr. Pravinchandra Thakkar was appointed as Independent Director of the company on 31.07.2009 and also as a member of Audit committee in place of the Mr. Jagdish R Acharya.

**4. Remuneration Committee**

Composition and Attendance of Remuneration Committee

Name of Members of Remuneration Committee	Category	Attendance Particulars (Date of Meetings Attended)
Chaturbhai R Majithia	Independent and non executive director	30/09/2008
Liladharbhai L Thakkar	Independent and non executive director	30/09/2008
Jagdishbhai R Acharya (retired on 30.05.09)	Executive Director	30/09/2008
Pravinbhai Thakkar (appointed on 31.07.09)	Independent and non executive director	N.A.

The Board of Directors of the Company has constituted a Remuneration Committee to determine the remuneration payable to the Managing / Whole – time Directors based on their performance and defined criteria. The details of total remuneration paid to the Directors for the year 2008-09 is as follows :

	Remuneration
Sukhdevbhai R Acharya	Rs. 12,00,000/-
Jagdishbhai R Acharya	Rs. 12,00,000/-
<b>Total</b>	<b>Rs. 24.00,000/-</b>

Mr. Jagdish R Acharya resigned as director from the board of directors on 30.05.2009, hence he also resigned as a member of the Remuneration Committee. Mr. Pravinchandra Thakkar was appointed as Independent Director of the company on 31.07.2009 and also as a member of Remuneration committee in place of Mr. Jagdish R Acharya.

The company has not paid any sitting fees or any other remuneration to the other independent directors.

**5. Investor Grievance Committee**

The Company has a Shareholder's/Investor's Grievance Committee comprising of Shri Punamchandbhai Acharya, Shri C. R. Majithia and Mr. Liladhar L Thakkar, directors of the Company. The Committee inter alia approves issue of duplicate share certificates and oversees and reviews all matters connected with the securities transfer. The Committee also looks into redressal of shareholders complaints like transfer/transmission of shares, non- receipt of Annual Report, non receipt of declared dividends, etc. Shri C. R. Majithia will act as the Chairman of the Committee. The Board has designated Ms. Swetal C Pandya, Company Secretary as the Compliance Officer.

The Company has appointed M/s. Link Intime India.Pvt. Limited, as its Registrar and Transfer to look after all the transfer and dematerialization work of the company. The investor grievance committee has met on 03/04/08, 10/04/08, 15/04/08, 17/04/08, 24/04/08, 30/04/08, 01/05/08, 08/05/08, 14/05/08, 15/05/08, 22/05/08, 29/05/08, 05/06/08, 12/06/08, 19/06/08, 27/06/08, 30/06/08, 10/07/08, 17/07/08, 24/07/08/, 31/07/08, 07/08/08, 14/08/08, 21/08/08, 04/09/08, 15/09/08, 18/09/08, 25/09/08, 19/09/08, 16/10/08, 23/10/08, 06/11/08, 20/11/08, 04/12/08, 18/12/08, 25/12/08, 13/01/09, 22/01/09, 29/01/09, 05/02/09, 16/02/09, 26/02/09, 28/02/09, 12/03/09, 16/03/09 and 26/03/09 to look after the transfer and dematerialization work.

There were no complaints pending with the Company as on 31/03/2009.

**6. Details of last three AGM**

Year	Date	Time	Venue
2007-08	29/09/08	12.00 noon	Block H, Plot 3 & 4 New Kandla - 370270. Kutch
2006-07	29/09/07	12.00 noon	Block H, Plot 3 & 4 New Kandla - 370270. Kutch
2005-06	30/09/06	12.00 noon	Block H, Plot 3 & 4 New Kandla - 370270. Kutch

During the year ended on 31st March, 2009, there have been no resolutions passed by the Company's shareholders through postal ballot.

At the ensuing AGM, the company has no resolutions passed by the way of postal ballot.

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### 7. Means of Communication : Half yearly and Quarterly results

The company has regularly publishing its Half yearly and Quarterly results in "Economic Times" in English and Gujarati along with the official news releases as required by the Stock Exchange requirements.

The Management Discussion and Analysis (MD & A) is properly dealt with in Annual Report as a separate section.

### 8. General Shareholder Information:

#### a. Annual General Meeting Details

**Date** : Tuesday, the 29th September 2009

**Time** : 12.00 noon

**Venue** : Block H, Plot 3 & 4, New Kandla - 370 270, Kutch.

#### b. Financial Calendar (tentative for the year 2009-2010) :

Results for the quarter ending on June 30, 2009 : Last week of July, 2009

Results for the quarter ending on September 30, 2009 : Last week of October, 2009

Results for the quarter ending on December 31, 2009 : Last week of January, 2010

Results for the quarter ending on March 31, 2010 : Last week of April, 2010

Annual General Meeting : September, 2010

#### c. Listing on Stock Exchanges :

The Stock Exchange, Ahmedabad

The Stock Exchange, Mumbai

Saurashtra and Kutch Stock Exchange Limited

The Company has paid the Annual Listing fees for the year 2009-2010 for all the stock exchanges on which the shares are listed.

#### d. Company Code :

ASE 4375, BSE 524628

#### e. Stock Price Data :

The shares of the Company were traded on the Bombay Stock Exchange Limited. The information on stock price data are as follows:

Month	High Price (Rs.)	Low Price (Rs.)	No. of Shares traded (Nos.)	BSE Sensex	
				High	Low
April 2008	18.25	15.00	27895	17,480.74	15,297.96
May 2008	19.00	15.50	32084	17,735.70	16,196.02
June 2008	23.65	14.00	55842	16,632.72	13,405.54
July 2008	25.95	12.50	102847	15,130.09	12,514.02
August 2008	17.95	16.00	47742	15,579.78	14,002.43
September 2008	17.80	13.00	37159	15,107.01	12,153.55
October 2008	16.40	9.08	30561	13,203.86	7,697.39
November 2008	13.65	10.00	14136	10,945.41	8,316.39
December 2008	16.39	11.21	13538	10,188.54	8,467.43
January 2009	16.80	13.85	31526	10,469.72	8,631.60
February 2009	15.70	12.90	16632	9,724.87	8,619.22
March 2009	14.07	11.21	10436	10,127.09	8,047.17

#### f. Distribution of Shareholding as on 31st March, 2008:

No. of Equity Shares held	No. of Shareholders	No. of Shares held	% of Shareholding
Upto 500	4218	714052	14.941
501 to 1000	303	259733	5.435
1001 to 2000	105	168974	3.536
2001 to 3000	37	91553	1.916
3001 to 4000	24	84623	1.771
4001 to 5000	13	63245	1.323
5001 to 10000	24	185923	3.89
10001 and above	28	3210897	67.188
Grand Total		4779000	100.00

**g. Book Closure Date :**

20th September 2009 to 29th September 2009 (Both days inclusive)

**h. Transfer of unclaimed dividends to Investor Education and Protection Fund (IEPF)**

Pursuant to the provision of Section 205A(5) of the Companies Act, 1956 no dividend is lying unpaid with the company as on to date.

