



NOTICE

NOTICE is hereby given that the 70th Annual General Meeting of the members of **Amrit Corp. Limited** will be held at Chaudhary Bhavan (Near Jain Mandir), E-Block, Kavi Nagar, Ghaziabad-201 002 (U.P.) on **Wednesday, the 24th August, 2011** at 11.00 a.m. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March, 2011 and the Profit & Loss Account for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on the Equity Shares.
3. To appoint a Director in place of Shri K.R.Ramamoorthy, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri Mohit Satyanand, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Shri Praveen Kumar, who retires by rotation and being eligible, offers himself for re-appointment.
6. To appoint Auditors to hold office from the conclusion of this annual general meeting until the conclusion of next annual general meeting and to fix their remuneration.

By Order of the Board
For AMRIT CORP. LTD.

Regd. Office:

CM/28-C, 1st Floor,
Gagan Enclave,
Amrit Nagar, G.T. Road,
Ghaziabad-201 009 (U.P.)

Dated : July 16, 2011

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF PROXY IS ENCLOSED AND IF INTENDED TO BE USED, IT SHOULD BE

DEPOSITED DULY COMPLETED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE MEETING.

2. Information required under Clause 49 IV(G)(i) of the Listing Agreement (relating to Corporate Governance) with respect to the Directors retiring by rotation and, being eligible, seeking re-appointment is given in the Corporate Governance Report annexed to this Annual Report.
3. The Registers of Members and Share Transfer Books of the Company will remain closed from Tuesday, the 16th August, 2011 to Wednesday, the 24th August, 2011 (both days inclusive).
4. The dividend for the financial year 2010-11 on the equity shares will be paid to those members whose names appear in the Register of Members of the Company as on 24th August, 2011. In respect of shares held in electronic form, the dividend will be paid on the basis of beneficial ownership position as at the end of the day on 16th August, 2011 as per data to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose.
5. Shareholders of the Company are informed that pursuant to the provisions of Section 205C of the Companies Act, 1956, the amount of dividend which remains unpaid/unclaimed for a period of 7 years would be transferred to the 'Investor Education & Protection Fund' constituted by the Central Govt. Shareholders who have not encashed their dividend warrant(s) for the years from 2004-05 to 2009-10 are requested to make claim with the Company immediately as no claim shall lie against the Fund or the Company in respect of individual amount once credited to the said Fund.
6. Members holding shares in physical form are requested to intimate immediately to the Registrars & Share Transfer Agents of the Company, M/s MAS Services Ltd., T-34, 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi-110020 quoting registered folio No. (a) details of their bank account/change in bank account, if any, to enable the Company to print



- these details on the dividend warrants; and (b) change in their address, if any, with pin code number. The following information to be incorporated on the dividend warrants may be furnished:
- i) Name of Sole/First joint holder and the folio number.
 - ii) Particulars of Bank Account, viz.
 - (a) Name of the Bank
 - (b) Name of the Branch
 - (c) Complete address of the Bank with Pin Code number
 - (d) Bank Account Number allotted by the Bank and nature of the Account (Savings/Current etc.)
7. In terms of Section 109A of the Companies Act, 1956, the shareholders of the Company may nominate a person on whom the shares held by him/them shall vest in the event of his/their death. Shareholders desirous of availing this facility may submit nomination in Form 2B.
8. The Company has entered into agreements with CDSL and NSDL to offer depository services to the Shareholders. Shareholders can open account with any of the depository participants registered with CDSL and NSDL.
9. Any member requiring further information on the Accounts at the meeting is requested to send the queries in writing to the Company Secretary by 12th August, 2011.
10. Members are requested to bring their copies of Annual Report at the meeting, as extra copies will not be supplied.
11. Pursuant to the requirement of the listing agreement, the Company declares that its equity shares are listed on the stock exchanges at Mumbai and Kanpur. The Company has paid the annual listing fee for the year 2011-12 to both the above stock exchanges.
12. In respect of the matters pertaining to Bank details, ECS mandates, nomination, power of attorney, change in name/address etc., the members are requested to approach the Company's Registrars & Shares Transfer Agents, in respect of shares held in physical form and the respective Depository Participants, in case of shares held in electronic form. In all correspondence with the Company/Registrars and Share Transfer Agents, members are requested to quote their account/folio numbers or DP ID and Client ID for physical or electronic holdings respectively.
13. Only registered members carrying the attendance slips and the holders of valid proxies registered with the Company will be permitted to attend the meeting.
- By Order of the Board
For AMRIT CORP. LTD.
- P. K. Das**
Company Secretary
- Regd. Office:**
CM/28-C, 1st Floor,
Gagan Enclave,
Amrit Nagar, G.T. Road,
Ghaziabad-201 009 (U.P.)
Dated : July 16, 2011

IMPORTANT COMMUNICATION TO MEMBERS

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/ documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to fill the appropriate column in the members feedback form available at website of Company's Registrar & Share Transfer Agent, M/s MAS Services Ltd. (www.masserv.com)



DIRECTORS' REPORT

To the Members,

Your Directors have pleasure in presenting the 70th Annual Report on the business and operations of the Company together with Audited Statements of Accounts of your Company for the financial year ended 31st March, 2011.

FINANCIAL RESULTS

The summarized financial results of the Company for the financial year 2010-11 are given hereunder:

	(Rs. in lacs)	
	2010-11	2009-10
Sales & other income	4,849.53	3,855.38
Operating Profit (EBIDTA)	733.29	522.85
Interest	106.02	107.37
Gross Profit (PBD)	627.27	415.48
Depreciation	107.14	119.78
Profit before tax (PBT)	520.13	295.70
Exceptional income (sale of long term investment)	1,655.93	-
Provision for		
– Current Tax-net (including Wealth Tax)	335.83	34.90
– Deferred Tax	(14.70)	1.61
Net Profit	1,854.93	259.19
Adjustments relating to previous years		
– Depreciation written back (net of Deferred tax Charge) due to change in depreciation policy	(20.00)	-
– Depreciation short charged earlier	7.37	(0.37)
Net profit after previous years' adjustments	1,867.56	259.56
Balance brought forward from previous year	980.24	995.62
Profit available for appropriation	2,847.80	1,255.18
Appropriations :-		
– Proposed dividend on equity shares @40%	128.53	64.27
– Tax on dividend	20.85	10.67
– Transfer to General Reserve	1,600.00	200.00
Balance carried to Balance Sheet	1,098.42	980.24

DIVIDEND

In view of substantially higher profitability for the year under review, your Directors are pleased to

recommend dividend @ Rs. 4.00 per share (i.e.40%) on the Equity Shares of Rs.10/- each for the year ended 31st March, 2011, as compared to Rs.2.00 per share (i.e.20%) in the previous year.



