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19th Annual Report

2008-2009

RAJ AGRO MILLS LIMITED

CHAIRMAN

: SH. RAJ PAUL BANSAL

BOARD OF DIRECTORS:

SH. SANJEEV BANSAL	:	MANAGING DIRECTOR
SH. SAHIL BANSAL	:	DIRECTOR (FINANCE)
SH. VARINDER KUMAR	:	DIRECTOR (WORKS)
SH. R.C. SINGAL	:	DIRECTOR (INDEPENDENT)
Dr. S.K. SURI	:	DIRECTOR (INDEPENDENT)
SH. JATINDER SINGH	:	DIRECTOR (INDEPENDENT)

COMPANY SECRETARY

SH. DAVINDER KUMAR : GM (LEGAL) CUM CS

ACCOUNTS & FINANCE HEAD

SH. NEERAJ UPPAL : G.M (FINANCE & TAXATION)

BANKERS

STATE BANK OF INDIA
SPECIALISED COMMERCIAL BRANCH
MILLER GANJ,
PAHWA HOSPITAL COMPLEX,
LUDHIANA (PB.)

STATE BANK OF INDIA
MANDI KESAR GANJ BRANCH
LUDHIANA - (PB).

STATUTORY AUDITORS

M/S P.C. GOYAL & CO;
CHARTERED ACCOUNTANTS
62, NEW LAJPAT NAGAR
LUDHIANA (PB.)

COST AUDITORS

M/S PAWAN & ASSOCIATES
EE-255, PANJPEER, BAGH KARAM BAKSH
JALANDHAR CITY (PB.)

REGISTERED OFFICE

C-2/34, WEST ENCLAVE
PITAMPURA, DELHI -34

CORPORATE OFFICE & WORKS

VILLAGE PAWA, G.T. ROAD
NEAR CIVIL AIRPORT
LUDHIANA - 141 120 (PB.)

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NOTICE

NOTICE is hereby given that the 19th Annual General Meeting of the Members of **RAJ AGRO MILLS LIMITED** will be held on Wednesday, the 30th day of September, 2009 at 10.30 A.M. at **ALL HEAVENS, B-97, WAZIRPUR, RING ROAD, NEW DELHI-110 052** for transacting the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2009 and the Profit and Loss Account for the year ended on that date together with the Directors' Report and Auditors' Report thereon.
2. To appoint a Director in place of Sh R C Singal who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint M/s P.C. Goyal & Co; Chartered Accountants, Ludhiana as Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESSES:

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

RESOLVED UNANIMOUSLY THAT pursuant to Article No.116 of the Articles of Association of the Company and pursuant to the provisions of Section 198, 269, 302, 309, 310 and 311, 314 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and Rules framed there-under (including any statutory modifications or re-enactment thereof for the time being in force) and subject to such other approvals including the approval of the Central Government, as may be necessary if any and as recommended by the Remuneration Committee and the Board of the Company, the consent of the Members of the company be and is hereby accorded by way of Special Resolution to the re-appointment of Sh. Sanjeev Bansal, as Managing Director of the Company for a further period of five years with effect from 15.09.2009 on the remuneration and other terms and conditions as set out in the draft agreement approved by the Board of Directors which is to be entered into between the company and Sh. Sanjeev Bansal, as submitted to this meeting and initialed by the Chairman for the purpose of identification, which is hereby specifically approved and Board be and is hereby authorized to execute such draft agreement.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby further authorized to subsequently alter, vary the terms in such manner as the Board in its discretion deem fit and as acceptable to Sh. Sanjeev Bansal, provided such alterations are within the limits specified in Schedule XIII of the Companies Act, 1956 for the time being in force or any statutory modifications or re-enactment and/or the rules or regulations promulgated there-under without again referring the same to the General Meeting.

RESOLVED FURTHER THAT where in any financial year, the company has no profits or its profits are inadequate, the remuneration aforesaid shall be the minimum remuneration.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby further authorized to do all such acts, deeds, matters and things as in its absolute discretion as it may consider necessary or expedient in the interest of the company.

5. To Consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

RESOLVED UNANIMOUSLY THAT pursuant to the provisions of Section 310 and 311 read with Schedule XIII of the Companies Act, 1956 and other applicable provisions, if any of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof for the time being in force) and subject to such approvals as may be necessary and in partial modification of Ordinary Resolution passed in the 17th General Meeting held on 29.09.2007 and as recommended and proposed by the



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Remuneration Committee and thereafter the Board of Directors, the consent and approval of the members of the company be and is accorded to give effect to the alteration in the terms of appointment of Sh. Varinder Kumar, Director (Works) with effect from 01.10.2009 for the remaining term of his office as were approved by the Board of Directors in its meeting held on 30.07.2009 and as briefed in the Explanatory Statement annexed hereto and that the initial terms and conditions be considered to be varied to that effect.

RESOLVED FURTHER THAT that the term of office of Sh Varinder Kumar, Directors (Works) would also be liable to determination by retirement of directors by rotation and the re-appointment thereon shall not be deemed to constitute a break in his appointment as whole time director and he shall continue to occupy the office of whole time director in accordance with terms as initially agreed to between him and company.

RESOLVED FURTHER THAT the Board of Directors of Company be and is hereby further authorized to subsequently alter, vary the terms in such manner as the Board in its discretion deem fit and as acceptable to Sh. Varinder Kumar provided such alterations are within the limits specified in Schedule XIII of the Companies Act, 1956 for the time being in force or any statutory modifications or re-enactment and/or the rules or regulations promulgated there-under without again referring the same to the General Meeting.

RESOLVED FURTHER THAT where in any financial year, the company has no profits or its profits are inadequate, the remuneration aforesaid shall be the minimum remuneration.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby further authorized to do all such acts, deeds, matters and things as in its absolute discretion as it may consider necessary or expedient in the interest of the company.

BY ORDER OF THE BOARD

Sd/-

(DAVINDER KUMAR)

GM (LEGAL) CUM C.S.

DATE : 30.07.2009

PLACE : LUDHIANA

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on poll instead of himself/ herself. A proxy need not be a member of the Company. The instrument appointing proxy should, however, be deposited at the Registered/Works office of the company not less than forty eight hours before the commencement of the Meeting.
2. An Explanatory Statement as required under Section 173(2) of the Companies Act, 1956 relating to Special Businesses to be transacted at the Meeting is annexed hereto and forms part of this notice.
3. The Register of Members and Share Transfer books shall remain closed from **Monday (21.09.2009) to Wednesday (30.09.2009) (both days inclusive)** for the purpose of AGM.
4. A Member desirous of getting any information in respect of the contents of the Annual Report is required to forward the queries to the Company at least seven days prior to the meeting so that the required information can be made available at the meeting.
5. Members who hold shares in physical form/dematerialised form are requested to write their Ledger Folio No., Client-ID & DP ID numbers and to immediately notify their change of address etc., if any, to the Company's share Transfer Agent M/s Link Intime India Pvt. Ltd. formerly known as Intime Spectrum Registry Limited or Company.
6. Members are advised to hold shares jointly to simplify the procedure of transmission in the event of death of any holder.
7. In respect of appointment of Director/re-appointment of existing Directors, a statement containing details of concerned Director is annexed to this notice.



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ANNEXURE TO THE NOTICE

INFORMATION PURSUANT TO CORPORATE GOVERNANCE CLAUSE 49 OF THE LISTING AGREEMENT(S) REGARDING THE DIRECTOR SEEKING RE-APPOINTMENT ON THE RETIREMENT BY ROTATION

Name of the Director	: Sh. R.C. Singal
Date of Birth	: 27.01.1954
Date of Appointment	: 01.06.1996
DIN	: 00010888
Qualification	: B.Com, M.A.(Eco), CAIIB, PGDBM, FCS , FCWA
Experience	: He has very vast experience in the field of Corporate Laws, Capital Market and Financial Services etc. He is also Ex-president of the Ludhiana Stock Exchange Ltd. Apart from this he shares office of Director of various other leading corporate houses.
Chairman/Membership of other Board Committees as on 31.03.2009	: Chairman- Audit Committee & Remuneration Committee
Directorship in other companies as on 31.03.2009	: RCS Financial Technology Ltd. Bhandari Hosiery Exports Ltd. Nishant Global Ltd. Supreme Texmart Ltd. Shreyans Industries Ltd. Malwa Industries Ltd. Ludhiana Commodities Trading Services Ltd. Oswal Spinning & Weaving Mills Ltd. RCS Consultants Pvt. Ltd. RCS Securities Pvt. Ltd. RCS Investments SPS Investments RCS Shares Brokers Ltd.



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INFORMATION PURSUANT TO CORPORATE GOVERNANCE CLAUSE 49 OF THE LISTING AGREEMENT(S) REGARDING RE-APPOINTMENT OF SH. SANJEEV BANSAL AS MANAGING DIRECTOR OF THE COMPANY

Name of the Director	:	Sh. Sanjeev Bansal
Date of Birth	:	02.03.1959
Date of Appointment	:	18.06.1990
DIN	:	00057485
Qualification	:	Graduate
Experience	:	Shri Sanjeev Bansal aged 50 years is a Graduate from Punjab University and has experience of more than 30 years in this industry. In 1978, he joined the National Soap Mills as a partner and emerged as the main force behind making National Soap Mills a renowned name in the industry and establishing the brand name of "RAJ" in the market. With his hardworking capabilities and a view to expand the portfolio of cleansing products, he floated a company in year 1987 named Raj Soap & Detergents Pvt. Ltd, which is engaged in manufacturing of synthetic detergents based cleaning products. In the year 1990, M/s Raj Agro Mills Pvt. Ltd. was incorporated under the sheer and able guidance of Mr. Sanjeev Bansal. He is a worldly traveled man having visited many countries namely Japan, South Korea, Singapore, Malaysia, Taiwan etc. for identification of new technology in oils and soaps. In 2002, he visited many countries to explore potential in World's Healthiest Cooking Oil and as a result thereof installed Rice Bran Refinery.
		Mr. Bansal is of view that health and quality products are the key word for success and therefore laid very rigid quality standards at all levels in the company' units. Maintaining the high quality standard is the main reason behind the phenomenal success of the company as well as the group today. He is looking after the day to day activities and has been instrumental in carrying out the research and development activities for the company.
Chairman/Membership of other Board Committees as on 31.03.2009	:	Membership – Share Transfer cum Investor Grievance Re-dressal Committee
Directorship in other companies as on 31.03.2009	:	Raj Soap & Detergents Pvt. Ltd.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956 IN RESPECT OF SPECIAL BUSINESSES:

ITEM NO.4

Lastly Sh. Sanjeev Bansal was re-appointed as Managing Director of the company for a further period of five years with effect from 15.09.2004 by the Board of Directors in its meeting held on 17.08.2004 subject to the approval of shareholders and the shareholders in the 14th Annual General Meeting of the Company held on 28th September, 2004 has approved said re-appointment for a period of five years



w.e.f. 15th September, 2004. His term as Managing Director of the Company will expire on 14.09.2009. However keeping in view the valuable services rendered by him to the Company, the Board on the recommendation of remuneration committee has again re-appointed him as Managing Director pursuant to the approval of the members of the company for a further period of 5 years with effect from 15.09.2009 (15th day of September, 2009) on the terms and conditions as set-out in draft agreement open for inspection at the registered office of the company during business hours on any working day. Hence, the Board of Directors of your company recommends that the Resolution stated at Item No.4 be passed as a Special Resolution.

Terms in brief as under:

- a) Basic Salary Rs.50,000/- per month plus HRA @ 50% on Basic Salary with provision of minimum increase of 10% in basic salary per year.
- b) Sh. Sanjeev Bansal, re-appointed as Managing Director for a further period of five year shall also be entitled to all other benefits and perks as per Company rules.