**i. Pecuniary Transactions with the non executive Directors:**

The Company has disclosed the details of all pecuniary transactions entered in, in a separate section on related party disclosures in the Annual Report

**j. Share Transfer System & Dematerialisation of Shares:**

M/s. Link Intime India Pvt. Ltd. as the Registrar and Transfer Agent of the company who looks after the transfer and dematerialisation of shares of the company, and takes care that the requests received by them are returned within a period of 10 to 15 days of the date of receipt, subject to the documents being valid and complete in all respects.

Total 84.55% i.e. 3992985 shares of the company as dematerialized as on 31st March 2009.

**k. Registrar & Share Transfer Agent :**

M/s. Link Intime India Pvt. Ltd.,  
211, Sudarshan Complex, Near Mithakali Underbridge , Navrangpura, Ahmedabad – 380 009. Ph. : 079-26465179

For any assistance regarding dematerialization of shares, share transfers, loss of shares, change of address, or any other query relating to shares kindly contact the at the above address.

**l. Address for Correspondence :**

13, National Plaza, Opp. Lal Bunglow, C. G. Road, Ahmedabad 380006.  
Tel Nos. 079-26405757, 26407575 Fax No. 079-26402481

**m. Registered Office & Plant Location:**

Block H, Plot 3 & 4, New Kandla - 370270. Kutch Tel No. 02836-270934 Fax No. 02836-270486

For and on behalf of the Board,

Place : Ahmedabad  
Date : 30th June, 2009

**Sukhdev R Acharya**  
(Chairman & Managing Director)

**AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE**

The Members of  
**Parker Agrochem Exports Limited**  
2nd Floor, " Landmark", Opp.HDFC Bank,  
Mithakhali Cross Road,  
Ahmedabad 380 009.

We have examined the compliance of conditions of Corporate Governance by **Parker Agrochem Exports Limited** ( "the Company"), for the year ended on **31 March 2009**, as stipulated in clause 49 of the Listing Agreement of the said Company with the stock exchanges.

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

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

We state that no investor grievance is pending for a period exceeding one month against the Company as per the records maintained by the Investors Grievance Committee.

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

For **Samir M. Shah & Associates**  
Chartered Accountants

Date : 30.06.2009  
Place : Ahmedabad

**Samir Shah**  
(Proprietor)

**AUDITORS' REPORT**

To The Members of Parker Agrochem Exports Limited

We have audited the attached Balance-Sheet of **PARKER AGROCHEM EXPORTS LTD.**, as on **31st March 2009** and the Profit & Loss Account for the year ended on that date annexed thereto. These financial statements are the responsibility of Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

As required by the Companies Auditors' 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 the Annexure referred to above, we report that:

- i) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of audit;
- ii) In our opinion, proper books of account as required by law have been kept by the company so far as appears from examination of the books;
- iii) The Balance-Sheet and Profit and Loss Account dealt with by the report are in agreement with the books of account;
- iv) In our opinion, the Profit & Loss Account and the Balance Sheet comply with the accounting standards referred to in Sub-section (3C) of Section 211 of the Companies' Act, 1956;
- v) on the basis of written representations received from the directors of the company as at March 31, 2009 and taken on record by the board of directors, we report that no director is disqualified as on 31st March 2009 from being appointed as director of the company under clause (g) of sub-section (1) of section 274 of the Companies' Act, 1956;
- vi) In our opinion and to the best of our information and according to the explanation given to us, the accounts, read together with Notes thereon mentioned in, Schedule 22 give the information required by the Companies Act, 1956, in the manner so required and gives a true and fair view in conformity with the accounting principles generally accepted in India.:
  - a) in the case of Balance-Sheet, of the state of affairs of the company as at **31st March, 2009**; and
  - b) in the case of the Profit & Loss Account, of the **Loss** for the year ended on that date.
  - c) in the case of Cash Flow Statement, of the cash flows for the year ended on that date.

For **Samir M. Shah & Associates**  
Chartered Accountants

Date : 30.06.2009  
Place : Ahmedabad

**Samir Shah**  
(Proprietor)

**ANNEXURE REFERRED TO IN THE AUDITORS REPORT TO THE SHAREHOLDERS OF PARKER AGROCHEM EXPORTS LIMITED ON THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2009**

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - (b) As informed to us by the management Fixed assets have been physically verified by them during the year. On the basis of explanations provided to us and on the basis of the records provided to us we opine that the procedure of physical verification of fixed assets is reasonable having regard to the size of the Company and the nature of it's assets. As informed to us and on the basis of records provided to us we found that no material discrepancies were noticed on such verification.
  - (c) During the year, Company has not disposed of any substantial / major part of fixed assets.
- (ii) (a) As explained to the us, the inventory has been physically verified during the year by the management. In our opinion the frequency of verification is reasonable.
  - (b) In our opinion and as per 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) As per the information and explanations given to us and on the basis of documents provided to us, we opine that the Company is maintaining proper records of inventory and no material discrepancies were noticed during the year.
- (iii) (a) The company has not granted any loans to any parties who are covered in the Register, maintained under section 301 of the Companies Act, 1956 during the current as well as preceding financial year. The Company has not accepted loan from the Company which is covered under section 301 of the Companies Act, 1956.
  - (b) According to the information and explanations given to us, in our opinion, the rate of interest and other terms and conditions of above loans given or taken by the Company, secured or unsecured, are not prima facie prejudicial to the interest of the Company.

- (c) As the Company has not granted any loans this clause is not applicable.
- (d) As the Company has not taken or granted any loans this clause is not applicable.
- (iv) In our opinion and as per information and explanations given to us, there are adequate internal control procedure commensurate with the size of the company and the nature of its business with regard to the purchase of inventory and fixed assets and for the sale of goods. During the course of our audit, no major weakness has been noticed in the internal control.
- (v) (a) In our opinion and as per information and explanations given to us, transactions that need to be entered into a register in pursuance of section 301 of the Act, have been so entered;
- (b) In our opinion and as per information and explanations given to us, the transactions exceeding Rupees five lakh each have been made at prices, which are reasonable having regard to the prevailing market prices at the relevant time;
- (This information is required only in case of transactions exceeding the value of five lakh rupees in respect of any party and in any one financial year)
- (vi) In our opinion and as per information and explanations given to us, the Company has complied with the provisions of Sec.58 A and 58AA of the Companies Act, 1956 and rules framed there under with regard to deposits accepted from public.
- (vii) The Company has a formal internal audit system commensurate with the size of the Company.
- (viii) The maintenance of cost records has not been prescribed by the Central Government under clause (d) of sub-section (1) of section 209 of the Act.
- (ix) (a) According to the records, of the Company and information and explanations given to us, the company has been regular in depositing undisputed statutory dues including, Income-tax, Sales-tax, Wealth Tax, Custom Duty, Cess and any other statutory dues with the appropriate authorities.
- (b) According to the information and explanations provided to us there were no disputed demands payable in respect of Sales Tax, Income Tax, Custom Tax, Wealth tax, Excise Duty, Cess etc.
- (x) The Company does not have accumulated losses exceeding fifty percent of its net worth at the end of the year and the Company has not incurred cash losses during the current and the immediately preceding financial year.
- (xi) Based on our audit procedures and on the basis of information and explanations given by the management, we are of the opinion that the Company has not defaulted in the repayment of dues to a financial institution or bank or debenture holders.
- (xii) According to the records, of the Company and information and explanations given to us, the company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) The provisions of any Special Statute applicable to Chit Fund, Nidhi Fund or any Mutual Benefit/ Societies are not applicable to the Company.
- (xiv) Based on the records examined by us and according to the information and explanations given to us, we are of the opinion that the Company is maintaining proper records of the transactions and contracts of dealing in shares and securities and that timely entries have been made in these records. Based on our audit procedures and to the best of our knowledge and belief and according to the information and explanations given to us, the shares and securities have been held by the Company in its own name.
- (xv) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks and financial institutions.
- (xvi) As explained to us and on the basis of the records provided to us, Company has not availed any Term Loan Facility during the year.
- (xvii) According to the Cash Flow Statement and records examined by us and according to the information and explanation given to us, on overall basis, funds raised on short term basis have , prima facie, not been used during the year for long term investment and vice versa.
- (xviii) The company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under section 301 of the Companies Act,1956, during the year so the clause is not applicable to the Company.
- (xix) The Company has not issued debenture during the year so the clause is not applicable to the Company.
- (xx) The Company has not raised money by any public issues during the year so the clause is not applicable to the Company.
- (xxi) To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the Company was noticed or reported during the year.