OPERATIONS

- ❖ During the year under review, the sales and other income of your Company increased to Rs. 4,849.53 lacs from Rs. 3,855.38 lacs in the previous year, recording a growth of over 25%. The operating profit (EBIDTA) increased by over 40% from Rs. 522.85 lacs to Rs 733.29 lacs.
- ❖ Consequent to restructuring of shareholding amongst the promoters of the Company, exceptional income of Rs.1,655.93 lacs has arisen during the year under review on account of sale/transfer of long term investment of 22,99,900 equity shares of Rs.10/- each of M/s ABC Paper Ltd. to co-promoter by way of inter-se transfer between the promoters.
- ❖ The net profit after tax for the year (after prior period adjustments) was Rs. 1,867.56 lacs as against Rs. 259.56 lacs in the previous year.
- ❖ The production of dairy milk & milk products during the year was 9,435 KL as against 8,567 KL in the previous year representing a growth of 10.13%. The sale of fresh cream and ice-cream mix recorded volume growth of over 25%. The raw material prices have been continuously rising due to increase in consumption faster than the production. Though, the profitability of the Dairy Division is better than the last year, the increase in raw material prices impacted volume growth as well as profitability. The Dairy Division is now focused on continuously leveraging the 'Gagan' brand and offering different value added milk products to achieve higher profitability.
- ❖ The turnover in the real estate sector was negligible as the Gagan Enclave Extension project could not be taken up during the year due to non-receipt of regulatory approvals. However, necessary approvals have now been obtained and the development work is in progress at the project. The sale of plots is expected to commence in the second quarter of the current year.
- ❖ In the services segment, the Company provides Business Advisory and BPO services to the group companies. It is endeavoured to improve the costing, MIS & budgetary framework and corporate governance & compliance mechanism in group companies in line with the present day business requirements.

The Management Discussion & Analysis Report on these businesses for the year ended 31st March, 2011 also appears as a separate statement in the Annual Report.

ASSOCIATE/JV COMPANIES

Amrit Digvijay Infra-Tech Pvt.Ltd.

M/s Amrit Digvijay Infra-Tech Pvt.Ltd., joint venture company, has decided to abandon the housing project at Dehradun as the remaining portion of the land could not be acquired. Efforts are being made to sell the land already acquired.

Amrit Banaspati Co. Ltd.

During the year, Amrit Banaspati Company Ltd. posted gross turnover of Rs. 1,00,997.59 lacs and EBIDTA of Rs. 4,055.19 lacs as against Rs. 80,778.62 lacs and Rs. 1,944.20 lacs during the previous year. There has been substantial improvement in the profitability of ABCL primarily by economizing and rationalization of costs and better sales realization from the value added branded & specialty products.

ABC Paper Ltd.

During the year, the Company has sold/transferred its entire long term investment of 22,99,900 equity shares of Rs.10/- each of ABC Paper Ltd. to co-promoters by way of inter-se transfer between the promoters consequent to restructuring of shareholding amongst the promoters of the Company. This has led to a gain of Rs.1,655.93 lacs which has been shown under the head 'Exceptional Income'. Consequent to divestment of this investment, ABC Paper Ltd. has ceased to be the associate /related company.

FIXED DEPOSITS

As on 31st March, 2011, your Company had fixed deposits of Rs. 692.67 lacs (including interest accrued and due). There were no overdue deposits as on 31st March, 2011 nor there was any failure in making repayment of the fixed deposits on maturity and interest due thereon in terms of the conditions of your Company's Fixed Deposits Scheme.

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

The information relating to conservation of energy, technology absorption and foreign exchange earnings & outgo as required under Section 217(1)(e)



of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 is given in Annexure which forms part of this Report.

PERSONNEL

Employee relations continued to be cordial throughout the year in the Company. The Directors express their appreciation for the contribution made by the employees to the operations of the Company during the year.

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

DIRECTORS

Your Directors express sorrow and grief on the demise of Shri Romesh Lal, Director, who passed away on 8th February, 2011 after protracted illness. The Board has placed on record its appreciation of the valuable services rendered by Shri Romesh Lal during his tenure as Director of the Company. Shri Kamal Budhiraja, a lawyer by profession, has been appointed by the Board as Director in the category of independent director on 27th April, 2011 in the casual vacancy caused by the demise of Shri Romesh Lal. Shri Budhiraja shall hold office upto the date upto which Shri Romesh Lal would have held the office i.e. upto the date of 72nd Annual General Meeting of the Company.

In accordance with the provisions of the Companies Act, 1956 and Articles of Association of the Company, Shri K.R.Ramamoorthy, Shri Praveen Kumar and Shri Mohit Satyanand retire by rotation and are eligible for re-appointment.

AUDITORS

M/s V.Sahai Tripathi & Co., Chartered Accountants, Statutory Auditors, retire at the forthcoming Annual General Meeting and being eligible, offer themselves for re-appointment.

DIRECTORS' RESPONSIBILITY STATEMENT

As required under section 217(2AA) of the Companies Act, 1956, your Directors confirm:

- (i) that in the preparation of the annual accounts, the applicable accounting standards have been followed;

- (ii) that the accounting policies selected and applied are consistent and the judgments and estimates made 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 profit or loss of the Company for that period;
- (iii) that proper and sufficient care has been taken 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;
- (iv) that the Annual Accounts have been prepared on a going concern basis.

CORPORATE GOVERNANCE

A Report on Corporate Governance along with a Certificate from the Auditors of the Company regarding compliance of the conditions of Corporate Governance pursuant to Clause 49 of the listing agreement with stock exchanges is annexed and forms part of the Annual Report.

GROUP

Pursuant to an intimation from the Promoters, the names of the promoters and entities comprising 'Group' as defined under the Monopolies and Restrictive Trade Practices ("MRTP") Act, 1969 are disclosed in the Annual Report for the purpose of Regulation 3(1)(e) of the SEBI (substantial Acquisition of Shares and Takeovers) Regulations, 1997.

ACKNOWLEDGEMENT

Your Directors convey their sincere thanks to the various agencies of the Central Government, State Governments, Banks and other concerned agencies for all the help and cooperation extended to the Company. The Directors also deeply acknowledge the trust and confidence the shareholders and investors have placed in the Company. Your Directors also record their appreciation for the dedicated services rendered by the workers, staff and officers of the Company.

For and on behalf of the Board

Noida
July 16, 2011

N.K. BAJAJ
Chairman & Managing Director



ANNEXURE

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

1. CONSERVATION OF ENERGY

- (a) Energy conservation has been an important thrust area for the Company and is continuously monitored. The adoption of energy conservation measures has helped the Company in reduction of cost and reduced machine down-time.
- (b) Energy conservation is an ongoing process and new areas are continuously identified and suitable investments are made, wherever necessary.
- (c) Various on-going measures for conservation of energy include (i) use of energy efficient lighting and better use of natural lighting, (ii) reduction of energy loss, and (iii) replacement of outdated energy intensive equipment.
- (d) Total energy consumption and energy consumption per unit of production is given in the table below:

POWER & FUEL CONSUMPTION

		Dairy Products	
		2010-11	2009-10
1	ELECTRICITY		
	(a) Purchased		
	- Units (lacs Kwh)	14.88	12.40
	- Total amount (Rs. lacs)	87.34	67.64
	- Rate/Unit (Rs./Kwh)	5.87	5.45
	(b) Own generation		
	Through Diesel Generator		
	- Units (lacs Kwh)	9.91	9.93
	- Units/Ltr. of Diesel Oil	3.32	3.24
	- Cost/Unit (Rs./Kwh)	10.26	9.25
2	COAL		
	Total quantity (in tones)	746.71	494.92
	Total cost (Rs. lacs)	70.02	37.75
	Average rate/Kg. (Rs.)	9.38	7.63
3.	BOILER FUEL		
	(a) Furnace Oil		
	Total quantity (in KL)	15.31	109.90
	Total cost (Rs. lacs)	4.00	23.20
	Average rate/Ltr. (Rs.)	26.12	21.11
	(b) H.S.D.		
	Total quantity (in KL)	-	4.20
	Total cost (Rs./lacs)	-	1.26
	Average rate/Ltr. (Rs.)	-	29.99
4	CONSUMPTION PER UNIT OF PRODUCTION		
	Production (KL)	9,435	8,567
	Electricity/KL (Kwh)	263	261



II. TECHNOLOGY ABSORPTION

Research and Development

- (a) The Company carries out research and development in several areas including material & process developments towards efficiency improvements, quality improvements, waste reduction etc. Apart from process improvements, the research and development also aims at finding equivalent substitutes of various inputs and packaging materials to have cost savings without compromising quality.
- (b) The Company has derived benefits of product diversification, cost reduction and better quality as a result of the above efforts.
- (c) The research and development is an on-going exercise and suitable efforts will continue to be made in future.