MEMORANDUM OF INTEREST

Except Sh. Sanjeev Bansal, the appointee, Sh. Raj Paul Bansal, Chairman of the Company and Sh. Sahil Bansal, Director (Finance), being his relatives, none of the other Directors of the Company is concerned or interested in this resolution.

This statement may be treated as an abstract of the terms & conditions and memorandum of interest under Section 302 of the Companies Act, 1956.

NOTE

The aforesaid remuneration has been approved by the Remuneration Committee in its meeting held on 30.07.2009 and the Company has not made any default in the repayment of its debts or debentures or interest payable thereon for a continuous period of thirty days in preceding financial year.

ITEM NO.5

To bring uniformity in the system for provisioning for payment of remuneration to whole-time directors and to revise the remuneration of Sh. Varinder Kumar, Director (Works) in paralance to other senior executives of the company, the Board is of the view that as approved by the Remuneration Committee the terms of remuneration payable to Sh Varinder Kumar, Director (Works) shall be altered for the remaining term of his office w.e.f. 1st October, 2009 after the consent of shareholders in the forthcoming Annual General Meeting. Further it is suggested that the term of office of Sh Varinder Kumar shall be made subject to determination by retirement of director by rotation to comply with the provisions of section 255 of the Companies Act.

The revised terms of remuneration in brief as under:

- a) Basic Salary Rs.22,000/- per month plus HRA @ 35% on Basic Salary with provision of minimum increase of 10% in basic salary per year.
- b) Sh.Varinder Kumar, Director (Works) shall also be entitled to all other benefits and perks as per Company rules.
- c) Reimbursement of medical and personal accidental insurance premium/expenses for self and family up-to Rs.5000/- per annum retrospectively from year of initial appointment.

Hence, the Board of Directors of your company recommends that the Resolution for Item No.5 be passed as an Ordinary Resolution.

MEMORANDUM OF INTEREST

None of other Directors of company is concerned or interested in this resolution.

This statement may be treated as an abstract of the terms & conditions and memorandum of interest under Section 302 of the Companies Act, 1956.

NOTE:

The aforesaid remuneration has been approved by the Remuneration Committee in its meeting held on 30.07.2009 and the Company has not made any default in the repayment of its debts or debentures or interest payable thereon for a continuous period of thirty days in preceding financial year.



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DIRECTORS' REPORT TO THE MEMBERS

Dear Members,

Your Directors have pleasure in presenting the 19th Annual Report for the financial year ended 31st March, 2009.

FINANCIAL RESULTS

	(Rs. In Lacs)	
	2008-2009	2007-2008
Sales & other Income	13130.72	11699.54
Profit/(Loss) before Interest, Depreciation & Tax (PBITD)	(255.78)	488.13
Less : Interest & Financial Charges	231.03	150.94
Cash Profit/(Loss)	(486.81)	337.19
Depreciation	70.12	66.84
Profit/(Loss) before Tax (PBT)	(556.93)	270.35
Provision for Fringe Benefit Tax	1.16	0.95
Provision for Current Tax	0.00	41.06
Provisions for Deferred Tax (Assets)	-137.95	24.12
Provision for Income Tax (Earlier Years)	-0.88	1.39
Profit/(Loss) after Tax (PAT)	(419.26)	202.83

PERFORMANCE AND REVIEW

The Company closed the financial year 2008-09 with a turnover of Rs.131.31 Crores as compared to Rs.116.99 Crores in the last year. However, due to exchange rate fluctuations the company suffered net losses to the tune of Rs.4.19 Crores against net profit of Rs.2.02 Crores during the corresponding last year. The instability of global market has badly hit the oil industry across the nation. However, your Directors are confident of achieving better results in the current year 2009-10 barring the stability of oil prices at the international level.

FUTURE PROSPECTS

The company is instrumental in enhancing its capacity of refining. The promoters of the company have infused fresh funds into the company in the shape of preference sharers. The expansion projects are under-way and the global markets are expected to remain static in the current year and it is expected that company will perform better this as compared to year under review.

DIVIDEND

Keeping in view the present constraints and to conserve the resources for future requirements, Your Directors express their inability to recommend any dividend for the year under review.

PUBLIC DEPOSITS

During the year under review, the Company has accepted the deposits within the meaning of Section 58A of the Companies Act, 1956 and the rules made there-under and complied with the provisions of section 58A and 58AA of the Companies Act, 1956 read with the Companies (Acceptance of Deposits) Rules, 1975 with regard to the deposits accepted from the public.

DIRECTORS

Sh R C Singal is retiring by rotation at the ensuing Annual General Meeting and being eligible offer himself for re-appointment.

The term of Sh Sanjeev Bansal as Managing Director is expiring on 14.09.2009. However keeping in view the valuable services rendered by him to the Company, the Board on the recommendation of remuneration committee has re-appointed him as Managing Director however subject to the approval of the members of the company for a further period of 5 years with effect from 15.09.2009 (15th day of September, 2009). A brief profile of Sh Sanjeev Bansal and other information as per Clause 49 of the Listing Agreement is provided elsewhere in this Annual Report.

Besides, the Board pursuant to recommendation of Remuneration Committee revised the remuneration of Sh Varinder Kumar, Directors (Works) in parlance to other senior executives of the company.

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors would like to assure the Members that the financial statements for the year under review, confirm in their entirety to the requirements of the Companies Act, 1956. Hence pursuant to the requirement under



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

- That in the preparation of accounts for the financial year ended 31st March, 2009, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss for that period.
- That the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- That the Directors have prepared the annual accounts for the financial year ended on 31st March, 2009 on a going concern basis.

LISTING OF SECURITIES

The Equity Shares of the Company are listed at the following Stock Exchanges.

1. The Delhi Stock Exchange Limited, New Delhi
2. The Bombay Stock Exchange Limited, Mumbai
3. The Ludhiana Stock Exchange Limited, Ludhiana

The Company has paid the listing fees to above Stock Exchange(s) for the financial year 2009-10.

DEPOSITORY SYSTEM

As the members must be aware that the company's securities are tradable compulsorily in electronic form w.e.f 26.03.2001. Your Company has already established connectivity with both the Depositories i.e. National Securities Depository Limited (NSDL) and/or Central Depository Services Limited (CDSL) to facilitate the holding and trading of securities in electronic form. As on 31st March, 2009, 84.82% of the equity share capital of the company has been dematerialized. The Company has already paid the Annual Custodian Fees to the NSDL and CDSL.

Further as per SEBI circular No.D&CC/FITTC/CIR-15/2002 dated 27.12.2002, the Company has its Registrar namely M/s Link Intime India Private Limited formerly known as Intime Spectrum Registry Limited, A-40, 2nd Floor, Naraina Industrial Area, Phase-II, New Batra Banquet Hall, New Delhi-110 028 for Share Transfer and Electronic Connectivity. Accordingly, all the Shareholders, Investors, Member of the Stock Exchanges, Depository Participants and all other concerned are requested to send all communications in respect of Share Transfer, Demat/ Remat etc. to our said Registrar. In case, any query/complaint remains unresolved with our Registrar, please write to the Company Secretary of the Company at the Registered Office/Corporate Office & Works of the Company.

The shareholders, who have not gone in for dematerialisation of shares till date, are requested to opt for dematerialisation of the shares at the earliest.

ADEQUACY OF INTERNAL CONTROL

The Company has a proper and adequate system of internal control, to ensure that all assets are safeguarded, properly utilized and protected against loss from un-authorized use or disposition and that transactions are authorized & recorded by the Accounts Department properly and reported to the Audit Committee/Board correctly.

AUDIT COMMITTEE

The constituent members of the present Audit Committee are Sh.R.C.Singal, Sh. Jatinder Singh and Sh. Sahil Bansal. On the resignation of Sh. Ajay Kumar Tagra from the services of company, Sh. Neeraj Uppal was appointed as GM (Finance & Taxation) and being Head of Finance and Accounts of the Company, he is the Chief Financial Officer of the Company, who is responsible for complying with Section 209 to 212 of the Companies Act, 1956 in relation to finalization of Accounts of the Company. Sh. R.C. Singal is the Chairman of the said Committee. During the year under review the Committee had its five meetings.

SHARE TRANSFER CUM INVESTOR GRIEVANCE RE-DRESSAL COMMITTEE

The Committee looks into transfer, transmission, split, duplicate, re-mat and consolidation of shares and also monitor the re-dressal of shareholders complaints. However, all the matters pertaining to the share transfer and related activities are handled by our Registrar and Share Transfer Agent M/s Link Intime India Private Limited



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formerly known as Intime Spectrum Registry Limited, New Delhi. The share transfer requests are processed by them and a transfer register is sent to the company for approval once in fortnight.

REMUNERATION COMMITTEE

The present Committee comprises of Sh R.C. Singal as its Chairman and Dr. S.K.Suri and Sh. Jatinder Singh as Members. The Broad terms of reference of the remuneration committee are to approve/recommend to the Board the remuneration including perquisites, allowances to be paid to company's whole time directors. The committee consists of only non-executive independent directors.

AUDITORS

M/s P.C Goyal & Co., Chartered Accountants, are liable to retire as statutory auditors of the Company at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment and they have furnished a certificate as required under Section 224(1-B) of the Companies Act, 1956.

AUDITORS' REPORT

The Auditors Report on the Accounts of the Company is self-explanatory and do not require any comments.

COST AUDITORS

The Cost Accounts for the Financial Year 2008-2009 have been audited by M/s Pawan & Associates, Cost Accountants, EE 255, Panj Peer, Bagh Karam Baksh, Jalandhar City (Pb). The Cost Audit Report will be submitted to the Central Govt. within the stipulated time.

Further, the Board, subject to the approval of the Central Government, has re-appointed M/s Pawan & Associates, Cost Accountants, EE 255, Panj Peer, Bagh Karam Baksh, Jalandhar City (Pb) as the Cost Auditor for auditing of the costing accounts of the company for the Financial Year 2009-10 on receiving of requisite certificate under section 224 (1-B) of the Companies Act, 1956.

CORPORATE GOVERNANCE

Pursuant to clause 49 of the listing agreement, a Report on Corporate Governance and a Management Discussion and Analysis Report are included in the Annual Report along-with CEO & CFO Certificates. A certificate from the auditors of the company is annexed to this report.

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

The detailed information as required under Section 217(1)(e) of the Companies Act, 1956 read with Rule 2 of the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 is appended hereto and form part of this Report.

HUMAN RESOURCES

The Company is always following the policy of creating a healthy environment and work culture resulting into harmonious inter-personnel relations. Industrial Relations and work atmosphere remained very cordial throughout the year.

PARTICULARS OF EMPLOYEES

Particulars of employees in accordance with provisions of Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules 1975, as amended, are not given as none of employees qualify for such disclosure.

ACKNOWLEDGEMENTS

The Board of Directors of the Company wish to place on record their sincere thanks and appreciation to the team of Executives, Staff Members and Workers at all levels for their cooperation and contribution to the operations of the company. Your directors also acknowledge with gratitude the co-operation, and support received from the Bankers, Central and State Government Authorities, Business Constituents and also place on record their sincere thank to the shareholders of the Company for their continued support, cooperation and confidence in the Management of the Company.

FOR AND ON BEHALF OF THE BOARD

Sd/-

Sd/-

PLACE : LUDHIANA

SANJEEV BANSAL

SAHIL BANSAL

DATE : 30.07.2009

MANAGING DIRECTOR

DIRECTOR (FINANCE)



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Annexure-I

INFORMATION AS PER SECTION 217(1)(e) READ WITH COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988 AND FORMING PART OF THE DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2009

I. CONSERVATION OF ENERGY

The Company has over the previous years taken steps to conserve energy, wherever possible. This continues to remain thrust area with studies, discussions and analysis being undertaken regularly for further improvements.