For **Samir M. Shah & Associates**  
Chartered Accountants

Date : 30.06.2009  
Place : Ahmedabad

**Samir Shah**  
(Proprietor)



**SIXTEENTH ANNUAL REPORT 2008-2009**

**BALANCE SHEET AS ON 31ST MARCH, 2009**

Particulars	Sch No.	As On 31.03.2009 Rs.	As On 31.03.2009 Rs.	As On 31.03.2008 Rs.
<b>I. Sources Of Funds :</b>				
[1] Shareholders' Funds				
a) Share Capital	1	47,790,000		47,790,000
b) Reserves & Surplus	2	13,495,811		14,789,588
			61,285,811	62,579,588
[2] Loan Funds				
a) Secured Loans	3	15,414,205		45,259,748
b) Unsecured Loans	4	48,000		48,000
			15,462,205	45,307,748
[3] Deferred Tax Liability	5		6,603,559	7,137,037
Total			83,351,575	115,024,373
<b>II. Application Of Funds :</b>				
[1] Fixed Assets	6			
a) Gross Block		63,366,659		62,745,162
b) Less : Depreciation Fund		20,999,465		18,261,924
c) Net Block			42,367,193	44,483,239
[2] Investments	7		100,000	100,000
[3] Current Assets, Loans & Advances				
a) Inventories	8	876,855		1,660,883
b) Sundry Debtors	9	4,008,172		3,147,368
c) Cash & Bank Balances	10	26,866,616		61,570,458
d) Loans & Advances	11	11,549,447		8,785,165
		43,301,090		75,163,874
Less : Current Liabilities & Provisions				
a) Current Liabilities	12	1,016,966		4,226,545
b) Provisions	13	1,399,743		496,194
		2,416,709		4,722,740
Net Current Assets			40,884,381	70,441,135
[4] Miscellaneous Expenditure			0	0
To The Extent Not Written Off Or Adjusted	14			
[5] Profit & Loss Account	2		0	0
Notes On Accounts	22			
<b>Total</b>			<b>83,351,575</b>	<b>115,024,373</b>

As per our Audit report of even date attached  
For, **Samir M. Shah & Associates.**  
Chartered Accountants

For Parker Agrochem Exports Limited

(Samir M. Shah)  
Proprietor  
Ahmedabad, 30-06-2009

Managing Director  
Ahmedabad, 30-06-2009

Director

Secretary

PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED ON 31ST MARCH, 2009

Particulars	Sch No	Year Ended 31.03.2009 Rs.	Year Ended 31.03.2009 Rs.	Year Ended 31.03.2008 Rs.
<b>INCOME :</b>				
Sales			31,131,405,165	29,655,667,493
Other Income	15		15,725,033	13,784,603
<b>TOTAL</b>			<b>31,147,130,198</b>	<b>29,669,452,097</b>
<b>EXPENDITURE :</b>				
Purchase Cost of Trading Goods	16	31,125,923,438		29,648,048,319
Factory Expenses	17	1,986,849		1,966,285
Personnel Expenses	18	4,376,823		4,071,015
Administrative Expenses	19	10,228,005		9,754,039
Selling & Distribution Expenses	20	175,332		210,388
Financial Charges	21	3,428,892		3,890,636
Depreciation	6	2,737,542		2,646,939
			<b>31,148,856,881</b>	<b>29,670,587,621</b>
Profit/(Loss) before Taxation			<b>(1,726,683)</b>	<b>(1,135,524)</b>
Less : Provision for Taxation				
Current Tax		0		0
Deferred Tax		(533,478)		(537,443)
Fringe Benefit Tax		85,572.00	<b>(447,906)</b>	69,040
Profit after Taxation			<b>(1,278,777)</b>	<b>(667,121)</b>
Add/(Less) :				
Prior Period Expenses			15,000	0
Short/ Excess provisions of I.T.			0	274,132
Profit/(Loss) for the Year			<b>(1,293,777)</b>	<b>(392,989)</b>
Nominal Value Per Share			10	10
Basic Earning Per Equity Share			<b>(0.27)</b>	<b>(0.08)</b>
Diluted Earning Per Equity Share			<b>(0.27)</b>	<b>(0.08)</b>
Notes on Accounts	22			

As per our Audit report of even date attached  
**For, Samir M. Shah & Associates.**  
 Chartered Accountants

**For Parker Agrochem Exports Limited**

**(Samir M. Shah)**  
 Proprietor  
 Ahmedabad, 30-06-2009

Managing Director  
 Ahmedabad, 30-06-2009

Director

Secretary

# SIXTEENTH ANNUAL REPORT 2008-2009

## SCHEDULES "1" TO "22" ANNEXED TO & FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2009

Particulars	31.03.2009	31.03.2008
<b>SCHEDULE :1 - SHARE CAPITAL</b>		
Authorised:		
Equity Share Capital:		
(50,00,000 shares of Rs. 10 each)	<b>50,000,000</b>	50,000,000
Issued, Subscribed & Paid up		
Equity Share Capital:		
47,79,000 (P.Y. 47,79,000) Equity Shares of Rs.10 each fully paid	<b>47,790,000</b>	47,790,000
<b>TOTAL</b>	<b>47,790,000</b>	47,790,000
<b>SCHEDULE :2 - RESERVES &amp; SURPLUS</b>		
A. Revenue Reserve:		
Opening Balance of General Reserve as on 01.04.2007	<b>14,789,588</b>	15,182,577
Add: Opening Balance of P & L Account	-	-
Add: Current Year 's Profit/Loss	<b>(1,293,777)</b>	(392,989)
<b>TOTAL</b>	<b>13,495,811</b>	14,789,588
<b>SCHEDULE : 3 - SECURED LOAN</b>		
<b>From Scheduled Bank</b>	-	-
<b>From Others</b>		
The Bank Of Nova Scotio	<b>15,414,205</b>	15,099,500
Axis Bank LC-003010000068	-	10,000,000
Axis Bank LC-0030100000619	-	20,000,000
ICICI Car Loan (Secured against Car) (Installment due within One Yr. Rs. Nil/- P.Y. Rs. 160242/-)	-	160,248
<b>TOTAL</b>	<b>15,414,205</b>	45,259,748
<b>SCHEDULE : 4 - UNSECURED LOAN</b>		
Matun Finconcepts - Deposit	<b>48,000</b>	48,000
	<b>48,000</b>	48,000
<b>SCHEDULE : 5 - DEFERRED TAX LIABILITY</b>		
Opening Balance of Deferred Tax Liability	<b>7,137,037</b>	7,674,480
Add: Current Year 's Tax Liability	<b>(533,478)</b>	(537,443)
Balance As on 31.03.2009	<b>6,603,559</b>	7,137,037