- (d) The expenditure on R&D has been as follows:

(Rs. in lacs)

	2010-11	2009-10
(i) Capital	—	—
(ii) Recurring	0.32	0.16
(iii) Total	0.32	0.16
(iv) Total R&D expenditure as a percentage of turnover	—	—

Technology absorption, adaptation and innovation

The Company has not imported any technology for its products.

III. FOREIGN EXCHANGE EARNINGS & OUTGO

Particulars with regard to foreign exchange earnings & outgo appear on page 57 of the Annual Report and Accounts.

For and on behalf of the Board

Noida
July 16, 2011

N.K. BAJAJ
Chairman & Managing Director

MANAGEMENT DISCUSSION & ANALYSIS

1. BUSINESS ENVIRONMENT

The financial year 2010-11 witnessed the global economy largely shaking-off the effects of the economic & financial crisis and starting on the road to recovery. Though the economic growth in the industrialized nations was below average, the Asian economies, particularly India and China, recorded robust growth. The year also faced headwinds, such as European sovereign debt crisis, political upheavals in middle-east, spill-over from the Japanese natural disaster and the high oil & other commodities prices as well as monetary tightening in emerging market economies to contain inflationary pressures.

Growth story in India continues to remain strong with increased consumption demand of commodities during the year. The overall growth of GDP is estimated at 8.6% for 2010-11 fiscal as against 8% growth in 2009-10 fiscal. With some of the core sectors continuing to show encouraging signs of growth, the growth is expected to be in the range of 8 to 8.5% in the current year also. Although GDP growth has been strong, high level of inflation played spoilsport. Inflation, fueled by rise in prices of primary articles, exhibited strong persistence at 9.5 per cent at March, 2011 end due to supply side shocks and gradual generalization of price pressures. The recent slow-down in industrial growth, as reflected by the Index of Industrial Production (IPB), tight liquidity & rise in interest rates and high commodity prices, especially fuel, are also a cause for concern.

India's economic growth engine is expected to be powered by multiple drivers such as the increasing momentum in savings and investment rates, vibrant services sector, large domestic demand base and emergence of internationally competitive firms. The challenge of raising the growth bar to the desired double-digit levels, however, remains daunting and would require inter alia, significant improvement in agricultural productivity, step up in investments especially in physical and social infrastructure, skill development, achieving energy security and addressing the governance deficit.

2. BUSINESS SEGMENT-WISE ANALYSIS

2.1 SEGMENT - DAIRY PRODUCTS

(a) Industry structure and development

The dairy industry plays an important role in the socio-economic development of India. It is instrumental in providing cheap nutritious food to millions of people in India and also generates huge employment for people in the rural India.

India is the largest producer and consumer of milk accounting for about 15% of world's total milk production. The annual milk production is growing at the rate of about 4% per annum. However, the industry is seeing a visible and very rapid increase in demand for milk due to rising purchasing power of both rural and urban people leading to shift from consumption of cereals to vegetables, milk and meat. Consequently, the prices of milk have been rising mainly due to increase in milk demand and also due to higher feed and other costs.

Currently, dairy products constitute about 19% of the total packaged food industry in India. The milk processing industry is small compared to the huge amount of milk produced every year. About 37% of all the milk produced is utilized for processing in India both at the organized and unorganized sectors. The share of organized sector is just about 15%. With the projected growth rate of 15 to 20% for dairy products over the next 5 years, the processed dairy industry is catching the fancy of organized players.

(b) Opportunities and threats

The demand for processed dairy products through super-markets is expanding and is expected to keep doing so as cold supply chains and market trend continue to evolve. Increased urbanization, exposure to gourmet foods and corresponding changes in consumption preferences, behaviour and purchasing power are the catalyst for the rise in processed dairy products. Further, the increasing presence of the fast food eateries and coffee chains will ensure sustained growth for processed milk and milk products. Similarly, the food services institutional market is expected to post good growth in the coming period. Your Company sees it as a growth area and is continuously taking initiatives to harness the same.

(c) Segmental review

The production of dairy milk & milk products during the year was 9,435 KL as against 8,567 KL in the previous year recording a growth of 10.13%. The Dairy Division achieved sales turnover of Rs. 3,887.16 lacs as against Rs. 3,123.78 lacs in the previous year and operating profit (EBIDTA) of Rs. 308.61 lacs as against Rs. 188.02 lacs in the previous year.

(d) Risks and concerns

The raw milk prices have been increasing unabatedly for the last over a year. The fluctuation in the raw milk prices leads to volatility in the market, time lag in price revision and consequent reduction in the margins.

(e) Outlook

The Dairy Division has segmentized its business into retail, institutions and food services with a view to increase market penetration, open new upcoming markets, special thrust on organized retail and constant liaison with institutional clients, like McDonald's, Mother Dairy, Coffee Chains etc. The Division achieved significant growth in ice-cream mix and fresh cream by opening up-country markets.

2.2 SEGMENT – REAL ESTATE

(a) Industry structure and development

India is one of the fastest growing real estate markets in the world. The India real estate market has managed to with-stand pressures of economic downturn and witnessed revival in late 2009 and consolidation in 2010. Following global recovery of economic activity, the real estate witnessed significant interest and transaction activity in 2010. Economic expansion, leading to headcount increase, paved the way for substantial spatial expansion by corporates across all the major cities. Economic recovery also resulted into residential investments and increase in retail sales. Investments came back into the market generating activity in office, residential and land market. However, second half of 2010 has witnessed numerous developers enhancing their price expectations in certain fast selling residential destinations in the affordable housing segment which led to increments in capital values and impacted sales. The recent successive rate revisions by the Reserve Bank of India have also impacted the consumers. Moreover, tightened fund inflows for certain developers, consequent to the land scandal, hindered liquidity and project completions. This has impacted prices as the developers are forced to offer discounts to enhance product sales.

(b) Opportunities and threats

Residential demand is the mainstay of the Indian real estate sector. The major demand drivers in the residential market include increasing disposable income levels, increase in the number of nuclear families/households, tax-savings on home mortgage products as well as real estate being considered a “necessary” investment. As a result, the residential segment will continue to witness good growth and despite the global economic slow-down, residential market in the country has been largely buoyant. Your Company is primarily focussing on development of townships in the NCR region by offering reasonably priced plots to cater to middle class segment. There is consistent demand for such land offerings from the actual users as well as small builders who are offering constructed floors on individual plots.

(c) Segmental review

There was no activity in the real estate business during the year except for some sale of old inventory of Gagan Enclave township. The Gagan Enclave Extension project could not be taken-up as the regulatory approvals were received only towards the end of the financial year. The development work in the Gagan Enclave Extension project is going on and the sale will commence in the second quarter of the current financial year.

(d) Risks and concerns

The real estate market is cyclical and depends largely on general economic conditions, a combination of demand and supply for floor space as well as overall return aspirations of the investors. The sector is likely to witness slow down as due to rising input costs of steel, iron and building material, it may become unviable for builders to construct properties at agreed prices and there may be delays in project completions due to financial constraints. Also the increasing interest rates will lead to higher costs thus forcing many potential buyers out of the market. We believe that we are more resilient to the cyclicity of this business due to factors such as focus on remaining a local player, providing reasonably priced plots/flats, good cash reserve, low leverage and avoiding expensive land acquisitions in metros.