FORM A

Particulars	Unit	2008-09	2007-08
A POWER & FUEL CONSUMPTION			
1 Electricity			
a) Purchased			
Units	KWH	2776885	2267910
Total Amount	Rs.	12231413	9997345
Rate Per Unit	Rs./KWH	4.40	4.41
b) Own Generation			
Through Diesel Generator			
Units	KWH	696500	108855
Amount	Rs.	6325499	890633
Cost Per Unit	Rs./KWH	9.08	8.18
Through Steam Turbine		NIL	NIL
2. Coal		NIL	NIL
3. Rice Husk			
Quantity	MT	8115.921	5485.04
Amount	Rs.	11359230	6454520
Average Rate	Rs./MT	1399.62	1176.75
4. Furnace Oil	NIL/N.A.	NIL	NIL
5. Others/Internal Generation Oil used	NIL	NIL	NIL

B. CONSUMPTION PER UNIT OF PRODUCTION

Due to number of products produced by the company, it is not feasible to quantify consumption per unit of production.

PARTICULARS AS PER FORM-B

A. RESEARCH & DEVELOPMENT (R&D)

1. Specific area in which R&D carried out : Product Improvement		
2. Benefits derived as a result of R&D: Improvement in manufacturing R&D process, Reduction in manufacturing cost & waste.		
3. Expenditure on R & D	Current Year (Rs. in Lacs)	Previous Year (Rs. in Lacs)
a) Capital	3.30	NIL
b) Recurring	0.85	0.54
c) Total	4.15	0.54

B. TECHNOLOGY ABSORPTION

The technology being used by the company is indigenous and consistent thrust is always given to continued Research and Development for new product development and products improvement.

III FOREIGN EXCHANGE EARNING AND OUTGO

Activities relating to export, initiatives to increase exports, Development of New Export Markets for Products and Services and Export Plans.

No export of its product has been done by the Company during the year under review.

b. Foreign Exchange Earning and Outgo	Current Year	Previous Year
	Rs.	Rs.
a) Earned	NIL	NIL
b) Outgo (CIF Value of imports and expenditure in foreign currency.		
i) Value of Raw Material Imports	259139128	384002877
ii) Expenditure	5702049	4711238
iii) Remittance of Dividend	NIL	NIL

**Annexure- II****CORPORATE GOVERNANCE REPORT**

(Pursuant to Clause 49 of the Listing Agreement entered into with the Stock Exchanges)

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The company has established a code of governance based on transparency and accountability. For Raj Agro Mills Limited, Good Corporate Governance means adoption of best practices to ensure that the Company operates not only within the regulatory framework, but is also guided by broader business ethics. The adoption of such corporate practices- based on the transparency and proper disclosures – ensures accountability of the persons in charge of the Company and brings benefits to investors, customers, creditors, employees and the society at large.

2. BOARD OF DIRECTORS**COMPOSITION**

As on March 31, 2009, the Board of Directors of the company comprises of six directors of which three are executives of the company and the rest three are non-executives, thus the composition of Board meet the stipulated requirement of Corporate Governance.

BOARD MEETINGS

During the Financial Year 2008-09, Ten Board Meetings were held on the following dates.

30.04.2008	25.06.2008	30.06.2008	30.07.2008
26.08.2008	03.10.2008	30.10.2008	30.01.2009
13.03.2009	20.03.2009		

The particulars of the directors, their category and attendance in the Board and Committee Meetings during the year 2008-2009 are given as under:

Name of Director	Category of Director	No. of Board Meetings Attended	No. of Committee Meetings Attended	No. of Committee's Chairman as on 31.03.2009
Sh. Sanjeev Bansal	Mg. Director (Executive)	10	9	--
Sh. Sahil Bansal	Director(Finance) (Executive)	10	14	--
Sh. Varinder Kumar	Director (Works) (Executive)	10	-	--
Sh. R.C. Singal	Director (Non- Executive)	7	7	2
Dr. S.K. Suri	Director (Non- Executive)	1	--	--
Sh. Jatinder Singh	Director (Non- Executive)	10	16	1

3. COMMITTEE(S) OF THE BOARD

The Board of Directors has constituted the following committees with adequate delegation of powers to discharge the affairs of the Company.

(i) Audit Committee

The terms of reference of Audit Committee includes the matters specified in section 292A of the Companies Act, 1956 as well as Clause 49 of the listing agreement with stock exchanges.

The constituent members of the present Audit Committee are Sh.R.C.Singal, Independent Director, Sh.Jatinder Singh, Independent Director and Sh. Sahil Bansal, Director (Finance) of the Company. Sh. R.C.Singal is the Chairman of the said Committee. The functional area of the committee remained the same. The committee is reviewing the auditing, internal control system, approving



financial results and their financial reporting, monitoring the compliance with accounting principles, standards etc.

During the Financial Year 2008-09, the Audit Committee Meetings were held on 30.04.2008, 30.06.2008, 30.07.2008, 30.10.2008 and 30.01.2009.

(ii) Remuneration Committee

The Company has constituted a Remuneration Committee in terms of Schedule XIII of the Companies Act, 1956 and Clause 49 of the Listing Agreement. The Broad terms of reference of the remuneration committee are to approve/recommend to the Board the remuneration including perquisites, allowances to be paid to company's whole time directors.

The Remuneration Committee consists of only non-executive directors namely;

1. Sh. R.C. Singal - Chairman
2. Dr. S.K. Suri - Member
3. Sh. Jatinder Singh - Member

(iii) Share Transfer-Cum-Investor Grievance Redressal Committee

As a measure of good Corporate Governance and to focus on the Shareholder's grievances towards strengthening investor relations, a Share Transfer-Cum-Investor Grievance Committee, as a Sub-Committee of the Board is their for specifically look into the following matters

- a. Transfer, Transmission of Shares.
- b. Dematerialisation/ Rematerialisation of shares
- c. Replacement of lost/stolen/mutilated share certificate(s) etc.
- d. Investor Grievances

The said Committee consists of the following directors.

1. Sh. Jatinder Singh - Chairman
2. Sh. Sanjeev Bansal - Member
3. Sh. Sahil Bansal - Member

Name of Compliance Officer: Sh. Davinder Kumar, GM (Legal) cum Company Secretary is the Compliance Officer of Company.

4. GENERAL BODY MEETINGS

The detail of last three Annual General Meetings is given as follows;

MEETING	DAY, DATE, TIME & VENUE OF THE MEETING	NO. OF SPECIAL RESOLUTION
16th AGM	Friday, the 29th September, 2006 at 11.30 a.m. at Hotel All Heavens, B-97, Wazirpur, Ring Road, New Delhi- 110 052	Nil
17th AGM	Saturday, the 29 th September, 2007 at 10.30 a.m. at Hotel All Heavens, B-97, Wazirpur, Ring Road, New Delhi- 110 052	Nil
18th AGM	Tuesday, the 30 th September, 2008 at 10.30 a.m. at Hotel All Heavens, B-97, Wazirpur, Ring Road, New Delhi- 110 052	4

The Company has not passed any resolution through postal ballot during the Financial Year 2008-09.

5. DISCLOSURES

Related Party Transactions are furnished in Notes to Accounts attached with the Financial Statements for the financial year ended 31.03.2009. During the year 2008-09 there are no instances of any non-compliance of any provision of law by the Company nor any penalty/strictures has been imposed on the Company by Stock Exchange(s), SEBI or any other Statutory Authority on any matter relating to the Capital Market.

6. MEANS OF COMMUNICATION

The Company communicates with the Shareholders at large through its Annual Reports, Publication



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of Financial Results and by filing of various reports and returns with the Statutory Bodies like Stock Exchanges and the Registrar of Companies. The Quarterly/Half-Yearly/Annual Un-Audited/Audited Results of the Company are being published regularly in prominent daily newspapers.

7. GENERAL SHAREHOLDERS INFORMATION

(a) As indicated in the Notice, the 19th Annual General Meeting of Members of RAJ AGRO MILLS LIMITED will be held on Wednesday, the 30th day of September, 2009 at 10.30 A.M. at All Heavens, B-97, Wazirpur, Ring Road, New Delhi – 110 052.

(b) Financial Calendar : 1st April to 31st March.

(c) Tentative calendar of events for the Financial Year 2009-10 (April-March) is given below.

First Un-audited Quarterly Results : July, 2009
Second Un-audited Quarterly Results : October, 2009
Third Un-audited Quarterly Results : January, 2010
Fourth Un-audited Quarterly Results : April, 2010

(d) Book-Closure: Monday, the 21.09.09 to Wednesday, the 30.09.2009 (both days inclusive).

(e) Listing Details: The Securities of the Company are presently listed on the following Stock Exchanges.

1. The Delhi Stock Exchange Limited,
DSE House, 3/1, Asaf Ali Road, New Delhi - 110 002.
2. The Bombay Stock Exchange, Mumbai
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001
3. The Ludhiana Stock Exchange Limited,
Feroze Gandhi Market, Ludhiana.

The Listing fees for the year 2009-10 have been paid to all the Stock Exchanges.

(f) STOCK MARKET DATA

The reported high and low closing prices during the year ended March 31, 2009 on The Bombay Stock Exchange Limited, Mumbai, where the Company's shares are traded, is given below:

Scrip Code:530291 Company ::RAJ AGRO MLS For the Period : April 2008 to March 2009

Month	Open Price	High Price	Low Price	Close Price	No. of Shares	No. of Trades	Total Turnover (Rs.)	* Spread (Rs.)	
								H - L	C - O
April 2008	14.60	19.95	14.40	18.75	27726	191	491,558.00	5.55	4.15
May 2008	19.00	21.15	16.45	18.00	46357	294	881,791.00	4.70	-1.00
June 2008	18.00	19.75	13.25	14.00	9658	121	161,853.00	6.50	-4.00
July 2008	14.00	19.20	12.00	19.20	20636	202	350,379.00	7.20	5.20
Aug. 2008	18.20	31.75	18.20	30.90	106481	679	2,796,064.00	13.55	12.70
Sept. 2008	32.40	39.00	27.60	27.65	148602	752	5,182,192.00	11.40	-4.75
Oct. 2008	26.40	28.50	17.85	20.50	20158	160	424,977.00	10.65	-5.90
Nov. 2008	19.50	21.50	10.95	11.00	19085	121	287,211.00	10.55	-8.50
Dec. 2008	10.46	12.60	10.00	12.60	12535	53	133,513.00	2.60	2.14
Jan. 2009	13.23	13.23	8.70	8.70	24502	117	250,211.00	4.53	-4.53
Feb. 2009	8.72	9.14	7.30	8.42	8455	72	68,097.00	1.84	-0.30
March 2009	8.26	8.44	6.05	6.85	11553	58	83,446.00	2.39	-1.41

*Spread

H-L->High-Low

C - O -> Close - Open

Source www.bseindia.com

(g) Depository for Equity Shares

National Securities Depository Limited (NSDL)

Central Depository Services Limited (CDSL)

International Securities Identification Number (ISIN) with NSDL and CDSL for the Company's Equity Shares is INE791C01012. The Annual Custodian Fees for the FY 2009-10 have already been paid by



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the Company to both the Depositories. As on 31st March, 2009, 84.82% of the equity share capital of the company has been dematerialized.

(h) Registrar and Share Transfer Agent.

M/s Link Intime India Private Limited formerly known as Intime Spectrum Registry Limited A-40, 2nd Floor, Naraina Industrial Area, Phase-II, Near Batra Banquet Hall, New Delhi - 110 028 is the Registrar & Share Transfer Agent of the Company handling the Share Transfer Work both in physical and electronic form. All correspondence relating to share transfer, transmission, dematerialisation, re-materialization etc. can be made at the following address of the Registrar or to the Company Secretary of the Company at the Registered Office/Corporate Office & Works of the Company.