**PARKER AGROCHEM EXPORTS LTD.**

**SCHEDULE : 6 - FIXED ASSETS**

Sr. No.	Name of Assets	GROSS BLOCK			DEPRECIATION				NET BLOCK		
		Opening Balance on 1.4.2008 Rs.	Additions during the year Rs.	Deduction during the year Rs.	Closing balance on 31.3.2009 Rs.	Opening Balance on 1.4.2008 Rs.	Provided during the year Rs.	Deduction during the year Rs.	Closing Bal. on 31.3.2009 Rs.	As on 31.3.2009 Rs.	As on 31.3.2008 Rs.
1	Land (Leasehold)	4,859,000	-	-	4,859,000	-	-	-	-	4,859,000	4,859,000
2	Factory Building	11,081,246	-	-	11,081,246	4,725,196	370,114	-	5,095,310	5,985,936	6,356,050
3	Office Building	2,225,068	-	-	2,225,068	379,532	36,269	-	415,801	1,809,267	1,845,536
4	Plant & Machinery *	36,598,904	562,586	-	37,161,491	11,418,476	1,738,258	-	13,156,734	24,004,757	25,180,428
5	Furniture & Fixtures	360,147	-	-	360,147	189,448	22,797	-	212,245	147,902	170,699
6	Fax Machine	8,200	-	-	8,200	1,610	390	-	2,000	6,200	6,590
7	Air Conditioner	437,078	-	-	437,078	26,305	20,761	-	47,066	390,012	410,773
8	Scooter	146,134	-	-	146,134	69,101	13,883	-	82,984	63,150	77,033
9	Office Equipments	3,910	-	-	3,910	3,910	-	-	3,910	0	0
10	Type Writer	5,000	-	-	5,000	5,000	-	-	5,000	0	0
11	Air Cooler	9,300	-	-	9,300	8,404	442	-	8,846	454	896
12	Cycle Purchase	2,200	-	-	2,200	79	209	-	288	1,912	2,121
13	Computer	830,941	34,000	-	864,941	367,515	136,791	-	504,306	360,635	463,426
14	Telephone Purchase - H.O.	105,295	-	-	105,295	13,799	5,002	-	18,801	86,494	91,496
15	Cellular Phone	65,032	-	-	65,032	20,600	3,089	-	23,689	41,343	44,432
16	Photocopier	60,000	-	-	60,000	32,207	2,850	-	35,057	24,943	27,793
17	Wireless Instrument	93,800	-	-	93,800	28,662	4,456	-	33,118	60,682	65,138
18	Car Mahindra Bolero GJ-12W-4916	422,470	-	-	422,470	75,335	-	-	75,335	347,135	347,135
19	D.G.Set 66KW/82.5KVA	310,050	-	-	310,050	67,236	14,727	-	81,963	228,087	242,814
20	Electric Installation	282,145	-	-	282,145	59,281	13,402	-	72,683	209,462	222,864
21	EPABX System	13,800	-	-	13,800	2,758	656	-	3,414	10,386	11,042
22	Water Purifier	13,700	19,260	-	32,960	2,853	1,137	-	3,990	28,970	10,847
23	Weigh Bridge	1,132,267	-	-	1,132,267	248,751	53,783	-	302,534	829,733	883,516
24	UPS	32,000	-	-	32,000	18,616	5,187	-	23,803	8,197	13,384
25	Car Bolero & Innova	1,029,574	-	-	1,029,574	360,238	137,944	-	498,182	531,392	669,336
<b>Total (A)</b>		<b>60,127,262</b>	<b>615,846</b>	<b>-</b>	<b>60,743,108</b>	<b>18,124,911</b>	<b>2,582,147</b>	<b>-</b>	<b>20,707,058</b>	<b>40,036,050</b>	<b>42,002,351</b>
1	Telephone Instrument - B.O.	41,566	5,650	-	47,216	7,168	2,183	-	9,351	37,865	34,398
2	Cycle - B.O.	4,105	-	-	4,105	1,198	390	-	1,588	2,517	2,907
3	Furniture & Fixtures - B.O.	1,806,686	-	-	1,806,686	96,666	114,363	-	211,029	1,595,657	1,710,020
4	Safe Vault - B. O.	12,960	-	-	12,960	2,885	820	-	3,705	9,255	10,075
5	Television	76,990	-	-	76,990	4,368	4,873	-	9,241	67,749	72,622
6	UPS	5,900	-	-	5,900	2,826	956	-	3,782	2,118	3,074
7	Electric Installation	669,694	-	-	669,694	21,901	31,810	-	53,711	615,983	647,792.69
<b>Total (B)</b>		<b>2,617,900</b>	<b>5,650</b>	<b>-</b>	<b>2,623,550</b>	<b>137,012</b>	<b>155,395</b>	<b>-</b>	<b>292,407</b>	<b>2,331,143</b>	<b>2,480,888</b>
<b>Total (A)+(B)</b>		<b>62,745,162</b>	<b>621,496</b>	<b>-</b>	<b>63,366,659</b>	<b>18,261,923</b>	<b>2,737,542</b>	<b>-</b>	<b>20,999,465</b>	<b>42,367,193</b>	<b>44,483,239</b>
Previous Year		60,152,924	2,592,237	0	62,745,162	15,614,985	2,646,939	0	18,261,924	44,483,239	46,617,655

\*Note:- Plant & Machinery Opening balance includes the Opening balance of Storage Tank of Rs. 3,42,72,773.60.