(e) Outlook

There continues to be good demand in the affordable residential segment. By positioning product prices in mid-income and lower mid-income segments there is enough scope to address the supply gap in this segment. All this augurs well for your Company which is aiming at providing reasonably priced houses/plots to the middle class segment in the NCR region.

2.3 SEGMENT – SERVICES

The Company is providing business advisory and BPO services to the group companies. The services segment generated revenue (including other income) of Rs.754.95 lacs during the year. The costing, MIS & budgeting framework and corporate governance & compliance mechanism in the group companies is being improved in line with the present day business requirements.

3. COMPANY’S FINANCIAL PERFORMANCE & ANALYSIS

During the year, the sales and other income of your Company increased to Rs. 4,849.53 lacs from Rs. 3,855.38 lacs in the previous year, recording a growth of over 25%. The operating profit (EBIDTA) increased by over 40% from Rs. 522.85 lacs to Rs 733.29 lacs. The net profit after tax for the year (after prior period adjustments) was Rs. 1,867.56 lacs as against Rs. 259.56 lacs in the previous year.

4. INTERNAL CONTROL SYSTEMS

Your Company has evolved a system of internal controls to ensure that the assets are safeguarded and transactions are authorised, recorded and correctly reported. The internal control system is supplemented by management reviews and independent periodical reviews by the outside chartered accountancy firms which evaluate the functioning and quality of internal controls and provides assurance of its adequacy and effectiveness. The scope of internal audit covers a wide variety of operational methods and, as a minimum, ensures compliance with specified standards with regard to availability and suitability of policies and procedures, extent of adherence, reliability of management information system and authorization procedures including steps for safeguarding of assets. The reports of internal audit are placed before the Audit Committee of the Directors. Audit Committee reviews such audit findings and the adequacy of internal control systems. The Statutory Auditors and the Internal Auditors of the Company also interact with the Audit Committee to share their findings and the status of corrective actions under implementation.

5. HUMAN RESOURCES

The Company lays great emphasis on proper management of human resources and believes that this is the most important ingredient for achieving excellence in performance and sustainable growth. The management constantly reviews the skill mix and takes appropriate steps to achieve desired skill mix. For upgrading the skill, special emphasis is laid on training. Selective and intensive training is being imparted to employees at various levels.

6. CAUTIONARY STATEMENT

Statements in this "Management Discussion and Analysis" describing the Company's objectives, projections, estimates, expectations or predictions may be "forward looking statements" within the meaning of applicable securities, laws and regulations. Actual results could differ materially from those expressed or implied depending upon economic conditions, government policies, regulations, environmental laws, tax regimes and other incidental factors.

REPORT ON CORPORATE GOVERNANCE

1. Company's philosophy on Code of Corporate Governance

The principles of Corporate Governance and the Code of Business Conduct & Ethics are the cornerstones of your Company. Your Company has consistently striven to implement best corporate governance practices reflecting its strong value system and ethical business conduct. The Company's philosophy on Corporate Governance envisages attainment of highest levels of transparency, accountability and integrity in the functioning of the Company with a view to create value that can be sustained continuously for the benefit of its stakeholders. All employees are bound by a Code of Conduct that sets forth Company's policies on important issues including our relationship with consumers, shareholders and Government.

2. Board of Directors

The Board of Directors consisted of 7 Directors as on 31st March, 2011, following the death of Shri Romesh Lal, an independent director on 8th February, 2011, who had been a director of the company since 29th April, 2004. Shri Kamal Budhiraja has been appointed as director in the category of independent director on 27th April, 2011 in the casual vacancy caused by the demise of Shri Romesh Lal.

The Board has a healthy blend of executive and non-executive directors which ensures the desired level of independence in functioning and decision making. The Board comprises of a Chairman & Managing Director, a Managing Director and five non-Executive Directors. Out of seven directors, four non-Executive Directors are independent directors. All the non-executive directors are eminent professionals and bring in wealth of expertise and experience for directing the management of the Company.

(a) Composition of the Board

Name of Director (S/Shri)	Category	No. of Board Meetings during 2010-11		Whether attended the last AGM	No. of directorships in other public limited companies	**No. of Committee positions held in other companies as	
		Held	Attended			Chairman	Member
N.K. Bajaj* (Chairman & Managing Director)	Promoter/ Executive	6	6	Yes	5	1	1
A.K. Bajaj (Managing Director)	Promoter/ Executive	6	6	Yes	3	-	1
V.K. Bajaj	Promoter/ Non-Executive	6	6	Yes	4	-	1
G.N. Mehra	Independent/ Non-Executive	6	6	Yes	6	5	3
Romesh Lal***	—do—	6	2	No	N.A.	N.A.	N.A.
K.R. Ramamoorthy	—do—	6	3	Yes	8	2	5
Praveen Kumar	—do—	6	5	Yes	1	-	-
Mohit Satyanand	—do—	6	6	Yes	3	-	2
Kamal Budhiraja****	—do—	-	-	-	-	-	-

* Without remuneration.

** Committee positions of only of Audit Committee and the Shareholders/Investors Grievance Committee have been considered as per sub-clause I(C)(ii) of Clause 49 of the listing agreement with stock exchanges.

*** Ceased to be director on 08.02.2011 due to death.

**** Appointed as Director on 27.04.2011 in the casual vacancy caused by the demise of Shri Romesh Lal.

(b) Number of Board Meetings

During the financial year 2010-11, Six (6) Board Meetings were held on 29th April, 2010, 2nd July, 2010, 24th July, 2010, 28th September, 2010, 25th October, 2010 and 27th January, 2011. The maximum interval between any two meetings was not more than 4 months.

(c) Information supplied to the Board

The Board of Directors has complete access to any information within the Company. At the Board Meetings, directors are provided with all relevant information on important matters, working of the Company as well as all related details that require deliberations by the members of the Board.

Information regularly provided to the Board inter-alia include:

- Annual operating plans, budgets & updates;
- Expansion/capital expenditure plans & updates;
- Production, sales & financial performance data;
- Business-wise operational review;
- Quarterly and annual financial results with segment-wise information;
- Minutes of the meetings of the Audit and other committees as well as circular resolutions passed;
- Significant initiatives and developments relating to labour/human resource relations and/or problems and their proposed solutions;
- Information on recruitment and remuneration of senior officers just below the Board level, including appointment or removal of Chief Financial Officer and Company Secretary;
- Materially important show cause/demand/prosecution/penalty notices and legal proceedings by or against the Company;
- Fatal or serious accidents or dangerous occurrences;
- Any issue which involves public or product liability claims of substantial nature;
- Materially significant effluent or pollution problems;
- Material default in financial obligations to and by the Company or substantial non-payment for goods sold by the Company;
- Non-compliances of any regulatory or statutory provision or listing requirement on non-payment of dividend or delay in share transfers;
- Compliance reports of all laws applicable to the Company;
- Details of any joint-venture or collaboration agreement;
- Transactions that involve substantial payment towards goodwill, brand equity or intellectual property;
- Proposals for investments, divestments, loans, guarantees and mergers & acquisitions;
- Sale of material nature of investments, subsidiaries and assets which is not in the normal course of business;
- Quarterly details of foreign exchange exposure and the steps taken by the management to limit the risk of adverse exchange rate movement;
- Any other information which is relevant for decision-making by the Board.

(d) Materially significant related party transactions

There have been no materially significant related party transactions, pecuniary transactions or relationship between Amrit Corp. Limited and its directors during the year 2010-11 that may have potential conflict with the interests of the Company at large.