M/s Link Intime India Private Limited

(Formerly Intime Spectrum Registry Limited)

A-40, 2nd Floor, Naraina Industrial Area, Phase-II, Near Batra Banquet Hall, New Delhi - 110 028

Ph. 011-41410592-594, Fax: 91-11-41410591, e-mail : delhi@linkintime.co.in

(i) Distribution Schedule of Company as on 31.03.2009

Shares holding of nominal value of		Shares-holders		SHARE AMOUNT				
Rs.	Rs.	Number	% to Total	PHYSICAL (in Rs.)	NSDL DEMAT (in Rs.)	CDSL (in Rs.)	Total In Rs.	% to Total
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Up to ---	2,500	1175	63.411	501270	402350	172390	1076010	3.467
2,501 ---	5,000	368	19.860	620000	466740	238910	1325650	4.271
5,001 ---	10,000	120	6.476	308000	446180	221520	975700	3.144
10,001 ---	20,000	108	5.828	613000	878420	190680	1682100	5.420
20,001 ---	30,000	20	1.079	142000	167390	232220	541610	1.745
30,001 ---	40,000	16	0.863	185000	280900	97350	563250	1.815
40,001 ---	50,000	10	0.540	135000	270230	45000	450230	1.451
50,001 ---	1,00,000	15	0.809	258000	473490	422310	1153800	3.718
100,001 AND ABOVE		21	1.133	1950000	1978650	19339000	23267650	74.970
TOTAL		1853	100.00	4712270	5364350	20959380	31036000	100.00

(i) The Company has not issued any GDR's/ADR's and there are no warrants or convertible instruments.

(j) **Plant Location/Works** : Raj Agro Mills Limited
Village Pawa, G.T.Road
Near Civil Airport
Ludhiana-141 120.

(k) **Address for correspondence** :
Registered Office : C-2/34, West Enclave, Pithampura,
Delhi - 110 034.

(l) The Company is at present not adopting non-mandatory requirements.

(m) The detail of remuneration given to the Executive Directors during the year 2008-09 is given as under:

Name	Designation	Amount
Sh.Sanjeev Bansal	Managing Director	Rs.504000/-
Sh. Sahil Bansal	Director (Finance)	Rs.432000/-
Sh.Varinder Kumar	Director (Works)	Rs.298800/-

(n) Non-Executive/Independent Directors have not been paid any remuneration during the year under review except the meeting sitting fees.



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ANNEXURE TO THE REPORT OF THE DIRECTORS

CERTIFICATE FROM AUDITORS REGARDING COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT(S).

To the Members

RAJ AGRO MILLS LIMITED

We have examined the compliance of conditions of Corporate Governance by Raj Agro Mills Limited ("the Company") for the year ended on March 31, 2009, as stipulated in Clause 49 of the Listing Agreement(s) with the Stock Exchange(s) in India.

The compliance of conditions of Corporate Governance is the responsibility of the Company's 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 explanation given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above Listing Agreements.

We further state that no investor grievance(s) received during the year ended 31st March, 2009 is un-attended/pending for a period exceeding one month against the company as per records maintained by the Company.

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 P.C. GOYAL & CO.
CHARTERED ACCOUNTANTS
SD/-
(CA P.C. GOYAL)
PROP.
M.NO. 80377

PLACE : LUDHIANA

DATE : 30.06.2009

CEO & CFO CERTIFICATION

To

The Board of Directors

Raj Agro Mills Limited

We, hereby certify that to the best of our knowledge and belief

- That we have reviewed the balance sheet and profit and loss account as at 31.03.2009 and all its schedules and notes on accounts, as well as the cash flow statements etc.
- That these statements do not contain any materially untrue statements or omit any material fact nor do they contain statements that might be misleading;
- That these statements together present a true and fair view of the company, and are in compliance with the existing accounting standards and / or applicable laws / regulations;
- That no transactions entered into by the Company during the year, which are fraudulent illegal or violative of the Company's Code of conduct.
- That we are responsible for establishing and maintaining internal controls and have evaluated the effectiveness of internal control systems of the company; and we have also disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal control, if any, and what we have done or propose to do to rectify these;
- That we have also disclosed to the Auditors as well as the Audit Committee, instances of significant fraud, if any, that involves management or employees having a significant role in the company's internal control systems; and
- That we have indicated to the Auditors, the Audit Committee and in the notes on accounts, whether or not there were significant changes in internal control and / or of accounting policies during the year.

FOR RAJ AGRO MILLS LIMITED

PLACE : LUDHIANA

DATE : 30.07.2009

Sd/-
(NEERAJ UPPAL)
GM (FINANCE & TAXATION)

Sd/-
(SANJEEV BANSAL)
MANAGING DIRECTOR



Annexure - III

ANNEXURE TO THE DIRECTORS REPORT

MANAGEMENT DISCUSSION AND ANALYSIS

(Pursuant to Clause 49 of the Listing Agreement entered into with the Stock Exchanges)

While it has been the practice of the Company to regularly share with Members the developments/information on the Company and the Industry Front. However, this section and format is being offered as part of the Annual Report.

OVERVIEW

Financial Statements of the Company have been prepared in compliance with the requirements of the Companies Act, 1956 and generally accepted accounting principles in India. There are no material departures from the prescribed accounting standards in the adoption of accounting standards. The management of the Company accepts responsibility for the integrity and objectivity of these financial statements, as well as various estimates and judgments used therein. The estimates and judgments relating to financial statements have been made on a prudent and reasonable basis so that financial statements reflect in a true and fair manner, the form and substance of transactions and reasonable present the company's state of affairs and profit and loss for the year. The predictions and future estimates in any statements given in this report are based on current environment. However, many unforeseen and uncontrollable external factors may alter these predictions.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has proper and adequate internal control systems to ensure that all transactions both financial and operational are authorised, recorded correctly. This system ensures that all assets of the Company are properly protected against loss and put to authorised use only. Implementation of internal control system is ensured by the Management by reviewing it periodically. The Audit Committee meets at regular intervals to review audit observations and implementation of corrective actions and submit reports of its observations to the Board of Directors.

RISK AND MANAGEMENT PERCEPTION

Risk is necessary part and parcel of each business and risk taking is must for business growth. However, negative impact of business risk has to be managed through effective risk management both at policy formulation and implementation levels. Operations of the Company are subject to general business risk which includes competition in the market both national and international, fluctuation in currency parity and political & social instability in the Country. Though adequate care is taken to minimise impact of such imponderables but it should be understood that these are inherent and inescapable in any business situation.

HUMAN RESOURCES/INDUSTRIAL RELATIONS

Company enjoys excellence relationship with its personnel and considers them as an essential part of the organisation. Development and well being of people working for the company has been a corner stone of management policy. The company is committed to building up the skills and capabilities of all its employees and to providing them with a challenging and rewarding work environment.

OUTLOOK

The Company is doing all its efforts to achieve the maximum utilisation of its resources in the given constraints. Steps taken by the Company over last several years to continue upgrading the technology, improve internal working parameters and substantially reduce its cost and add value to its product for its customers will enable it to face global challenges in times to come.

MARKET POTENTIAL AND FUTURE OUTLOOK

- The country's consumption places India behind only China and the European Union in total edible oil consumption. The growth in consumption of edible oil has been driven by increased population and growing incomes.



- With its large population and continued strong economic growth, India is likely to register strong gains in total and per-capita edible oil consumption in the medium term.
- By 2010, India's total requirement of edible oils for the projected population of 1.25 billion at the projected per capita consumption of about 15 kg per annum is expected to be around 19 million ton.
- The industry has to contend with increasing competition from imports, the rising cost of oil seeds and the expanding demand-supply gap. Since the production of oil seeds is heavily dependent on monsoons, around 40% of the demand for edible oils within the country has to be met by imports which may continue.

SWOT ANALYSIS

Strengths

- a) Rich experience in the Oil Industry.
- b) Availability of Latest market information and technology so as to keep pace with developments and ground market requirements in the industry.
- c) Qualified, motivated and professionally competent workforce.
- d) Easily accessibility and proximity to raw material.
- e) Unit strategically located to service the various customers in the region.

Weaknesses

- a) The products processed by the company are edible grade perishable items and hence any impurity in the products may lead to excessive negative publicity.

Opportunities

- a) Company shall have benefit of economies of scale with the increased in the capacity of refining.
- b) The edible oil market in India is growing rapidly. India though being one of the largest consumers of edible oil in the world, still has a very low per capita consumption. Thus substantial potential exists for increase in demand for edible oils in future.
- c) Due to changing habits and health conscious concept of the consumers, more and more consumers are shifting their traditional consumptions habits to Refined Rice Bran Oil.
- d) There is a huge demand-supply gap in the products of the company which will benefit the Company immensely and such the opportunities for further expansion will arise.

Threats

- a) Changes in Government policies.
- b) Raw material cost is about 85% of the total cost.
- c) Competition from prospective manufacturers can effect operation of the company.

CAUTIONARY STATEMENT

Statement in the Management Discussion and Analysis describing Company objectives, expectations, projections, estimates may be "forward looking statements" within the meaning of applicable laws and regulations.

Actual results could differ materially from those expressed or implied. Important factor that could make a difference to the Company's operations include economic conditions affecting demand/ supply and oils price conditions in the domestic and overseas market, changes in government regulations and policies, tax laws, others statues and incidental factors within and outside the country and various incidental factors.

The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.



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Auditor's Report

To

The Members of

Raj Agro Mills Ltd.

We have audited the attached Balance Sheet of Raj Agro Mills Ltd as at 31st March 2009, the profit and loss account and also the cash flow statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

1. We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
2. As required by the Companies (Auditor's Report) Order, 2003 issued by the 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.
3. Further to our comments in the Annexure referred to above, we report that;
 - a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the company so far as appears from our examination of those books;
 - c) The Balance sheet, Profit and loss account and Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - d) In our opinion, the Balance sheet, Profit and loss account and Cash Flow Statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;
 - e) On the basis of written representations received from the directors, as on 31st March 2009 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March 2009 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;
 - f) In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - i) in the case of balance sheet, of the state of affairs of the company as at 31st March 2009; and
 - ii) in the case of the profit and loss account, of the loss for the year ended on that date; and
 - iii) in the case of the cash flow statement, of the cash flows for the year ended on that date.

FOR P.C. GOYAL & CO.
CHARTERED ACCOUNTANTS
SD/-
(CA P.C. GOYAL)

PROP.

M.NO. 80377

PLACE : LUDHIANA

DATE : 20.05.2009



ANNEXURE REFERRED TO IN PARAGRAPH 2 OF OUR REPORT OF EVEN DATE TO THE MEMBERS OF RAJ AGRO MILLS LTD., ON THE ACCOUNTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2009.