**SCHEDULE : 7 - INVESTMENTS (AT COST)**

Company's Name	Face value per sh/unit	No. of shares/units	As On 31.03.2009	As On 31.03.2008
<b>A. Quoted Equity Shares</b>			<b>0</b>	<b>0</b>
Total Quoted			<b>0</b>	<b>0</b>
<b>B. Unquoted - Equity Shares</b>				
Associated Foreshore Pipeline Pvt. Ltd.	10	10,000	<b>100,000</b>	100,000
Total Unquoted			<b>100,000</b>	100,000
Total Investments			<b>100,000</b>	100,000
Aggregate cost of unquoted investments			<b>100,000</b>	100,000
Total Investments			<b>100,000</b>	100,000

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Particulars	31.03.2009	31.03.2008
<b>SCHEDULE : 8 - INVENTORIES</b>		
AS PER INVENTORY TAKEN, VALUED & CERTIFIED BY MANAGING DIRECTOR (AT COST, UNLESS OTHERWISE STATED)		
Quoted Shares in Joint Stock Companies	876,855	1,660,883
<b>TOTAL</b>	<b>876,855</b>	<b>1,660,883</b>
<b>SCHEDULE: 9 - SUNDRY DEBTORS</b>		
A. Debts outstanding for a period		
Exceeding six months		
Good	1,491	1,631
Doubtful	-	-
B. Others		
Good	4,006,681	3,145,737
Doubtful	-	-
<b>TOTAL</b>	<b>4,008,172</b>	<b>3,147,368</b>
<b>SCHEDULE : 10 - CASH &amp; BANK BALANCES</b>		
Cash on Hand	139,940	124,518
Bank Balances:		
Balances with Scheduled Banks		
In Current Accounts	14,339,003	21,046,417
In Fixed Deposits	12,387,673	40,399,522
<b>TOTAL</b>	<b>26,866,616</b>	<b>61,570,458</b>
<b>SCHEDULE : 11 - LOANS &amp; ADVANCES</b>		
Advances Recoverable in Cash or Kind or for value to be received (Considered good)	5,587,961	5,294,151
Deposits	1,169,169	590,693
Advance Tax, T.D.S & Income Tax	4,792,317	2,900,321
<b>TOTAL</b>	<b>11,549,447</b>	<b>8,785,165</b>
<b>SCHEDULE : 12 - CURRENT LIABILITIES</b>		
Sundry Creditors for Expenses	556,899	1,306,547
Other Creditors	460,066	450,544
Advances From Sundry Debtors	-	2,469,454
<b>TOTAL</b>	<b>1,016,966</b>	<b>4,226,545</b>
<b>SCHEDULE : 13 - PROVISIONS</b>		
Provision for Taxation	1,399,743	496,194
<b>TOTAL</b>	<b>1,399,743</b>	<b>496,194</b>
<b>SCHEDULE : 14 - MISCELLANEOUS EXPENDITURE TO THE EXTENT NOT WRITTEN OFF OR ADJUSTED</b>		
Preliminary & Preoperative Expenses	-	-
Less: Written off during the year	-	-
<b>TOTAL</b>	<b>-</b>	<b>-</b>

**PARKER AGROCHEM EXPORTS LTD.**

Particulars	31.03.2009	31.03.2008
<b>SCHEDULE :15 - OTHER INCOME</b>		
Storage Tank Rent - (TDS Rs.1752322/- ; P.Y. Rs.1531454/-)	14,031,556	10,871,533
Interest - (TDS Rs. 216263/-; P.Y. Rs. 501716/-)	1,086,802	2,275,076
Discount / Kasar	-	38,066
Office Rent (Ahmedabad) (TDS Rs. 142444/-, P.Y. Rs. 00000/-)	598,872	597,929
Dividend Income	1,027	2,000
Kasar & Vatav	6,776	-
<b>TOTAL</b>	<b>15,725,033</b>	<b>13,784,603</b>
<b>SCHEDULE : 16 - COST OF PURCHASE OF TRADING ITEMS</b>		
<b>A. Shares (In Joint Stock Companies)</b>		
Opening Stock	1,660,883	975,840
Add: Purchases	105,155	6,129,382
	<u>1,766,038</u>	<u>7,105,222</u>
Less: Closing Stock	876,855	1,660,883
Total (i)	<u>889,183</u>	<u>5,444,339</u>
<b>B. Other Trading items</b>		
Castor Oil		
Openig Stock	-	-
Add: Purchases	1,957,702	2,266,190
	<u>1,957,702</u>	<u>2,266,190</u>
Less : Closing Stock	-	-
Total (iii)	<u>1,957,702</u>	<u>2,266,190</u>
<b>C. Gold</b>		
Openig Stock	-	-
Add: Purchases	17,666,998,683	24,838,075,920
	<u>17,666,998,683</u>	<u>24,838,075,920</u>
Less : Closing Stock	-	-
Total (iv)	<u>17,666,998,683</u>	<u>24,838,075,920</u>
<b>D. Silver</b>		
Opening Stock	-	-
Add: Purchases	1,239,586,960	179,501,872
	<u>1,239,586,960</u>	<u>179,501,872</u>
Less: Closing Stock	-	-
Total (vi)	<u>1,239,586,960</u>	<u>179,501,872</u>
<b>E. Future Purchase</b>		
Gold	10,305,520,522	4,490,221,788
Silver	1,756,984,661	131,996,393
Trade Settlement Value	70,879,289	-
Crude Oil	2,010,901	-
USD INR Purchase	79,439,379	-
Gold/Silver Direct Expense	1,656,160	541,817
<b>GRAND TOTAL (A+B+C+D+E)</b>	<b>31,125,923,438</b>	<b>29,648,048,319</b>
<b>SCHEDULE : 17 - FACTORY EXPENSES</b>		
Labour Charges	-	1,500
Power Expenses	263,392	313,223
Pipe Line Service Charges	841,392	841,392
Lease Rent	17,618	242,405
Water Charges	11,050	25,456
Medical Expenses	105	-
Repairs & Maintenance	15,350	1,600
Storage Tank Expenses	449,945	398,709
Security Charges	136,200	142,000
Excise Duty on Sluge from Tank	251,797	-
<b>TOTAL</b>	<b>1,986,849</b>	<b>1,966,285</b>

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Particulars	31.03.2009	31.03.2008
<b>SCHEDULE : 18 - PERSONNEL EXPENSES</b>		
Directors' Remuneration	2,400,000	2,400,000
Salary & Bonus	1,849,110	1,545,861
Staff Welfare	127,713	125,154
<b>TOTAL</b>	<b>4,376,823</b>	<b>4,071,015</b>
<b>SCHEDULE :19 - ADMINISTRATIVE EXPENSES</b>		
Auditors' Remuneration	43,820	43,866
Brokerage	-	4,480
Customs Expenses	651,836	480,235
Directors' Travelling Expenses (Local)	53,074	144,116
Donation - H. O.	10,552	142,298
Donation - B. O.	79,200	-
Electric Charges	245,448	154,362
Insurance Charges	70,142	95,141
I. Tax Appeal (A.Y. 2004-05)	1,000	10,000
Licence Fees	11,062	18,050
Listing Fees	29,511	27,500
Keyman Insurance Premium	896,478	896,478
Legal & Professional Charges	96,637	210,529
Membership & Subscription Expenses	1,000	6,167
MCX User ID Charges	17,000	-
Misc. Expenses	1,260,083	1,003,943
Municipal Tax - National Plaza	111,079	-
News Paper and Periodicals Exps.	2,227	-
Octroi Expenses	-	100
Penalty & Late Fees	-	2,500
Postage, Telephone & Internet Charges	458,848	469,374
Preliminary Expenses Written Off	-	-
Professional Tax	2,400	2,000
Repairs & Maintenance Expenses	39,097	285,223
Salary	2,520,000	2,520,000
Rent Of National Plaza	600,000	300,000
Service Charges - Bullion	2,600,000	2,400,000
Stationery & Printing	99,972	154,528
Travelling & Conveyance	10,280	30,072
Vehicle Expenses	315,058	327,667
Weighbridge Exp.	2,200	2,485
Water Charges	-	22,925
<b>TOTAL</b>	<b>10,228,005</b>	<b>9,754,039</b>
<b>SCHEDULE :20 - SELLING &amp; DISTRIBUTION EXPENSES</b>		
Advertisement Expenses	110,598	180,943
Brokerage(Castor Oil)	4,250	-
Labour Charges (Bullion)	48,754	-
Transportation Charges	11,730	29,445
<b>TOTAL</b>	<b>175,332</b>	<b>210,388</b>
<b>SCHEDULE : 21 - FINANCIAL CHARGES</b>		
Bank Charges & Commission	1,238,919	509,490
Interest	2,189,973	3,381,147
<b>TOTAL</b>	<b>3,428,892</b>	<b>3,890,636</b>

**SCHEDULE 22 - NOTES ATTACHED TO AND FORMING THE PART OF ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2009**

**1. SIGNIFICANT ACCOUNTING POLICIES :**

**a. BASIS OF PREPARATION OF FINANCIAL STATEMENTS :**

The Financial statements have been prepared on a historical cost convention on an accrual basis and generally complies with the requirements of the Companies' Act, 1956.