(e) Details of remunerations paid to the Directors during the financial year 2010-11:

(Amount in Rs.)

Name (S/Shri)	Relationship with other Directors	Basic Salary	Perquisites+ Contribution to PF/other funds	Commission	Sitting fees	Total
N.K.Bajaj	Father of Shri A.K.Bajaj & Shri V.K.Bajaj	-	-	-	-	-
J.K.Khaitan*	Father of Shri Pavan Khaitan	-	-	-	-	-
A.K.Bajaj	Son of Shri N.K.Bajaj & brother of Shri V. K. Bajaj	19,20,000	12,95,475	-	-	32,15,475
V.K.Bajaj	Son of Shri N.K.Bajaj & brother of Shri A. K. Bajaj	-	-	-	90,000	90,000
Pavan Khaitan*	Son of Shri J.K.Khaitan	-	-	-	30,000	30,000
G.N.Mehra	-	-	-	-	180,000	180,000
Romesh Lal*	-	-	-	-	60,000	60,000
K.R. Ramamoorthy	-	-	-	-	75,000	75,000
Praveen Kumar	-	-	-	-	1,05,000	1,05,000
Mohit Satyanand	-	-	-	-	1,50,000	1,50,000

*(Since ceased to be the Directors)

3. Committees of the Board

(a) Audit Committee

The Audit Committee was constituted on 29th July, 1995 and has been in position since then. The scope and the terms of reference for the working of the Audit Committee is constantly reviewed and changes made from time to time to ensure effectiveness of the Committee. The constitution and terms of reference of the Audit Committee conform to the requirements of Clause 49 of the listing agreements and Section 292A of the Companies Act, 1956. Presently, the following functions are performed by the Audit Committee:

- Overseeing the Company's financial reporting process and the disclosure of financial information to ensure that the financial statements are correct, sufficient and credible;
- Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory & internal auditors, fixing audit fees and approving payments for any other service;
- Reviewing with management the annual financial statements before submission to the Board;
- Reviewing with the management quarterly/annual and other financial statements before submission to the Board for approval;
- Reviewing with the management the performance of statutory and internal auditors, the adequacy of internal control systems and recommending improvements to the management;
- Reviewing the adequacy of internal audit function;

- Discussing with internal auditors of any significant findings and follow-up thereon;
- Reviewing the findings of any internal investigation by the internal auditors into matters where there is a suspected fraud or irregularity or a failure of the internal control systems of a material nature and reporting the matter to the Board;
- Discussing with the statutory auditors before the audit commences on the nature and scope of audit as well as have post-audit discussions to ascertain any area of concern;
- Reviewing reports furnished by statutory & internal auditors and ensuring follow-up thereon;
- Reviewing the Company's financial and risk management policies; and
- Initiating investigations into the reasons for substantial defaults in the payments to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors, if any.

The Committee also reviews the Management Discussion and Analysis of the financial condition and results of operations, statements of significant related party transactions and any other matter which may be a part of its terms of reference or referred to by the Board of Directors.

The Company continues to derive immense benefit from the deliberations of the Audit Committee. The Audit Committee of the Company as on 31st March, 2011 comprised of the following four directors of the Company – three non-executive & independent and one executive & non-independent:

Shri G.N.Mehra	Chairman	Independent, Non-Executive Director
Shri N.K.Bajaj	Member	Non-independent, Executive Director
Shri Romesh Lal*	Member	Independent, Non-Executive Director
Shri K.R. Ramamoorthy	Member	Independent, Non-Executive Director
Shri Mohit Satyanand**	Member	Independent, Non-Executive Director

* Ceased to be director on 08.02.2011 due to death

** Appointed as member of the Audit Committee by Board of Directors in their meeting held on 24.07.2010

During the financial year 2010-11, Audit Committee met five times and the attendance of the Directors on the above meetings was as follows:

Director	No. of meetings held	No. of meetings attended
Shri G.N.Mehra	5	5
Shri N.K.Bajaj	5	5
Shri Romesh Lal	5	2
Shri K.R. Ramamoorthy	5	2
Shri Mohit Satyanand	5	3

The Managing Director, Executive Director and other senior executives (when required) are invited to the meetings. Representatives of the statutory auditors and internal auditors are also invited to the meetings, when required. All the meetings are attended by the statutory auditors.

The Company Secretary acts as the Secretary of the Committee.

All the members, except Shri Romesh Lal, of the Audit Committee were present at the last AGM held on 28th September, 2010.

All the recommendations of the Audit Committee during the year were accepted by the Board of Directors.



(b) Shareholders/Investors' Grievance Committee

The Company has constituted Shareholders'/Investors' Grievance Committee for speedy disposal of all grievances/complaints relating to shareholders/investors. The terms of reference of the Committee include the following :

- To specifically look into complaints received from the shareholders of the Company;
- To oversee the performance of the Registrar and Transfer Agent of the Company;
- To recommend measures for overall improvement in the quality of services to the investors;

The Committee as on 31.03.2011 comprised of:

Shri Praveen Kumar	Chairman	Independent, non-Executive Director
Shri G.N. Mehra	Member	Independent, non-Executive Director
Shri Mohit Satyanand	Member	Independent, non-Executive Director

During the financial year 2010-11, the Shareholders'/Investors' Grievance Committee met once on 28.06.2010. The meeting was attended by Shri Praveen Kumar and Shri Mohit Satyanand.

Shri P. K. Das, Company Secretary, is the Compliance Officer of the Company.

During the year, the Company received 12 shareholders' complaints which were replied/resolved to the satisfaction of the investors. As on 31st March, 2010, one complaint was pending which was replied/resolved to the satisfaction of the shareholder. As on 31st March, 2011, no complaints and/or requests for dematerialization was pending. All valid requests for share transfers received during the year 2010-11 have been acted upon by the Company and no transfer is pending.

(c) Remuneration Committee

Independent Directors constitute the Remuneration Committee of the Board, which is responsible for determining and recommending to the Board, the remuneration payable to the Managing Directors/ Executive Directors. The remuneration of the working directors is decided by the Board based on the recommendation of the Remuneration Committee within the ceiling prescribed under the Companies Act, 1956. The remuneration to non-executive directors comprised of the sitting fee only.

The terms of reference of the Remuneration Committee are as follows:

- To review and recommend to the Board, the salaries, commission, other benefits and service conditions of Managing/Whole-time/Executive Directors;
- To approve the selection, appointment and remuneration of relatives of Directors for holding an office of profit pursuant to Section 314 of the Companies Act, 1956.

The Remuneration Committee as on 31.3.2011 comprised of the following directors of the Company:

Shri G.N.Mehra	Chairman	Independent, non-Executive Director
Shri Romesh Lal*	Member	Independent, non-Executive Director
Shri Praveen Kumar	Member	Independent, non-Executive Director

*Following the death of Shri Romesh Lal in February, 2011, the Remuneration Committee has been reconstituted by appointing Shri Kamal Budhiraja as member in place of Late Shri Romesh Lal.

4. General Body Meetings

The last three Annual General Meetings of the Company were as under:

Financial Year	Date	Time	Place
2007-08	26.09.2008	11:00 a.m.	Chaudhary Bhawan, 'E' Block (near Jain Mandir), Kavi Nagar, Ghaziabad-201 002 (U.P.)
2008-09	24.09.2009	11:00 a.m.	Chaudhary Bhawan, 'E' Block (near Jain Mandir), Kavi Nagar, Ghaziabad-201 002 (U.P.)
2009-10	28.09.2010	11:00 a.m.	Chaudhary Bhawan, 'E' Block (near Jain Mandir), Kavi Nagar, Ghaziabad-201 002 (U.P.)