- (i) (a) The company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) All the assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) Fixed Assets disposed off during the year, in our opinion, do not constitute substantial part of the fixed assets of the Company and such disposal has not affected the going concern status of the Company.
- (ii) (a) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- (b) The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- (c) The company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the books records were not material.
- (iii) (a) The Company has taken unsecured loan from one person covered in the register maintained under section 301 of the Companies Act, 1956. The maximum amount involved during the year was Rs.55.00 Lacs and year end balance of the loan taken from such person is Rs.55.00 Lacs. The company has not granted any loan to parties covered in the register maintained under section 301 of the Companies Act, 1956.
- (b) In our opinion, the rate of interest and other terms and conditions of such loan are not., prima face, prejudicial to the interest of the company.
- (c) The company is regular in repayment of principal as stipulated and has been regular in payment of interest.
- (d) There is no overdue amount of loan taken from companies, firms & other persons listed in the register maintained under section 301 of the Companies Act, 1956.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
- (v) (a) According to the information and explanation given to us, we are of the opinion that the transactions that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.
- (b) In our opinion and according to the information and explanation given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 and exceeding the value of rupees five lacs in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
- (vi) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of Sections 58A and 58AA of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules 1975 with regard to the deposits accepted from the public. No order has been passed by the Company Law Board.
- (vii) In our opinion the company has an internal audit system commensurate with the size and nature of its business.
- (viii) We have broadly reviewed the books of account relating to materials, labour and other items of cost maintained by the company pursuant to the Rules made by the Central Government for the maintenance of cost records under section 209(1)(d) of the Companies Act, 1956 and we are of the opinion that *prima facie* the prescribed accounts and records have been made and maintained. However we are not required to and have not carried out detailed examination of such accounts and records with a view of determining whether they are accurate or complete.
- (ix) (a) According to the information and explanations given to us and the books and records examined by us, the company has been regular in depositing with appropriate authorities undisputed statutory dues including Provident fund, Investor Education and Protection Fund, Employee's state insurance, Income tax, Vat/CST, Wealth tax, Service Tax, Custom Duty, Excise duty, Cess and other material statutory dues applicable to it.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of Provident fund, Investor Education and Protection Fund, Employee's state insurance, Income tax, VAT/CST,



Wealth tax, Custom Duty, Excise duty, Cess were in arrears, as at 31.03.2009 for a period of more than six months from the date they became payable.

- (c) As at 31st March 2009 according to the records of the company and the information and explanation given to us, the following are the particulars of dues on account of sales tax penalty matters that have not been deposited on account of any dispute:

Name of the statute	Nature of the dues	Amount (in Rs.)	Period to which the amount relates	Forum where dispute pending
The Punjab VAT ACT, 2005	Penalty u/s 51(7)(b)	35,500/-	Fin Year 2006-2007	Appeal before Deputy Excise & Taxation Commissioner Cum Joint Director (Enforcement), Bathinda.
The Punjab VAT ACT, 2005	Penalty u/s 51(7)(b)	2,62,000/-	Fin Year 2005-2006	Appeal before Deputy Excise & Taxation Commissioner, Patiala.

However according to information and explanation given to us, a sum of Rs.8,875/- was deposited on 22.07.2006 and Rs.65,500/- deposited on 10.06.2006 against the above demand.

- (x) In our opinion, the accumulated losses of the company are not more than 50% of its net worth. The company has incurred cash losses during the financial year covered by our audit, however, there were no cash losses in the immediately preceding financial year.
- (xi) In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of dues to Banks, financial institutions. There is no debenture issued by the company.
- (xii) In our opinion and according to the 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) In our opinion, the company is not a chit fund or a nidhi/mutual benefit fund/society. Therefore the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- (xiv) In our opinion and according to the information and explanations given to us, the company is not a dealer or trader in securities. The Company has invested surplus funds in marketable securities and mutual funds. According to the information and explanations given to us, proper records have been maintained of the transactions and contracts and timely entries have been made therein. The investments in marketable securities and mutual funds 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 in respect of loans taken by others from banks or financial institutions.
- (xvi) Based on the information and explanations given to us by the management, term loans were applied for purpose for which the loans were obtained.
- (xvii) According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that the no funds raised on short-term basis have been used for long-term investment. No long-term funds have been used to finance short-term assets except permanent working capital.
- (xviii) According to the information and explanation given to us, the company has made preferential allotment of 10% Redeemable Non-cumulative Participative Preference Shares to the parties covered in the register maintained under section 301 of the Companies Act, 1956. In our opinion, the prices at which shares have been issued is not prejudicial to the interest of the company.
- (xix) The company has not issued debentures during the period covered by our audit report.
- (xx) The company has not raised any money through a public issue during the period covered by our audit report.
- (xxi) Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud on or by the company has been noticed or reported during the course of our audit.

FOR P.C. GOYAL & CO.
CHARTERED ACCOUNTANTS
SD/-
(CA P.C. GOYAL)
PROP.
M.NO. 80377

PLACE : LUDHIANA
DATE : 20.05.2009



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RAJ AGRO MILLS LIMITED

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BALANCE SHEET AS AT 31ST MARCH 2009

PARTICULARS	ANNEXURE	CURRENT YEAR RS.	PREVIOUS YEAR RS.
SOURCES OF FUNDS			
Share Holders Funds			
Share Capital	1	76036000.00	46036000.00
Reserves & Surplus	2	<u>45685336.04</u>	<u>87611376.74</u>
		121721336.04	133647376.74
Loans Funds			
Secured Loans	3	133542949.04	44491509.42
Unsecured Loans	4	<u>11773941.00</u>	<u>13150000.00</u>
		145316890.04	57641509.42
Deferred Tax Liability (Net of Asset)		(1320377.00)	12474725.00
TOTAL		<u>265717849.08</u>	<u>203763611.16</u>
APPLICATION OF FUNDS			
Fixed Assets			
Gross Block	5	141278732.90	129786150.28
Less : Depreciation		<u>61641392.67</u>	<u>55391783.71</u>
		79637340.23	74394366.57
Capital work in progress		<u>67795420.69</u>	<u>275070.00</u>
		147432760.92	74669436.57
Investments	6	1359497.24	595000.00
Current Assets, Loans & Advances			
Inventories	7	148016761.00	156540378.00
Sundry Debtors	8	77836656.41	107911532.84
Cash & Bank Balance	9	28444811.95	39806735.96
Loans & Advances	10	<u>38102961.07</u>	<u>25285548.93</u>
		292401190.43	329544195.73
Less : Current Liabilities & Provisions	11	<u>175475599.51</u>	<u>201045021.14</u>
		116925590.92	128499174.59
TOTAL		<u>265717849.08</u>	<u>203763611.16</u>

Signed in terms of our report of even date

For P. C. Goyal & co.

Chartered Accountants

Sd/-

(CA. P. C. Goyal)

Proprietor

M.NO. 080377

Place : Ludhiana

Date : 20.05.2009

Sd/-

Sanjeev Bansal
Managing Director

Sd/-

Neeraj Uppal
G.M. (Finance & Taxation)

For & on behalf of the board

Sd/-

Sahil Bansal
Director(Finance)

Sd/-

Davinder Kumar
GM (Legal) cum
Company Secretary

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

Sales & Services	12	1306238013.65	1169489251.76
Other Income	13	6833499.76	465705.56
		<u>1313071513.41</u>	<u>1169954957.32</u>

EXPENDITURE

Raw Material Consumed	14	1192298006.10	1044844319.61
Manufacturing Expenses	15	83146919.88	53501952.95
Personnel Expenses	16	8673348.25	6489014.00
Office & Administrative Expenses	17	5536093.83	4026202.49
Repair & Maintenance	18	6221415.56	6788164.98
Financial Expenses	19	23103968.30	15093962.02
Selling Expenses	20	45859899.23	29447104.00
Depreciation		7012622.96	6684315.18
(Increase)/Decrease in Stock	21	(3087488.00)	(23954957.00)

TOTAL

<u>1368764786.11</u>	<u>1142920078.23</u>
----------------------	----------------------

Profit Before Fringe Benefit Tax	-55693272.70	27034879.09
Provision for Fringe Benefit Tax	116107.00	94706.00
Profit Before Tax	<u>-55809379.70</u>	<u>26940173.09</u>
Provision for Current Tax	0.00	4106455.00
Profit After Current Tax	<u>-55809379.70</u>	<u>22833718.09</u>
Less:		
Provision for Deferred Tax	-13795102.00	2411858.00
Income Tax for earlier years/Interest on TDS, FBT	-88237.00	139055.00
Profit After Tax	<u>-41926040.70</u>	<u>20282805.09</u>

Profit Brought Forward	71413670.13	51130865.04
Balance Profit Carried Forward	<u>29487629.43</u>	<u>71413670.13</u>

Basic Earnings Per Share(EPS) (RS.)	-13.51	6.54
Diluted Earnings Per Share(EPS) (RS.)	-13.51	6.54
Nominal Value Per Equity Share(RS.)	10.00	10.00

**Significant Accounting Policies and
Notes on Accounts**

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Signed in terms of our report of even date

For P. C. Goyal & co.

Chartered Accountants

Sd/-

(CA. P. C. Goyal)

Proprietor

M.NO. 080377

Place : Ludhiana

Date : 20.05.2009

For & on behalf of the board

Sd/-

**Sanjeev Bansal
Managing Director**

Sd/-

**Neeraj Uppal
G.M. (Finance & Taxation)**

Sd/-

**Sahil Bansal
Director(Finance)**

Sd/-

**Davinder Kumar
GM (Legal) cum
Company Secretary**



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CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2009

PARTICULARS	CURRENT YEAR (Rs.)	PREVIOUS YEAR (Rs.)
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit/(Loss) Before Tax And Extra ordinary Items	(55693272.70)	27034879.09
Adjustment for :		
Depreciation	7012622.96	6684315.18
Interest Paid	944878.00	2095508.68
Capital Expenditure W/off	2015.00	2015.00
Dimunition in the value of investment	273800.00	2000.00
(Profit)/Loss on sale of Investments	0.00	100249.32
(Profit)/Loss on sale of Assets (Net)	(682667.00)	561727.45
Operating Profit before Working Capital changes	(48142623.74)	36480694.72
Decrease/(Increase) in Trade & other Receivable	17628877.29	(25955880.19)
(Increase)/Decrease in Inventories	8523617.00	(44947061.00)
Increase/(Decrease) in Trade Payables & Provisions	(25684294.63)	84842170.88
Cash Generated from operations	(47674424.08)	50419924.41
Income Tax /Fringe Benefit Tax Paid	(31962.00)	(5081791.00)
Net Cash from/(used) Operating Activities	(47706386.08)	45338133.41
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(77881957.31)	(5100622.57)
Proceeds from sale of assets	1033278.00	3260299.00
Capital Investment Subsidy	0.00	3000000.00
Purchase of Investment	(1038297.24)	(9332658.90)
Sale of Investment	0.00	9132409.58
Net Cash from/(used) In Investing Activities	(77886976.55)	959427.11
C. CASH FLOW FROM FINANCING ACTIVITIES		
Preference Shares	30000000.00	
Proceeds from long term borrowings	73300000.00	21600000.00
Repayment of long term borrowings	(16316934.00)	(37961424.32)
Interest Paid	(2895601.00)	(2289519.68)
Cash Credit	30142973.62	(6217304.95)
Net Cash from/(used) In Financing Activities	114231438.62	(24868248.95)
Net Increase/(Decrease) in cash and cash Equivalents	(11361924.01)	21429311.57
Cash and Cash equivalents (Opening Balance)	39806735.96	18377424.39
Cash and Cash equivalents(Closing Balance)	28444811.95	39806735.96
Cash and Cash Equivalents Comprises		
Cash and Cheques in Hand	8466545.29	8102226.45
Balance with Scheduled Banks	19978266.66	31704509.51
	28444811.95	39806735.96

Notes on Cash Flow Statement for the year ended 31st March 2009

- The Cash Flow Statement is prepared in accordance with the format prescribed by Securities and Exchange Board of India and as per Accounting Standard -3 prescribed by the Institute of Chartered Accountants of India.
- In Part A of the Cash Flow Statement, figures in brackets indicate deduction made from Net Profit for deriving Cash Flow from operating activities. In Parts B & C, figures in brackets indicate Cash Outflows.
- Figures of the previous year have been regrouped wherever necessary, to conform to current year's presentation.