**b. REVENUE RECOGNITION :**

Sales are accounted for on dispatch of goods to the customers and are net of sales returns.

Other Income is accounted for on Accrual basis.

**c. FIXED ASSETS AND DEPRECIATION :**

All Fixed Assets are stated at its cost of acquisition/construction including any attributable expenses incurred for bringing the asset into working condition for its intended use, less accumulated depreciation.

Depreciation on assets have been provided on straight line method at the rates, and in the manner prescribed in Schedule XIV to the Companies' Act 1956.

Depreciation for assets purchased / sold during the period is proportionately charged.

**d. RETIREMENT BENEFITS TO EMPLOYEES:**

**Gratuity:** Provision for Gratuity has been made on the basis of actuarial valuation.

**Provident Fund:** As the strength of the employees doesn't exceed the prescribed limit under the Provident Fund, Company has not deducted and paid any provident fund amount.

**Leave Encashment:** The Company is not having any policy for payment of leave encashment so no provision for the same has been made.

**e. INCOME TAX:**

Income taxes are computed using the tax effect accounting method, where taxes are accrued in the same period the related revenue and expenses arise. A provision is made for income tax annually based on the tax liability computed after considering tax allowances and exemptions.

The differences that result between the profit offered for income taxes and the profit as per the financial statements are identified and thereafter a deferred tax assets or deferred tax liability is recorded for timing differences, namely the differences that originate in one accounting period and reverse in another, based on the tax effect of the aggregate amount being considered. The tax effect is calculated on the accumulated timing differences at the end of an accounting period based on prevailing enacted or substantially enacted regulations. Deferred tax assets are recognized only if there is reasonable certainty that they will be realised and are reviewed for the appropriateness of their respective carrying values at each balance sheet date.

**f. EARNINGS PER SHARE :**

In determining earning per share, the company considers the net profit after tax and includes the post - tax effect of any extra - ordinary items. The number of shares used in computing diluted earnings per share is the weighted average number of shares outstanding during the period. There are no potentially dilutive equity shares.

**g. INVESTMENTS :**

Long term Investments are valued at cost of acquisition and related expenses. Provision is made for permanent diminution, if any, in the value of such investments.

Current Investments are valued at cost or market value whichever is lower.

**h. INVENTORIES :**

The basis of valuation of inventories is as under :

- i. Shares in Joint Stock Companies (Quoted) : At Cost or Market value Whichever is less.
- ii. Other Items : At Cost or Market Value whichever is less.

In determining the cost of shares, gold, silver, Castor Oil, first-in-first-out (FIFO) method is used.

**i. OPERATING LEASE :**

Asset which is subject to operating lease is shown under Fixed Assets in the balance Sheet. Lease income from operating leases is recognised in the statement of profit and loss on a straight line basis over lease term. Costs including depreciation, incurred in earning the lease income are recognised as expense. Initial direct costs incurred specifically to earn revenues from an operating lease are expensed during the period.



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### j. SEGMENT REPORTING :

The company has disclosed business segment as the primary segment. Segments have been identified taking into account the nature of the products, the differing risks and returns, the organization structure and internal reporting system.

The company caters mainly to the needs of the domestic market. The company has not made any export sales during the year. As such there are no reportable Geographical Segments.

Segment Revenue, Segment Results, Segment Assets and Segment liabilities include the respective amounts identifiable to each of the segments as also amounts allocated on a reasonable basis.

The expenses, which are not directly attributable to the Business Segment are shown as unallocated corporate cost.

Assets and liabilities that cannot be allocated between the segments are shown as a part of unallocated corporate assets and liabilities respectively.

During the year there is not a single instances of inter segment transfer so the question of inter segment transfer pricing policy does not arise.

2. (a) The reversal of deferred tax liability of Rs.533478.00 (Previous Year deferred tax liability of Rs. 537443.00) for the year ended March 31, 2009 is included in provision for taxation for the respective period.
- (b) Break up of deferred tax liability as at 31.03.2009

<b>Nature of timing difference</b>	<b>(Rs.)</b>
Difference In Net Assets Block (Due to Depreciation effect)	7672769.00
Difference due to Current Year and C/F Losses	(1069210.00)
Difference Due to Disallowance U/S 40 (a) (ia)	Nil
	6603559.00

3. Quantitative information pursuant to para 3 & 4 of part II of Schedule VI to the Companies' Act, 1956

#### A. LICENSED CAPACITY AND INSTALLED CAPACITY (As Certified by the Management )

(I) LICENCED CAPACITY :	17530 K.L.
(II) INSTALLED CAPACITY :	17530 K.L.

#### B. DETAILS OF PRODUCTION, SALES AND STOCKS :

	<u>2008-2009</u>	<u>2007-2008</u>
Production, Sales & Stock	Nil	Nil

#### C. DETAILS OF OTHER TRADING ITEMS

PARTICULARS	U.O.M.	OPENING STOCK		PURCHASES		SALES		CLOSING STOCK	
		Qty	Rs	Qty	Rs	Qty	Rs	Qty	Rs
Shares in Joint Stock Cos	Nos.	5547 (2056)	1660883 (975840)	4328 (37851)	105155 (6129382)	1524 (34360)	177856 (8047963.89)	8351 (5547)	876855 (1660883)
Gold	Grams	Nil (Nil)	Nil (Nil)	15008.400 (26509.650)	27972519205 (29328297708)	15008.400 (26509.650)	28042134460 (29359698647)	Nil (Nil)	Nil (Nil)
Silver	Kgs.	Nil (Nil)	Nil (Nil)	68674.026 (10014.881)	2996571620 (311498265)	68674.026 (10014.881)	3004695097 (311941504)	Nil (Nil)	Nil (Nil)
Castor Oil	Ltr.	Nil (Nil)	Nil (Nil)	34305 (48149)	3968603 (2266190)	34305 (48149)	4056436 (2389305)	Nil (Nil)	Nil (Nil)
Sludge Sales		Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	37.110	880064 (Nil)	Nil (Nil)	Nil (Nil)
USD INR Sales		Nil (Nil)	Nil (Nil)	— —	79439379 (Nil)	— —	79461253 (Nil)	Nil (Nil)	Nil (Nil)
<b>Total</b>		5547 (2056)	1660883 (975840)	— —	31052603962 (29648191545)	— —	31131405166 (29682077420)	8351 (5547)	876855 (1660883)

Note : 1. Previous year's figures is shown in bracket.