5. Disclosures

- (i) There were no transactions of material nature with the directors or the management or their subsidiaries or relatives etc. during the year that had potential conflict with the interests of the Company at large. The details of related party transactions have been reported in the Notes to Accounts.
- (ii) The financial statements have been prepared in compliance with the requirements of the Companies Act, 1956 and in conformity, in all material respects, with the generally accepted accounting principles and standards in India. The estimates/judgments made in preparation of these financial statement are consistent, reasonable and on prudent basis so as to reflect true and fair view of the state of affairs and results/operations of the Company.
- (iii) The Company has well-defined Risk Management Policies for each of the businesses, duly approved by the Board, which are periodically reviewed to ensure that the executive management controls risk by means of a properly defined framework.
- (iv) The Company has not raised any funds from the capital market (public/rights/preferential issues etc.) during the financial year under review.
- (v) Disclosure under Clause 5All of the Listing Agreement in respect of unclaimed shares

The Securities and Exchange Board of India vide its circular no. CIR/CFD/DIL/10/2010 dated 16th December 2010, amended clause 5A of the Equity Listing Agreement for dealing with unclaimed shares in physical form. In compliance with this amendment, the Company had sent first letter to such shareholders whose share certificates are in undelivered form and hence remain unclaimed, by requesting them to update correct details viz. postal address, PAN details etc. registered with the Company in order to avoid transfer of such unclaimed shares to the "Unclaimed Suspense Account."

The Company will be sending second and third reminder letters in due course. As on 31st March, 2011 the total unclaimed equity shares were 46,006 under 3,637 ledger folios.
- (vi) There was no instance of non-compliance of any matter relating to the capital markets by the Company. No penalties or strictures have been imposed on the Company by the stock exchanges, SEBI or any other statutory authorities on any matter relating to the capital market during the last three years.



(vii) The details of the equity shares of the Company held by the Directors as on 31st march, 2011 are as under:

Mr.N.K.Bajaj – 1,16,916 shares; Mr.A.K.Bajaj – 1,30,052 shares; Mr.V.K.Bajaj – 1,72,166 shares; Mr.G.N.Mehra - 2,375 shares; Mr.K.R.Ramamoorthy – 500 shares; Mr.Praveen Kumar – 500 shares and Mr.Mohit Satyanand – 500 shares.

(viii) The Company is complying with all mandatory requirements of clause 49 of the listing agreements. Non-mandatory requirement relating to Remuneration Committee has been adopted by the Company.

6. Means of communication

The Quarterly, Half Yearly and Annual Results are communicated to all the stock exchanges where the Company's shares are listed as soon as they are approved and taken on record by the Board of Directors of the Company. Further, the quarterly and half-yearly results are published in leading newspapers such as 'Financial Express' (English) and 'Jansatta' (Hindi). The results are not sent individually to the shareholders. The financial results are also displayed on the web-site of the Company at www.amritcorp.com.

The Company has an Investor Grievance Cell in the Share Department to redress the grievances/queries of the shareholders. In order to redress shareholders' queries and grievances, the Company has a separate e-mail ID info@amritcorp.com.

The Management Discussion and Analysis Report forms part of the Directors' Report.

7. Code of Conduct

The Board of Directors of the Company have adopted Code of Business Conduct & Ethics. This Code is based on three fundamental principles, viz. good corporate governance, good corporate citizenship and exemplary conduct and is applicable to all the Directors and senior management personnel.

In terms of the requirements of Clause 49 of the Listing Agreement, the Code of Business Conduct & Ethics, as approved by the Board of Directors, has been displayed at the website of the company, www.amritcorp.com, under the heading 'Investor Relations'. All the members of the Board and senior management personnel have affirmed compliance with the Code for the year ended 31st March, 2011 and a declaration to that effect signed by the Chairman & Managing Director is attached and forms part of this report.

8. Code of Conduct for Prevention of Insider Trading

The Company has a Code of Conduct for Prevention of Insider Trading in the shares and securities of the Company. This Code, inter alia, prohibits purchase/sale of shares of the Company by Directors and employees while in possession of unpublished price sensitive information in relation to the Company. This Code is available on the Company's website, www.amritcorp.com.

9. Disclosure regarding appointment/re-appointment of Directors

In accordance with the provisions of the Companies Act, 1956 and Articles of Association of the Company, Shri K. R. Ramamoorthy, Shri Mohit Satyanand & Shri Praveen Kumar retire by rotation and are eligible for re-appointment.



The profiles in brief of the aforesaid Directors are as under:

Name of Director	Age	Qualification	Date of Appointment	No. of Shares of the Company held	Expertise	Other Directorships in public companies & membership of Committees as on 31.03.2011
Shri K. R. Ramamoorthy	70 years	B.A., (Eco.), LLB, FCS	29.07.2004	500	Senior Banker having rich experience in commercial & banking fields	<p>The Clearing Corporation of India Limited Subros Limited Nilkamal Plastics Limited GMR Infrastructure Limited GMR Power Corporation Limited IFCI Factors Limited Clearcorp Dealing Systems (India) Limited Shriram City Union Finance Limited</p> <p>Committee Membership Audit Committee: Nilkamal Plastics Limited – Chairman GMR Infrastructure Limited – Chairman Subros Limited – Member The Clearing Corporation of India Limited – Member GMR Power Corporation Limited – Member IFCI Factors Limited - Member</p> <p>Shareholders Transfer & Grievance Committee GMR Infrastructure Limited – Member</p>
Shri Mohit Satyanand	55Years	MA, (Eco.)	24.07.2007	500	Wide ranging managerial and entrepreneurial experience in industry and media.	<p>Amrit banaspati Company Limited Amrit Learning. Limited DFM Foods Limited</p> <p>Committee Membership Audit Committee: DFM Foods Limited – Member Amrit Banaspati Company Limited –Member</p>
Shri Praveen Kumar	60 Years	M. Sc., CAIIB	01.08.1992	500	Wide ranging experience in banking, finance and corporate restructuring.	<p>Aluminium Industries of India Limited</p> <p>Committee Membership NIL</p>

10. Auditors' Certificate on Corporate Governance

A certificate has been obtained from the Auditors of the Company regarding compliance with the provisions relating to Corporate Governance as laid-down in clause 49 of the listing agreement with the stock exchanges. The same is annexed to this report.

Declaration regarding compliance of Code of Conduct

I, Naresh Kumar Bajaj, Chairman & Managing Director of Amrit Corp. Limited, hereby declare that all the Board Members and senior management personnel of the Company have affirmed compliance of the Code of Conduct for the year ended 31st March, 2011.

Place: Noida
Date : July 16, 2011

N.K.Bajaj
Chairman & Managing Director



GENERAL SHAREHOLDERS INFORMATION

- Annual General Meeting**

Date	24 th August, 2011
Time	11.00 a.m.
Venue	Chaudhary Bhawan, 'E' Block (near Jain Mandir), Kavi Nagar, Ghaziabad-201 002 (U.P.)

- Financial Calendar 2011-12 (Tentative)**

Board Meetings to take on record

Financial results for Quarter ended 30.06.2011	First week of August, 2011
Financial results for Quarter ended 30.09.2011	Last week of October, 2011
Financial results for Quarter ended 31.12.2011	Last week of January, 2012
Financial results for Quarter/year ended 31.03.2012	Last week of April, 2012
Book Closure Date	16.08.2011 to 24.08.2011 (both days inclusive)

- Dividend payment date**

Dividend, if any, declared in the next AGM will be paid on or after 24th August, 2011 but before the statutory time limit of 30 days from the date of declaration.