Signed in terms of our report of even date

For P. C. Goyal & co.
Chartered Accountants
Sd/-
(CA. P. C. Goyal)
Proprietor
M.NO. 080377

Sd/-
Sanjeev Bansal
Managing Director

Sd/-
Neeraj Uppal
G.M. (Finance & Taxation)

For & on behalf of the board

Sd/-
Sahil Bansal
Director(Finance)

Sd/-
Davinder Kumar
GM (Legal) cum
Company Secretary

Place : Ludhiana
Date : 20.05.2009



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SCHEDULES FORMING PART OF THE ACCOUNTS

PARTICULARS	CURRENT YEAR RS.	PREVIOUS YEAR RS.
SHARE CAPITAL		ANNEXURE-1
AUTHORISED CAPITAL		
i) EQUITY SHARES		
3250000 Equity Shares(Previous Year 3250000) of Rs 10/- each	32500000.00	32500000.00
ii) PREFERENCE SHARES		
450000 10% Redeemable, Non-Cumulative Participative Preference shares (Previous Year 150000) of Rs 100/-each.	45000000.00	15000000.00
TOTAL	77500000.00	47500000.00
ISSUED, SUBSCRIBED AND PAID UP		
i) EQUITY SHARES		
3103600 Equity Shares(Previous Year 3103600) of Rs 10/- each (Out of above shares 600000 Equity shares were allotted as fully paid up Bonus Shares by capitalisation of surplus in the Profit & Loss A/c)	31036000.00	31036000.00
ii) PREFERENCE SHARES		
450000 10% Redeemable, Non-Cumulative Participative Preference shares (Previous Year 150000) of Rs 100/-each.	45000000.00	15000000.00
TOTAL	76036000.00	46036000.00
RESERVE & SURPLUS		ANNEXURE-2
SECURITIES PREMIUM ACCOUNT	16197706.61	16197706.61
SURPLUS IN PROFIT & LOSS ACCOUNT	29487629.43	71413670.13
TOTAL	45685336.04	87611376.74
SECURED LOANS		ANNEXURE-3
TERM LOAN		
FROM STATE BANK OF INDIA :	59324400.00	0.00
WORKING CAPITAL LOAN		
FROM STATE BANK OF INDIA :		
i) Against Hypothecation of Stocks & Book-Debts	63993502.04	14296891.21
ii) Against Foreign Currency Demand Loan	0.00	29665553.21
iii) Stand by Line of Credit	10111916.00	
(Secured by way of hypothecation of all kinds of stocks including work in process and book debts of the company and first charge on the entire fixed assets of the company as well as personal guarantee of two directors.)		
VEHICLES LOAN		
FROM KOTAK MAHINDERA PRIME LTD	113131.00	529065.00
(Secured by way of hypothecation of Vehicle purchased under Vehicle Loan Cum Hypothecation Agreement.)		
TOTAL	133542949.04	44491509.42

SCHEDULE FORMING PART OF BALANCE SHEET.....(CONTD.)
ANNEXURE-5 FIXED ASSETS

Amount in Rs.

PARTICULARS	RATE OF DEP.	AS AT 01.04.2008	GROSS ADDITION DURING THE PERIOD	BLOCK SALE/ADJ DURING THE PERIOD	AS AT 31.03.2009	DEPRECIATION			AS AT 31.03.2009	NET BLOCK	
						AS AT 01.04.2008	PROVIDED FOR THE YEAR	ADJ. DURING THE YEAR		AS AT 31.03.2009	AS AT 31.03.2008
LAND	0.00%	1435749.00	0.00	0.00	1435749.00	0.00	0.00	0.00	0.00	1435749.00	1435749.00
BUILDING	3.34%	15103233.79	0.00	0.00	15103233.79	5200844.96	504448.01	0.00	5705292.97	9397940.82	9902388.83
PLANT & MACHINERY	5.28%	98591698.27	12033226.62	1113625.00	109511299.89	43635693.49	5334494.27	763014.00	48207173.76	61304126.13	54956004.78
ELECTRIC INSTALLATION	4.75%	3515489.40	0.00	0.00	3515489.40	1394739.26	166985.75	0.00	1561725.00	1953764.39	2120750.14
WEIGHING BRIDGE	4.75%	557538.62	0.00	0.00	557538.62	417293.22	26483.08	0.00	443776.29	113762.32	140245.40
LABORATORY EQUIPMENTS	4.75%	474854.30	330000.00	0.00	804854.30	220183.80	35524.58	0.00	255708.38	549145.92	254670.50
OFFICE EQUIPMENTS	4.75%	1835509.48	29848.00	0.00	1865357.48	804091.84	88255.70	0.00	892347.54	973009.94	1031417.64
FURNITURE & FIXTURES	6.33%	965658.47	52912.00	0.00	1018570.47	497323.35	62841.18	0.00	560164.53	458405.94	468335.12
REFRIGERATOR	7.07%	23820.00	12900.00	0.00	36720.00	6570.18	2154.07	0.00	8724.24	27995.75	17249.82
FIRE FIGHTING EQUIPMENTS	4.75%	84553.00	0.00	0.00	84553.00	64479.76	4016.27	0.00	68496.02	16056.97	20073.24
COMPUTER	16.21%	332214.00	144941.00	0.00	477155.00	234041.64	68474.89	0.00	302516.52	174638.47	98172.36
VEHICLES											
TRUCK	11.31%	3688098.25	0.00	0.00	3688098.25	2090230.52	417123.91	0.00	2507354.43	1180743.82	1597867.73
SCOOTER	9.50%	101944.00	0.00	0.00	101944.00	23916.56	9684.68	0.00	33601.24	68342.76	78027.44
CAR	9.50%	3073137.00	0.00	0.00	3073137.00	800743.13	291948.02	0.00	1092691.15	1980445.85	2272393.87
CYCLE	7.07%	2652.70	2380.00	0.00	5032.70	1632.00	188.55	0.00	1820.56	3212.15	1020.70
TOTAL		129786150.28	12606207.62	1113625.00	141278732.90	55391783.71	7012622.96	763014.00	61641392.67	79637340.23	74394366.57
CAPITAL WORK IN PROGRESS											
BUILDING		0.00	6306012.69	0.00	6306012.69	0.00	0.00	0.00	0.00	6306012.69	0.00
PLANT & MACHINERY		275070.00	69266972.38	12033226.62	57508815.76	0.00	0.00	2015.00	2015.00	57506800.76	275070.00
ELECTRIC INSTALLATION		0.00	241954.00	0.00	241954.00	0.00	0.00	0.00	0.00	241954.00	0.00
FURNITURE & FIXTURE		0.00	368212.24	0.00	368212.24	0.00	0.00	0.00	0.00	368212.24	0.00
PRE OPER. EXP.		0.00	3372441.00		3372441.00	0.00	0.00	0.00	0.00	3372441.00	0.00
G.TOTAL		130061220.28	92161799.93	13146851.62	209076168.59	55391783.71	7012622.96	765029.00	61643407.67	147432760.92	74669436.57

SCHEDULES FORMING PART OF THE ACCOUNTS

PARTICULARS	CURRENT YEAR RS.	PREVIOUS YEAR RS.
UNSECURED LOANS		ANNEXURE-4
DEPOSITS		
From Shareholder	5500000.00	0.00
From Others	6273941.00	13150000.00
TOTAL	11773941.00	13150000.00
INVESTMENTS		ANNEXURE-6
A. LONG TERM INVESTMENTS	1359497.24	0.00
B. CURRENT INVESTMENTS	0.00	595000.00
	1359497.24	595000.00
INVESTMENTS		
Aggregate Value Of	31.03.2009	31.03.2009
	BOOK VALUE	MARKET VALUE
Quoted Investments	1038297.24	761050.00
Unquoted Investments	600000.00	321200.00
		31.03.2008
		BOOK VALUE
		MARKET VALUE
		0.00
		0.00
		600000.00
		602300.00
INVENTORIES		ANNEXURE-7
(As taken, valued and certified by the Management)		
Raw Material	95149474.00	108792508.00
Work in Process	17960000.00	14052000.00
Finished Goods	29007407.00	29827919.00
Stores & Spares, Packing, Chemicals & Consumables	5899880.00	3867951.00
TOTAL	148016761.00	156540378.00
SUNDRY DEBTORS		ANNEXURE-8
Unsecured		
Exceeding six months		
Considered Good	29879310.50	643450.00
Considered Doubtful	108290.00	427205.00
Others (Considered Good)	47849055.91	106840877.84
TOTAL	77836656.41	107911532.84



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SCHEDULES FORMING PART OF THE ACCOUNTS

PARTICULARS	CURRENT YEAR RS.	PREVIOUS YEAR RS.
CASH & BANK BALANCES		ANNEXURE-9
Cash Balance in hand	733945.29	1394556.45
Bank Balances With Scheduled Banks		
In Current Accounts	8618266.66	13519509.51
Cheques/Drafts Deposited but not credited	7732600.00	6707670.00
In Fixed Deposits with State Bank of India (Under lien)	11360000.00	18185000.00
TOTAL	28444811.95	39806735.96
LOANS & ADVANCES		ANNEXURE-10
Advances recoverable in cash or in kind or for value to be received		
Considered Good	24854815.70	21202021.56
Considered Doubtful	106875.00	1087961.00
Considered Good (ag. Capital goods)	12167104.00	2025000.00
Securities Deposits	974166.37	970566.37
TOTAL	38102961.07	25285548.93
CURRENT LIABILITIES & PROVISIONS		ANNEXURE-11
Current Liabilities		
Amount due to Small & Micro Enterprises	0.00	0.00
Amount due other than Small & Micro Enterprises		
Sundry Creditors for Raw Material	128269994.96	176414694.00
Sundry Creditors for Capital Goods	511079.96	326187.96
Advances from parties against supplies	948363.00	2434362.00
Sundry payables & Expenses payables	25239616.71	154969054.63
		17503975.18
		196679219.14
Provisions		
Current Tax	0.00	4106455.00
Fringe Benefit Tax	116107.00	1234.00
Foreign exchange fluctuations	20390437.88	20506544.88
		258113.00
		4365802.00
TOTAL	175475599.51	201045021.14



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SCHEDULES FORMING PART OF THE ACCOUNTS

PARTICULARS	CURRENT YEAR RS.	PREVIOUS YEAR RS.
SALES & SERVICES		ANNEXURE-12
Sales		
Net of Return, cash discount & shortage allowances etc.	<u>1306238013.65</u>	<u>1169489251.76</u>
	<u>1306238013.65</u>	<u>1169489251.76</u>
OTHER INCOME		ANNEXURE-13
Interest Received on FDR ag. Margin money	1073596.00	
Commission Received	4000000.00	
Bargain Settlement	737000.00	
Insurance Claims	502783.00	
Profit on Sale of Assets	682667.00	
Interest on Income Tax Refund	67163.26	
Profit on commodities trading	6716.94	
Other Income	37373.56	
	<u>7107299.76</u>	
[-] : Less		
Diminution in the Value of Investment	<u>273800.00</u>	<u>465705.56</u>
TOTAL	<u>1313071513.41</u>	<u>1169954957.32</u>
MATERIALS		ANNEXURE-14
RAW MATERIAL CONSUMED		
Opening Stock	108792508.00	86923549.00
Purchases	1137125138.72	1069503869.61
	<u>1245917646.72</u>	<u>1156427418.61</u>
Less : Closing Stock	95149474.00	108792508.00
Balance Consumed	1150768172.72	1047634910.61
Foreign Exchange Rate Fluctuations	41529833.38	-5905223.00
Purchase of finished goods	0.00	3114632.00
TOTAL	<u>1192298006.10</u>	<u>1044844319.61</u>
MANUFACTURING EXPENSES		ANNEXURE-15
Opening Stock	3557973.00	4415541.00
Purchases :		
Chemical & consumables	22458525.28	20502812.96
Fuel	12085749.90	6364570.96
Hydrogen Gas	1285905.00	577050.00
Packing Material	25724725.46	65112878.64
Less : Closing Stock	5495100.00	11230582.80
	<u>59617778.64</u>	<u>43090557.72</u>
		<u>39532584.72</u>
Manufacturing Wages	4610661.00	2947344.00
Power	12231413.00	9997345.00
Generator Expenses (Diesel Used)	6325499.00	890633.00
Laboratory Expenses	361568.24	134046.23
TOTAL	<u>83146919.88</u>	<u>53501952.95</u>