2. Gold Sales and Purchase and Silver Sales and Purchase and Castor Oil Sales and Purchase and USD sales and Purchase in Rs. Includes future sales, spot sales and future purchase and spot purchase also.

**D. BREAK UP OF RAW MATERIALS CONSUMED**

	2008-2009		2007-2008	
	%	Rs.	%	Rs.
Imported	Nil	Nil	Nil	Nil
Indigenous	Nil	Nil	Nil	Nil
<b>TOTAL</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>

**E. F.O.B. Value of Exports**

**F. Earnings in Foreign Exchange**

**G. Expenditure in Foreign Currency:**

Directors' Foreign Travelling

**TOTAL**

2008-2009	2007-2008
<b>NIL</b>	<b>NIL</b>
<b>NIL</b>	<b>NIL</b>
<b>NIL</b>	<b>NIL</b>
<b>NIL</b>	<b>NIL</b>

**4. PAYMENT MADE TO DIRECTORS**

Director's Remuneration

Interest

2008-2009	2007-2008
Rs.	Rs.
<b>2400000</b>	2400000
<b>NIL</b>	<b>NIL</b>
<b>2400000</b>	2400000

5. As informed to us, the Company, in absence of adequate information, has not determined amount payable to Small Scale Industries.  
 6. Debit Balances of Companies firms or other parties listed in the register maintained or in which the Directors or their relatives are interested:

Sr. No.	Name Of The Person	Closing Dr. balance (Debit)	Max. Dr. bal. O/s at any time during the year
-----	NIL		

**7. RELATED PARTY DISCLOSURES :**

Information about Related Party and Related Party Transactions as per Accounting Standard – 18

Sr. No.	Related Party	Relationship	Description of Transaction	Payment	Receipt	Outstanding as on 31.03.2009
1	Jagdish R. Acharya	Key Management Personnel	Director's Remuneration	1200000	NIL	NIL
			Sharafi Transactions	(1200000)	(NIL)	(NIL)
			Sharafi Transactions	NIL	(NIL)	(NIL)
2	Sukhdev R. Acharya	Key Management Personnel	Director's Remuneration	1200000	NIL	NIL
			Sharafi Transactions	(1200000)	(NIL)	(NIL)
			Sharafi Transactions	NIL	(NIL)	(NIL)
3	Hareshbhai (Vasubhai)	Relative of Key Management personnel	Sharafi Transactions	NIL	NIL	NIL
			Sharafi Transactions	(NIL)	(NIL)	(NIL)
		Management personnel	Remuneration	840000	NIL	NIL
			Rent	(840000)	(NIL)	(NIL)
4	Associated Foreshore Pipeline Pvt. Ltd.	Common Control	Pipe Line Rent Charges	943933	NIL	151281.13
			Pipe Line Rent Charges	(1414558)	(NIL)	(768900)
5	Mukeshbhai J. Acharya	Relative of Key Management personnel	Remuneration	840000	NIL	NIL
6	Natvarbhai J. Acharya	Relative of Key Management personnel	Remuneration	(840000)	(NIL)	(NIL)
			Remuneration	840000	NIL	NIL
			Remuneration	(840000)	(NIL)	(NIL)

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Sr. No.	Related Party	Relationship	Description of Transaction	Payment	Receipt	Outstanding as on 31.03.2009
7	Swiss Foam Industries	Relative of Key Management personnel	Purchase Of Empty Drums	NIL (22050)	NIL (NIL)	NIL (NIL)
8	Parker Multi Commo. (I) Pvt. Ltd.	Relative of Key Management personnel	Sharafi Transactions	NIL (NIL)	NIL (NIL)	NIL (NIL)
			Sale	NIL (NIL)	NIL (18159800)	NIL (NIL)
			Purchase	NIL (26588324)	NIL (NIL)	NIL (NIL)
9	Parker Gold	Relative of Key Management personnel	Sale	NIL (NIL)	506248 (998116)	NIL (NIL)
10	Parker Agrochem Product Pvt Ltd.	Relative of Key Management personnel	Sharafi Transactions	NIL (11700000)	NIL (NIL)	NIL (NIL)
			Interest	NIL (264726)	NIL (NIL)	NIL (NIL)
			Sale	NIL (NIL)	12734585 (1720535)	NIL (NIL)
			Purchase	12734585 (NIL)	NIL (NIL)	NIL (NIL)
11	Acharya Commodity MCX Margin	Relative of Key Management personnel	Future Gold, Silver, Castor Oil -Purchase	11859306394 (4599638362)	NIL (NIL)	NIL (NIL)
			Future Gold, Silver, Castor Oil -Sale	NIL (NIL)	11902137108 (4468749292)	NIL (NIL)
12	Acharya Commodity NCDEX Margin	Relative of Key Management personnel	Future Gold/Silver-Purchase	205215688 (80494882)	NIL (NIL)	NIL (NIL)
			Future Gold/Silver-sale	NIL (NIL)	209582616 (183877183)	NIL (NIL)
13	Acharya Securities Pvt. Ltd.	Relative of Key Management personnel	Future USD- Purchase	79439379 (NIL)	NIL (NIL)	NIL (NIL)
			Future USD- Sale	NIL (NIL)	79461253 (NIL)	NIL (NIL)
14	Acharya Commodity NSEL Account	Relative of Key Management personnel	Purchase	22616671 (NIL)	NIL (NIL)	NIL (NIL)
			Sale	NIL (NIL)	22604741 (NIL)	NIL (NIL)
15	Parker Platinum	Relative of Key Management personnel	Sale	NIL (NIL)	4610174 (NIL)	NIL (NIL)

Notes : a) Company has not written off or written back any amount in respect of debts due from or to related parties.

b) Previous years figures have been mentioned in brackets.

c) Receipts and Payments includes Opening Balance Outstanding in the respective accounts.

## 8. EARNINGS PER SHARE :

(a) The amount used as the numerator in calculating basic and diluted earning per share is the net profit attributable to the shareholders of Parker Agrochem Exports Ltd. disclosed in the Profit and Loss account.

(b) The weighted average number of equity shares used as the denominator in calculating both basic and diluted earning per shares is 4779000.