- Listing**

Sl. No.	Name & address of stock exchanges
1	Bombay Stock Exchange Limited, Mumbai Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001
2	The Uttar Pradesh Stock Exchange Ltd., "Padam Towers", 14/113, Civil Lines, Kanpur-208 001.

The Company has already paid annual listing fee for the year 2011-12 to both the stock exchanges.

- Stock Code**

- The Stock Exchange, Mumbai : 507525
- The Uttar Pradesh Stock Exchange Ltd. : AMRI
- Demat ISIN in NSDL and CDSL for equity shares : INE866E01026

- Market Price Data**

The monthly high/low quotations of the equity shares traded at Stock Exchange, Mumbai and BSE Sensex during the financial year 2010-11 are given below:

Month	ACL Share Price (Rs.)		BSE Sensex	
	High	Low	High	Low
April, 2010	287.90	232.00	18,047.86	17,276.80
May, 2010	259.45	215.00	17,536.86	15,960.15
June, 2010	255.75	192.00	17,919.62	16,318.39
July, 2010	300.00	201.00	18,237.56	17,395.58
August, 2010	258.00	205.15	18,475.27	17,819.99
September, 2010	274.80	207.00	20,267.98	18,027.12
October, 2010	264.00	185.50	20,854.55	19,768.96
November, 2010	258.00	205.00	21,108.64	18,954.82
December, 2010	233.00	202.15	20,552.03	19,074.57
January, 2011	227.95	185.10	20,664.80	18,038.48
February, 2011	264.00	188.50	18,690.97	17,295.62
March, 2011	328.00	202.00	19,575.16	17,792.17

- Comparison of Company's Share Price with BSE Sensex (based on monthly average)**





● **Share Transfer Agents & Demat Registrar**

The Company has appointed M/s MAS Services Ltd., New Delhi as the Registrar & Share Transfer Agent for handling both physical share registry work and demat share registry work having their office at:

M/s MAS Services Limited
T-34, 2nd Floor, Okhla Industrial Area,
Phase - II, New Delhi - 110 020
Ph:- 26387281/82/83
Fax:- 26387384
email:- info@masserv.com
website : www.masserv.com

● **Share Transfer System**

The transfers are normally processed within a period of 15 – 20 days from the date of receipt if the documents are complete in all respects. Requests for dematerialization of shares are processed and confirmation is given to the respective depositories i.e. National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) within 15 days. The connectivity with NSDL & CDSL is maintained through M/s MAS Services Ltd. The Shareholders have the option to open account with any of the depository participants registered with CDSL and NSDL. In the case of off-market/private transactions involving transfer of shares in physical form, SEBI has made mandatory for the transferee(s) to furnish copy of PAN card to the company/RTA. The shareholders/investors are advised to comply with the same while filing transfer documents with the Company/RTA.

● **Distribution of Equity Shareholding**

(a) Shareholding Pattern as on 31st March, 2011

S. No	Description	No. of shares held	Shareholding%
1.	Promoters <ul style="list-style-type: none"> Indian Promoters Persons acting in concert/relatives 	19,91,652 2,45,183	61.98% 7.63%
2.	Institutional Investors <ul style="list-style-type: none"> UTI & Mutual Funds Banks/Financial Institutions/Insurance Company FII's 	125 462 — —	0.01% 0.01% — —
3.	Others <ul style="list-style-type: none"> Private Bodies Corporate Indian Public NRs/OBCs/Pak shareholders 	2,93,391 6,75,601 6,817	9.13% 21.03% 0.21%
	Total	32,13,231	100.00%



(b) Distribution of Shareholding as on 31st March, 2011

Range of holding	No. of shareholders	%age of shareholders	No. of shares	% age of Holding
1 to 5,000	17,794	99.486	2,44,972	7.624
5,001 to 10,000	40	0.224	29,844	0.929
10,001 to 20,000	12	0.067	16,415	0.511
20,001 to 30,000	3	0.017	7,187	0.224
30,001 to 40,000	2	0.011	7,114	0.221
40,001 to 50,000	3	0.017	13,955	0.434
50,001 to 1,00,000	5	0.028	33,333	1.037
1,00,001 and Above	27	0.151	28,60,411	89.020
Total	17,886	100.00	32,13,231	100.00

- **Dematerialization of Shares**

The Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) and National Securities Depository Ltd. (NSDL) to offer depository services to the shareholders. As on March 31, 2011, 93.85% of the shares of the Company have been dematerialized. All the shares held by the promoters of the Company are in dematerialized form.

- **Reconciliation of Share Capital Audit**

A qualified practicing Company Secretary carried out reconciliation of share capital audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The Secretarial Audit Report confirms that the total issued / paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

- **Outstanding GDRs/ADRs/Warrants etc.**

Not applicable

- **Plant location:**

Amrit Food

Amrit Nagar, G.T.Road, Ghaziabad – 201009 (U.P.)



- **Address for correspondence:**

- (a) **Regd. Office:**

- Amrit Corp. Limited,
CM/28C (First Floor), Gagan Enclave, Amrit Nagar, G.T. Road, Ghaziabad – 201 009 (U.P.)
Tel.No.0120-2866880/2866886, Fax No.0120-2866888
e-mail : info@amritcorp.com, amritcmd@vsnl.net
website: www.amritcorp.com

- (b) **Corporate Office:**

- A-95, Sector – 65, Noida – 201 309 (U.P.)
Tel: 0120 – 4506900, Fax: 0120 – 4506910
e-mail : info@amritcorp.com
website: www.amritcorp.com

- (c) **Registrar & Share Transfer Agent:**

- MAS Services Limited**

- T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi - 110 020
Ph:- 26387281/82/83 Fax:- 26387384
e-mail:- info@masserv.com
website: www.masserv.com

Shareholders holding shares in electronic mode should address all their correspondence to their respective Depository Participants.

AUDITORS' CERTIFICATE REGARDING COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT

To the Members of Amrit Corp. Limited

We have examined the compliance of the conditions of Corporate Governance by Amrit Corp. Limited for the year ended 31st March, 2011 as stipulated in clause 49 of the listing agreement of the said Company with the stock exchanges.

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

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

We state that in respect of investor grievances received during the year ended 31st March, 2011, no investor grievances are pending against the Company for a period exceeding one month 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 **V Sahai Tripathi & Co.**
Chartered Accountants
Firms Registration No. 000262N

Place: Noida
Date: 16th July, 2011

Manish Mohan
Partner
M.No. 091607



Constituents of 'Group' as defined in MRTP Act, 1969 for the purposes of SEBI (SAST) Regulations, 1997

Persons constituting group within the definition of "group" as defined in the Monopolies and Restrictive Trade Practices Act, 1969, for the purpose of Regulation 3(1)(e) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997, include the following:

Sl. No.	Name of the Person/Entity
1.	Mr. Naresh Kumar Bajaj
2.	Mrs. Nirmala Jyoti Bajaj
3.	Mr. Ashwini Kumar Bajaj
4.	Mr. Vikram Kumar Bajaj
5.	Mrs. Vandana Bajaj
6.	Mrs. Jaya Bajaj
7.	Ms. Radhika Jatia
8.	Ms. Sneha Bajaj
9.	Mr. Varun Bajaj
10.	Mr. Arnav Bajaj
11.	Mrs. Sunita Mor
12.	Mr. Manvendra Mor
13.	Ms. Anuradha Gupta
14.	M/s. Amrit Agro Industries Limited
15.	M/s. AF Trading Company Private Limited
16.	M/s. A.K. Bajaj Investment Private Limited
17.	M/s. V.K. Bajaj Investment Private Limited
18.	M/s. Jyoti Nirmal Investment Private Limited
19.	M/s. United Holdings Private Limited
20.	M/s. Pushpak Finvest Private Limited
21.	M/s. Pooja Gases & Traders Private Limited
22.	M/s. Amrit Trademart Private Limited

Note : Shareholdings of HUFs are held in the names of the respective individuals in the capacity of Karta. Hence, HUFs are not separately listed hereinabove.