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SCHEDULES FORMING PART OF THE ACCOUNTS

PARTICULARS	CURRENT YEAR RS.	PREVIOUS YEAR RS.
PERSONNEL EXPENSES		ANNEXURE-16
Directors Remuneration (Incl. Sitting Exps.)	1252300.00	1197342.00
Staff Salaries	3362997.00	1933438.00
House Rent Allowance	892359.00	1050888.00
Special Allowance	38524.00	47047.00
Bonus	1142185.00	813548.00
Employer's Contribution to ESI	346474.00	232607.00
Employer's Contribution to EPF	832358.00	567685.00
Employer's Contribution to LWF	4851.00	3576.00
Leave with Wages	313464.00	206096.00
Labour Welfare	32716.25	14873.00
Gratuity	218900.00	236420.00
EDLI & EGI	30790.00	24531.00
Transport Allowance	205430.00	160963.00
TOTAL	8673348.25	6489014.00
OFFICE & ADMINISTRATIVE EXPENSES		ANNEXURE-17
Fees & Taxes	409830.00	138908.00
Insurance Expenses	1370479.00	1330159.00
Telephone Expenses	521173.55	346431.92
Statutory Auditor's Remuneration	49635.00	50562.00
Cost Auditor's Remuneration	16500.00	16500.00
Legal & Professional Expenses	776425.60	180919.80
Travelling Expenses :		
: Directors	539271.72	0.00
: Others	216279.00	151439.00
Printing & Stationery	159704.16	87212.25
Advertisement	36308.00	47474.00
A.G.M. Expenses	14175.00	9551.00
Loss on sale of Assets	0.00	847965.45
Capital Work -in-Progress W/Off	2015.00	2015.00
Service Tax on Freight	929898.00	305235.00
Education Cess on Freight	28131.00	9196.00
Bad Debts	100000.00	60871.47
Local Conveyance	28337.00	20579.00
Festival Celebration Expenses	36195.00	51610.00
Securities Transaction Tax	0.00	22918.00
Other General Expenses	301736.80	346655.60
TOTAL	5536093.83	4026202.49



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SCHEDULES FORMING PART OF THE ACCOUNTS

PARTICULARS	CURRENT YEAR RS.	PREVIOUS YEAR RS.
REPAIR & MAINTENANCE		ANNEXURE-18
Opening Stock	275000.00	300000.00
Add : Purchases	2599651.26	4619933.45
	<u>2874651.26</u>	<u>4919933.45</u>
Less closing Stock	<u>350000.00</u>	<u>275000.00</u>
	2524651.26	4644933.45
Electricals	404681.80	211362.00
Vehicles-Motor Cars	481305.00	305809.44
Vehicles-Others	2722138.50	1532530.09
Building	0.00	67988.00
Other	88639.00	25542.00
TOTAL	<u>6221415.56</u>	<u>6788164.98</u>
FINANCIAL EXPENSES		ANNEXURE-19
Interest	16686250.92	11695938.55
Bank Charges	6315830.38	3139910.47
Foreign Exchange Rate Fluctuations	101887.00	258113.00
TOTAL	<u>23103968.30</u>	<u>15093962.02</u>
SELLING EXPENSES		ANNEXURE-20
VAT & CST	33002726.23	18898274.00
Freight Outward	9161531.00	4588685.00
Brokerage & commission	3237575.00	5573212.00
Others	458067.00	386933.00
TOTAL	<u>45859899.23</u>	<u>29447104.00</u>
(INCREASE)/DECREASE IN STOCK		ANNEXURE-21
Opening Stock		
Finished Goods	29827919.00	
Work-in-Process	14052000.00	43879919.00
		19924962.00
Closing Stock		
Finished Goods	29007407.00	
Work-in-Process	17960000.00	
		43879919.00
(Increase)/Decrease in Stock	<u>46967407.00</u>	<u>43879919.00</u>
	<u>(3087488.00)</u>	<u>(23954957.00)</u>



**ANNEXURES FORMING PART OF THE BALANCE SHEET AND PROFIT & LOSS ACCOUNT FOR THE YEAR
ENDING 31ST MARCH 2009**

A. STATEMENT ON SIGNIFICANT ACCOUNTING POLICIES

- a. **Description of Business:** The Company is engaged in Hydrogenation of vegetable oils and the related products like Vanaspati and Refined oil.
- b. **Basis of preparation of financial statements:** The financial statements have been prepared under the historical cost convention, in accordance with the Generally Accepted Accounting Principles (GAAP) and as per the provisions of the Companies Act, 1956 as adopted consistently by the company. All the Income and Expenditure having material bearing on the financial statements are recognised on accrual basis.
- c. **Use of Estimates:** The preparation of the financial statements in conformity with the GAAP requires that the management make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities as of the date of the financial statements, and the reported amount of revenues and expenses during the reported period. Actual results could differ from those estimates.
- d. **Revenue Recognition:** The Company follows the mercantile system of accounting and recognizes income & expenditure on accrual basis except gratuities. The accounts are prepared on the historical cost basis, as a going concern & are consistent with the generally accepted accounting principles. The gratuity is accounted for on payment basis.
- e. **Fixed Assets:** Fixed assets are capitalized at cost of acquisition including directly attributable cost of bringing the assets to their working condition for intended use and also including an appropriate share of incidental expenditure during construction/installation.
- f. **Depreciation:** Depreciation has been provided on the straight-line method in accordance with schedule XIV to the Companies Act, 1956. However, in case of trucks, we have discontinued to provide depreciation on those trucks whose written down value has already reached at about 5% of the Gross Block.
- g. **Investments:** Investments that are readily realizable and intended to be held for not more than a year are classified as Current Investment. All other investments are classified as Long Term Investment. Long-term investments are valued at cost, less provision for permanent diminution in the value of investment. Current Investments are valued at cost or market value whichever is lower.
- h. **Foreign Currency Transactions:** Transactions in foreign currencies are recorded at the exchange rates prevailing on the date of transaction. The exchange differences arising from foreign currency transactions are recognized in the profit & loss accounts. Monetary assets and liabilities denominated in foreign currency are translated at the rates of exchange at the balance sheet date and resultant gain or loss is recognized in the profit and loss account. Premium in respect of forward foreign exchange contracts are recognised over the life of the Contracts.
- i. **Accounting for Taxes on Income & Fringe Benefit Tax:**
 - a) Current tax is determined in accordance with the provisions of the Income Tax Act, 1961. Deferred Tax is recognized, subject to the consideration of prudence, on timing differences, being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets and liabilities are measured considering the tax rates and tax laws enacted or substantively enacted by the Balance Sheet date, in accordance with 'Accounting Standard – 22' of the Institute of Chartered Accountants of India. Deferred tax assets are recognized based on management's judgement as to the sufficiency of future taxable income against which the deferred tax assets can be realized.
 - b) Fringe Benefit Tax is provided on the aggregate amount of fringe benefits determined in accordance with the provisions of the relevant enactments at the specified rate of tax.
- j. **Inventories:**
 1. Raw material, Chemicals and consumables are valued at cost or net realizable value whichever is lower, cost being purchase price on FIFO basis plus other expenses incurred in bringing the inventories to their present location and condition, including duties (other than those subsequently recoverable from the taxation authorities.)



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2. Work in progress is valued at cost or net realizable value whichever is lower, cost i.e. Raw materials, Chemicals & Consumables at 100% of the cost & other direct expenses at 75% of the unit cost.
3. Finished goods are valued at Net realizable value.
4. Stores spares and components are taken at estimated value.

k. Retirement Benefit:

1. **Provident Fund:** The Company's contribution to the fund is charged to revenue as required under the statute/rules.
2. **Leave Encashment:** Provision for leave is made on the basis of leaves accrued to the employees during the financial year.
3. **Gratuity:** Gratuity is accounted for on payment basis.

l. Impairment of Assets:

As at each Balance Sheet date an assessment is made whether any indication exists that an asset has been impaired, if any such indication exists, an impairment loss i.e. the amount by which the carrying amount of an asset exceeds its recoverable amount is provided in the books of account.

B. NOTES ON ACCOUNTS

1. CONTINGENT LIABILITIES NOT PROVIDED FOR;

- i) Estimated amount of contracts remaining to be executed on Capital Account (Net of advance) is Rs.817.65 Lacs (Previous Year Nil)
- ii) Letter of Credit outstanding Rs.1133.76 Lacs (Previous Year Rs.1678.72 Lacs).
- iii) Claims against the company not acknowledged as debt are:
- Sales Tax pending in appeals Rs.2.23 Lacs (Previous Year Rs. 2.23 lacs)

2. The Gratuity is being charged to profit & loss account in the year in which it is paid. The liability for gratuity as on 31/03/2009 is Rs.12,04,923/- (Previous year Rs. 8,21,598/-).
3. Sundry Debtors, Loans and Advances include a sum of Rs.11,96,251/- recoverable as claim from certain parties which are considered doubtful, against which the management is taking effective steps for recovery.
4. In the opinion of the Board of Directors, the Current Assets, Loans and Advances have the value on realisation in the ordinary course of business at least equal to the amount at which they are stated except as expressly stated otherwise.
5. There are no Micro and Small Enterprises under The Micro, Small and Medium Enterprises Development Act, 2006 to whom the Company owes dues. The above information and that given in 'Sundry Liabilities – Schedule 11' regarding Micro and Small Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

6. Amounts Paid to Auditors:

i) Statutory Auditors	
Audit Fees	Rs.33,090/-
Taxation/Other Matters	<u>Rs.16,545/-</u>
Total:-	<u>Rs.49,635/-</u>
ii) Cost Audit Fees	Rs.14,000/-
Others Matters	<u>Rs. 2,500/-</u>
	<u>Rs.16,500/-</u>

7. Segmental Information:

The Company is a single segment company engaged in manufacturing of hydrogenated vegetable oils and the related products like Vanaspati and Refined oils. Accordingly the disclosure requirement as prescribed in the



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Accounting Standard 17 on "Segment Reporting" issued by The Institute of Chartered Accountants of India is not applicable.

8. RELATED PARTY DISCLOSURE:

The disclosures of transactions with the related parties as described in Accounting Standard-18 issued by the Institute of Chartered Accountants of India are given below:

Enterprises where control exists:

Nature of Transactions	AMOUNT (Rs.)	Outstanding Bal. As on 31.03.09
M/s. National Soap Mills, Ludhiana., For Purchases For Freight Expenses For Sales (Gross)	41,055/- 3,34,583/- 3,45,057/-	Nil
M/s. Rama Traders, Ludhiana For Sales (Gross)	41,73,278/-	Nil
M/s. Raj Industries, Nalagarh For Sales (Gross) For Sale of Capital Goods For Purchase of Capital Goodds	51,29,806/- 2,52,350/- 32,760/-	Nil
M/s. Raj Soap & Detergents Pvt Ltd., Ludhiana., For Purchases	1,44,782/-	Nil

9. Earning Per Share

a) Earning Per Share (EPS) computed in accordance with Accounting Standard-20 issued by The Institute of Chartered Accountants of India: -

Particulars	2008-09	2007-08
Net Profit as per Profit & Loss A/c	(4,19,26,041)	2,02,82,805
Weighted Average No. of Equity Shares outstanding During the year	31, 03,600	31, 03,600
Basic and Diluted Earning Per Share	(13.51)	6.54

10. Deferred Income Tax:

The company has considered deferred tax adjustments in accordance with Accounting Standard-22 on "Accounting for Taxes on Income" issued by The Institute of Chartered Accountants of India, after reviewing the status of the same as at the end of the accounting year, necessary differential adjustments has been reflected in profit & loss a/c for the current year.