## 9. Break up of Payments made to Auditors

	2008-09 Rs.	2007-08 Rs.
a) As Auditors:		
Audit Fees (Including Service Tax)	43820	43866
b) As Advisors, or in any other capacity	NIL	NIL
TOTAL	43820	43866

11. Previous year's figures have been regrouped and re-arranged wherever necessary to make them comparable with those of the current year.
12. In the opinion of the Board, Current Assets, Loans and Advances are approximately of the value stated if realised in the ordinary course of the business.
13. In respect of Income tax liability the Company does not expect any further liability other than provided for in the accounts.
14. Paise are rounded up to the nearest rupee.
15. All sundry debit and credit balances and balances standing in sister concern's accounts are subject to confirmation.
16. Bank Balances are subject to confirmation
17. Wherever when original bills / vouchers/ supportings were not available during the course of our audit we have relied upon the vouchers / bills as certified by the directors.
18. Future lease rental receivable amounts Rs. Nil
19. Balance Sheet Abstract and Company's General Business Profile

**I. Registration Details:**

Registration No	20102	State Code	04
Balance Sheet Date	31.03.2009		

**II Capital Raised during the year (Amount in Rs. '000's)**

Public Issue	NIL	Rights Issue	NIL
Bonus Issue	NIL	Private Placement	NIL

**III Position of Mobilisation and Deployment of Funds (Amount in Rs. '000's)**

Total Liabilities	83351.57	Total Assets	83351.57
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**Sources of Funds :**

Paid-up Capital	47790.00	Reserve & Surplus	13495.81
Secured Loans	15414.21	Unsecured Loans	48.00
Deferred Tax Liability	6603.56		

**Application of Funds :**

Net Fixed Assets	42367.19	Investments	100.00
Net Current Assets	40884.38	Misc. Expenditure	NIL
Accumulated Losses	NIL		

**IV. Performance of the Company (Amount in Rs. '000's)**

Turnover & Other Income	31147130.20	Total Expenditure	31148856.88
Profit before Tax	(1726.68)	Profit after Tax	(1278.78)
Short / Excess Prov. Of Tax	NIL	Profit After S/E Prov. of Tax	(1278.78)
Earnings per Share/	(0.27)	Dividend Rate %	NIL
Dilutive Earning Per Share			

**V. Generic Names of three Principal Products/Service of the Company (as per monetary terms)**

Items Code No. (ITC Code)	710813
Product Description	Gold
Items Code No. (ITC Code)	710692.01
Product Description	Silver

Note : Classification of Products/Services under ITC Code being of technical nature is not verified by Auditors.

Signature to Schedules " 1 " TO " 22 "

As per our Audit report of even date attached  
**For, Samir M. Shah & Associates.**  
 Chartered Accountants

**For Parker Agrochem Exports Limited**

(Samir M. Shah)  
 Proprietor  
 Ahmedabad, 30-06-2009

Managing Director  
 Ahmedabad, 30-06-2009

Director

Secretary

**SIXTEENTH ANNUAL REPORT 2008-2009**

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

	2008-2009	2007-2008
<b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>		
Net Profit after tax and Extra Ordinary items	(1,293,777)	(392,989)
Adjustments for:		
Prior Period Adjustments	15,000	-
Tax Provision	(447,906)	(468,403)
Depreciation	2,737,542	2,646,939
Deferred revenue Expenditure	-	-
Interest Charged	2,189,973	3,381,147
	<u>4,494,609</u>	<u>5,559,683</u>
Less:		
Dividend Received	1,027	2,000
Interest Received	<u>1,086,802</u>	<u>2,275,076</u>
	<u>1,087,829</u>	<u>2,277,076</u>
	<u>3,406,780</u>	<u>3,282,607</u>
Operating Profit before working Capital Changes	2,113,003	2,889,619
Adjustments for;		
Debtors	(860,804)	3,447,289
Inventories	784,028	(685,043)
Loans & Advances	(2,764,281)	1,590,380
Current Liabilities & Provision	<u>(2,391,603)</u>	<u>(4,370,039)</u>
	<u>(5,232,660)</u>	<u>(17,413)</u>
Cash generated from Operations	(3,119,657)	2,872,205
Prior year Adjustments	15,000	-
Cash Generated from Operations	<u>(3,134,657)</u>	<u>2,872,205</u>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets	(621,496)	(2,592,237)
Sale of Fixed Assets	-	-
Purchase of Investments	-	-
Sale of Investments	-	-
Interest paid	(2,189,973)	(3,381,147)
Dividend Received	1,027	2,000
Interest Received	<u>1,086,802</u>	<u>2,275,076</u>
Cash Flow From Investment Activities	<u>(1,723,640)</u>	<u>(3,696,308)</u>
	<u>(4,858,298)</u>	<u>(824,103)</u>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Unsecured Loans	-	-
Secured Loans	(29,845,544)	44,766,111
Cash from Financing Activities	<u>(29,845,544)</u>	<u>44,766,111</u>
<b>NET CHANGES IN CASH AND CASH EQUIVALENTS</b>	<u>(34,703,842)</u>	<u>43,942,008</u>
CASH AND CASH EQUIVALENTS AS AT 01.04.2008 (Opening balance)	<u>61,570,458</u>	<u>17,628,450</u>
CASH AND CASH EQUIVALENTS AS AT 31.03.2009 (Closing balance)	<u>26,866,616</u>	<u>61,570,458</u>
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	<u>(34,703,842)</u>	<u>43,942,008</u>

for Parker Agrochem Exports Limited  
(Managing Director)  
Ahmedabad,

**AUDITORS' REPORT**

We have verified the attached Cash Flow Statement of Parker Agrochem Exports Ltd., derived from audited financial statements and the books and records maintained by the Company for the year ended 31st March 2009 and found the same in agreement therewith.

for Samir M. Shah & Associates  
Chartered Accountants,  
(Samir M. Shah)  
Proprietor

Ahmedabad,  
Dated 30-06-2009.

ATTENDANCE SLIP

**PARKER AGROCHEM EXPORTS LTD.**

**Registered Office :** Block H, Plot 3 & 4, New Kandla - 370 270, Kutch.

(PLEASE COMPLETE THE ATTENDANCE-SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL. JOINT SHAREHOLDERS MAY OBTAIN ADDITIONAL SLIP ON REQUEST.)

D.P. Id. *	
Client Id.*	

Folio No. :

I hereby records my presence at the 16th Annual General Meeting of the Company being held of 29th September, 2009 at 12.00 noon at Block H, Plot 3 & 4, New Kandla - 370 270, Kutch.

Name of Shareholder

Name of the Proxy

(To be filled in case the proxy attends instead of shareholder)

Signature of the Shareholder / Proxy

\* Strike out whichever is not applicable.

\* Applicable for investors holding shares in electronic form.

----- (Tear Here) -----

PROXY FORM

**PARKER AGROCHEM EXPORTS LTD.**

**Registered Office :** Block H, Plot 3 & 4, New Kandla - 370 270, Kutch.

D.P. Id.*	
Client Id.*	

Folio No. :

I/We \_\_\_\_\_  
of \_\_\_\_\_ being a member/members  
of Parker Agrochem Exports Limited, hereby appoint \_\_\_\_\_  
\_\_\_\_\_ or failing him/her \_\_\_\_\_  
of \_\_\_\_\_

as my/our proxy to vote for me/us on my/our behalf at the 16th Annual General Meeting of the Company to be held on 29th September, 2009 at 12.00 noon at Block H, Plot 3 & 4, New Kandla - 370 270, Kutch.

Signed this \_\_\_\_\_ Day of \_\_\_\_\_ 2009.

\* Applicable for investors holding shares in electronic form.

Affix  
1 Rupee  
Revenue  
Stamp

**NOTE :** The proxy must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the meeting. The proxy need not be a member of the Company.

**BOOK-POST**

**TO,**

If undelivered please return to :  
**PARKER AGROCHEM EXPORTS LTD.**  
**Registered Office :** Block.H, Plot 3 & 4,  
New Kandla - 370 270, Kutch.