	Rs.in Lacs
Deferred Tax Assets	
- On account of Current Year loss	168.61
- On account Timing difference In Current Year Depreciation	5.59
Total (A)	174.20
Deferred Tax Liability	
- On account of timing difference in Fixed Assets as on 01.04.2008	158.89
- On account of Profit on sale of fixed assets	2.11
Total (B)	161.00
Net Deferred Tax Asset (A) – (B)	13.20



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11. Investments:

Movements during the year	Opening		Purchases		Diminution in value	Closing	
	Nos.	Amount (Rs.)	Nos.	Amount (Rs.)	Amount (Rs.)	Nos.	Amount (Rs.)
Shares of Reliance Industries Ltd	--	--	500	10,38,297	--	500	10,38,297
SBI, One India Fund	50000	495000	--	---	2,28,000	50000	2,67,000
SBI, Infrastructure Fund	10000	100000	--	---	45,800	10000	54,200

12. Remuneration paid to Whole time director(s) is Rs.1 2,52,300/- (P.Y. 11,97,342/-).
13. Debit and credit balances, on whatever account, are subject to confirmation from the respective parties.
14. The previous year figures have been regrouped and recasted wherever necessary to make them comparable with the current year figures.
15. Additional information pursuant to para 3 & 4 of Part- II of schedule VI to the Companies Act, 1956 (to the extent applicable) is attached herewith.
16. Information pursuant to part IV of schedule VI to the Companies Act, 1956 is attached herewith.
17. Annexure from "1" to "22" including statement on Significant Accounting Policies form an integral part of the Balance Sheet and Profit & loss Account.

Signed in terms of our report of even date

For P. C. Goyal & co.

Chartered Accountants

Sd/-

(CA. P. C. Goyal)

Proprietor

M.NO. 080377

Place : Ludhiana

Date : 20.05.2009

For & on behalf of the board

Sd/-

Sanjeev Bansal
Managing Director

Sd/-

Neeraj Uppal
G.M. (Finance & Taxation)

Sd/-

Sahil Bansal
Director(Finance)

Sd/-

Davinder Kumar
GM (Legal) cum
Company Secretary



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The information required by the Paras 3 & 4 of Part II of Schedule VI to the Companies Act, 1956

A. CAPACITY

	Unit	Annual Capacity			
		Licensed		Installed	
		Current Year	Previous Year	Current Year	Previous Year
Refined Oil etc.	MTs	165000	165000	30000	15000
Vanaspati etc.	MTs	15000	15000	15000	15000
Hydrogenated Fatty Acid	MTs	30000	30000	0	0
Glycerine	MTs	2400	2400	0	0

B. PRODUCTION

VANASPATI/REFINED OIL/VEGETABLE OIL PLANT	Unit		Previous Year
Vanaspati	MTs	5620	2756
Refined Oil	MTs	14555	8409
Dewaxed R. B. Oil	MTs	0	202
Wax	MTs	757	761
Gums	MTs	209	275
Fatty Acid	MTs	1071	569
Soap Stock	MTs	28	6
R.B. Oil (Recovered)	MTs	108	0

C. TURNOVER

	Unit	CURRENT YEAR		PREVIOUS YEAR	
		Qty.	Value	Qty.	Value
Refined Oil	MTs/Rs.	14500	769687639.19	7939	414947156.63
Dewaxed R.B. Oil	MTs/Rs.	0	0.00	202	7988119.00
Vanaspati	MTs/Rs.	5589	257522662.46	2748	149645227.13
Fatty Acid	MTs/Rs.	1034	35396499.00	497	17828386.00
Crude Glycerine	MTs/Rs.	0	0.00	0	0.00
Soap Stock, Wax & Gum	MTs/Rs.	1440	6654738.00	608	2595947.00
Oil	MTs/Rs.	5034	235107036.00	15772	575115440.00
Miscellaneous	Rs.	--	1869439.00	--	1368976.00
TOTAL			1306238013.65		1169489251.76

D. RAW MATERIAL CONSUMED

	Unit	CURRENT YEAR		PREVIOUS YEAR	
		Qty.	Value	Qty.	Value
Edible Grade	MTs/Rs.	27607	1150768173	28596	1047634911
Non-Edible Grade	MTs/Rs.	0	0	0	0
TOTAL		27607	1150768173	28596	1047634911

E. FINISHED GOODS

Opening Stock					
Refined Oil	MTs/Rs.	232	13678320	172	7288856
Vanaspati	MTs/Rs.	165	9119277	98	4561516
Fatty Acid	MTs/Rs.	142	5201936	44	1229712
Wax	MTs/Rs.	325	1627400	46	183740
Gum	MTs/Rs.	187	186945	35	17452
Soap Stock	MTs/Rs.	2	14040	0	0
TOTAL		1054	29827919	395	13281276
Work-in-Process		293	14052000	184	6643686



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Closing Stock

Refined Oil	MTs/Rs.	287	12287116	232	13678320
Vanaspati	MTs/Rs.	196	7896325	165	9119277
Fatty Acid	MTs/Rs.	179	5159856	142	5201936
Wax	MTs/Rs.	48	230817	325	1627400
Gum	MTs/Rs.	18	17284	187	186945
Soap Stock	MTs/Rs.	2	14009	2	14040
R.B. Oil (Recovered)	MTs/Rs.	108	3402000	0	0
	TOTAL	838	29007407	1054	29827919
Work-in-Process		544	1796000	293	14052000

F. TRADING GOODS (FINISHED) PURCHASED

Non Edible Grade	MTs/Rs.	NIL	NIL	26	202820
Edible Grade	MTs/Rs.	NIL	NIL	60	2911812

G CIF VALUE OF IMPORTS

	Rs.	Rs.
Capital Goods	NIL	NIL
Components & Spare Parts	NIL	NIL
Raw Materials	412835685	61837076

H CONSUMPTION OF RAW MATERIAL AND STORES & SPARES

	Value Rs.	%age	Value Rs.	%age
Raw Materials				
Indegenous	603593858	52.45%	540923619	51.63%
Imported	547174315	47.55%	506711292	48.37%
Stores & Spares				
Indegenous	59617779	100	39532585	100
Imported	NIL	0	NIL	0

I EXPENDITURE IN FOREIGN CURRENCY

	Rs.	Rs.
Payment of Raw Material Imported	259139128	384002877
Bank charges & Interest	5507064	4711238
Travelling	194985	0

J REMITTANCE IN FOREIGN CURRENCY

NIL NIL

K EARNINGS IN FOREIGN CURRENCY

NIL NIL

Signed in terms of our report of even date

For & on behalf of the board

For P. C. Goyal & co.

Chartered Accountants

Sd/-

(CA. P. C. Goyal)

Proprietor

M.NO. 080377

Place : Ludhiana

Date : 20.05.2009

Sd/-

Sanjeev Bansal
Managing Director

Sd/-

Neeraj Uppal
G.M. (Finance & Taxation)

Sd/-

Sahil Bansal
Director(Finance)

Sd/-

Davinder Kumar
GM (Legal) cum
Company Secretary



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Information as required by Part IV of the Schedule VI to the Companies Act, 1956

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

I Registration Details												
Registration No.	4	0	5	3	2					State Code	5	5
Balance Sheet	3	1		0	3		2	0	0	9		
	Date				Month				Year			

II	Capital Raised During The Year (Amount in Rs.)																										
	Public Issue								Right Issue						Bonus Issue			Private Placement									
					-								-				3	0	0	0	0	0	0	0	0		
III	Position of Mobilisation & Deployment of Funds (Amount in Rs.)																										
	Total Liability												Total Assets														
		2	6	5	7	1	7	8	4	9								2	6	5	7	1	7	8	4	9	
	Source of Fund																										
	Paid-up Capital						Reserve & Surplus						Secured Loans														
	7	6	0	3	6	0	0	0	4	5	6	8	5	3	3	6	1	3	3	5	4	2	9	4	9		
	Unsecured Loans						Deferred Tax Liability																				
	1	1	7	7	3	9	4	1	(1	3	2	0	3	7	7)										
	Application of Fund																										
	Net Fixed Assets						Capital Work in Progress																				
	7	9	6	3	7	3	4	0	6	7	7	9	5	4	2	1											
	Investments						Net Current Assets						Misc. Expenditure						Accumulated Losses								
		1	3	5	9	4	9	7	1	1	6	9	2	5	5	9	1			N	I	L			N	I	L

IV Performance of Company (Amount in Rs.)												
Turnover (Incl. Other Income)						Total Expenditure				Profit/(Loss) Before Tax		
	1	3	1	3	0	7	1	5	1	3	(5
Profit/(Loss) After Tax						Earning per Share in Rs.				Dividend Rate%		
	(4	1	9	2	6	0	4	1)		

V Generic name of Principal Product/Service of Company (as per Monetary term)												
Item Code No.	1	5	1	4								
Product Description	R	E	F	I	N	E	D	O	I	L		
Item Code No.	1	5	1	6	2	0						
Product Description	V	A	N	A	S	P	A	T	I			

Signed in terms of our report of even date
For P. C. Goyal & co.
Chartered Accountants
Sd/-
(CA. P. C. Goyal)
Proprietor
M.NO. 080377
Place : Ludhiana
Date : 20.05.2009

For & on behalf of the board

Sd/-
Sanjeev Bansal
Managing Director

Sd/-
Sahil Bansal
Director(Finance)

Sd/-
Neeraj Uppal
G.M.(Finance & Taxation)

Sd/-
Davinder Kumar
GM (Legal) Cum
Company Secretary



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RAJ AGRO MILLS LIMITED
REGD. OFFICE: C-2/34, WEST ENCLAVE, PITAM PURA, DELHI-110 034.

PROXY FORM

I/We of being member of the above named company, hereby appoint the following as my/our Proxy to attend and vote for me/us and on my/our behalf at the 19th Annual General Meeting of the Company to be held on Wednesday, the 30th day of September, 2009 at All Heavens, B-97, Wazirpur, Ring Road, New Delhi – 110 052 at 10.30 a.m and at any adjournment thereof.

1.Mr/Mrs..... (Signature) or failing him/her

2.Mr/Mrs..... (Signature) or failing him/her

3.Mr/Mrs..... (Signature)

Number of shares held Signed this..... day of 2009

Reference Folio No./..... Signatures of Member(s)

DP ID & Client ID.....

1.....

2.....

3.....

Affix
Revenue
Stamp

RAJ AGRO MILLS LIMITED
REGD. OFFICE: C-2/34, WEST ENCLAVE, PITAM PURA, DELHI-110 034.

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

Full Name of member attending

Member's Folio No./Client ID..... No of shares held.....

Name of Proxy

(to be filled in, if the Proxy attends instead of member)

I hereby accord my presence at the 19th Annual General Meeting of the Company to be held on Wednesday, the 30th day of September, 2009 at All Heavens, B-97, Wazirpur, Ring Road, New Delhi – 110 052 at 10.30 a.m.

.....
Member's/ Proxy's Signatures

Note:

1. Members are requested to bring their copies of Annual Reports since further copies will not be available.
2. Proxy to be effective should be deposited at the Registered office of the company not less than 48 hours before the time of meeting.
3. A proxy need not to be member.
4. In case of Joint holders, the vote of senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of vote of other joint holders. Seniority shall be determined by order in which names stand in Register of Members.
5. This form of proxy confers authority to demand or join in demanding a Poll.
6. The submission by a member of this form of proxy will not be preclude such member from attending in person and voting at the meeting.

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RAJ AGRO MILLS LIMITED

Regd. Office :

C-2/34, West Enclave,
Pitampura, Delhi-110 034

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