AUDITORS' REPORT

To the Members of Amrit Corp. Ltd.

1. We have audited the attached Balance Sheet of **Amrit Corp. Limited** as at 31st March, 2011, the Profit and Loss Account and also Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the management of Company. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We have conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditors' Report) Order, 2003 issued by the Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956 and on the basis of such checks as we considered appropriate and according to the information and explanation given to us, we set out in the Annexure, a statement on the matters specified in paragraph 4 and 5 of the said order.
4. Further to our comments in the Annexure referred to in paragraph 3 above, we report that:
 - i) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - ii) In our opinion, proper books of accounts as required by law have been kept by the Company so far as appears from our examination of those books;
 - iii) The Balance Sheet, the Profit and Loss Account and the Cash Flow Statement dealt

with by this report are in agreement with the books of account;

- iv) In our opinion, the Balance Sheet and Profit & Loss Account dealt with by this report have been prepared in compliance with the applicable accounting standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956.
- v) On the basis of information and explanation given to us and representations obtained from the Company and taken on record by the Board of Directors, we report that there is no Director of the company who, as at 31st March, 2011, is disqualified u/s 274 (1) (g) of the Companies Act, 1956, from being appointed as Director; and
- vi) In our opinion and to the best of our information and according to the explanations given to us, the said Balance Sheet and Profit and Loss Account, read together with the significant accounting policies and Note 4 along-with other notes to accounts appearing in *Schedule O* and foot-notes appearing under other schedules, 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:-
 - a) In the case of the Balance Sheet, of the State of Affairs of the company as at 31st March, 2011;
 - b) In the case of the Profit and Loss Account, of the Profit for the year ending March 31st 2011;
 - c) In the case of the Cash Flow Statement, of the Cash Flows for the year ended on that date

For **V Sahai Tripathi & Co.**
Chartered Accountants
Firms Registration No. 000262N

Place: Noida
Date: 16th July, 2011

Manish Mohan
Partner
M.No. 091607

ANNEXURE TO AUDITORS' REPORT

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

Annexure referred to in paragraph (3) of Auditors' Report to the members of Amrit Corp. Limited on the financial statements for the year ended March 31, 2011

1. (a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The company has a phased programme of physical verification of its fixed assets which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. In accordance with such programme, the management has physically verified its fixed assets during the year and no material discrepancies were noticed by them.
- (c) During the year, there was no substantial disposal of fixed assets.
2. (a) According to the information and explanations given to us, physical verification of inventories is conducted by the management at periodic intervals. These intervals are reasonable having regard to the size of the company and the nature of its inventories.
- (b) The procedures followed by the company for physical verification of inventories 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 and no material discrepancies were noticed on physical verification as compared to book records.
3. (a) The company has granted unsecured loans amounting to Rs. 417 lacs to two (2) companies covered in the register maintained under Section 301 of the Companies Act, 1956. The maximum amount involved during the year in respect of aforesaid two parties is Rs 417 Lacs which is also the year-end balance of the loan amounts.
- (b) The rate of interest and other terms & conditions of the unsecured loan given by the company are not prima-facie prejudicial to the interest of the company;
- (c) The unsecured loans are regularly serviced as per agreed terms;
- (d) There is no overdue amount in respect of the said unsecured loans;
- (e) An unsecured loan of Rs. 392.73 lacs was granted to the erstwhile Amrit Banaspati Company Ltd. (ABCL) by the then Amrit Enterprises Ltd. (now known as 'Amrit Banaspati Co.Ltd.'). a company covered under the register maintained u/s 301 of the Act under the Modified Rehabilitation Scheme (MRS) of ABCL sanctioned by the Hon'ble Board of Industrial & Financial Reconstruction (BIFR). Out of the said unsecured loan, a sum of Rs. 88.53 lacs has devolved on the company pursuant to the Scheme of Arrangement sanctioned by the jurisdictional High Courts and becoming effective from 1st April, 2006.
- (f) The MRS provided that the said loan would be subordinated to institutions/banks term loans and would be repaid after payment to all financial institutions/banks. Accordingly, the interest on the said loan has been fixed at 10% on annual basis and is being regularly paid as per terms of MRS. The repayment of the loan has commenced during the financial year 2010-11 and will be completed by 31st March, 2012. The maximum amount involved during the year and the year-end balance of such unsecured loan is Rs 88.53 Lacs and Rs 44.27 Lacs respectively. In view of this, we are of the opinion that the rate of interest and other terms & conditions of the loan are not prejudicial to the interests of the company.
- (g) Interest is being regularly paid on the above loan. However, the repayment of the loan will be completed, as mentioned in (f) above, during the financial year 2011-12.
4. 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 for the purchase of inventory and fixed assets and for the sale of goods and services. There was no continuing failure to correct major weaknesses in internal controls noticed by us during the course of our audit.
5. (a) In our opinion and according to the information and explanations given to us, the particulars of contracts or arrangements referred to in section 301 of the Act have been entered in the register required to be maintained under that section.
- (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of such contracts or arrangements exceeding the value of Rs. five lacs in respect of any party during the year have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
6. In our opinion and according to the information and explanations given to us, the company has complied with the directives issued by the Reserve Bank of India and the provisions of sections 58A, 58AA or any other relevant

- provisions of the Act and the Rules framed there-under, wherever applicable with regard to the deposits accepted during the year. In accordance with the information and explanations given to us, there were no orders passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other "Tribunal" which have not been complied with.
7. In our opinion the company has an internal audit system which is commensurate with the size and nature of its business.
8. Maintenance of cost records has not been prescribed by the Central Govt. under clause (d) of sub section (1) of section 209 of the Act in respect of the present manufacturing activities of the company.
9. (a) According to the information and explanations given to us and on the basis of our examination of the books of account, in our opinion the company is regular in depositing the undisputed statutory dues including provident fund, investor education & protection fund, employees state insurance, income tax, sales tax, wealth tax, service tax, custom duty, excise duty, cess and any other material statutory dues as applicable with the appropriate authorities. According to the information and explanations given to us, there were no undisputed amounts payable in respect of the above dues which were outstanding as at 31st March, 2011 for a period of more than six months from the date of becoming payable.
- (b) According to the records of the company examined by us, the particulars of the dues outstanding of income tax, sale tax, wealth tax, service tax, custom duty, excise duty and cess as at 31st March, 2011 which have not been deposited on account of disputes, are as under:

Name of the statutes	Nature of dues	Amount (Rs.)	Forum where dispute is pending
Income Tax Act, 1961	Withdrawal of investment Allowance and other disallowances	Rs. 2,35,71,688/-	High Court Allahabad

10. The company has no accumulated losses as at 31st March, 2011 and has not incurred any cash losses in the financial year ended on that date or in the immediately preceding financial year.
11. The company has not during the year defaulted in the re-payment of dues to the bank. The company has no loans from financial institutions nor has it issued any debentures.

12. The company has not granted any loans or advances on the basis of security by way of pledge of shares, debentures and other securities.
13. The company is not a chit fund, nidhi, mutual benefit fund or a society. Accordingly, the provisions of clause 4(xiii) of the Order are not applicable.
14. In respect of dealing/trading in shares, securities, debentures and other investments, in our opinion and 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. All the shares, securities, debentures and other investments have been held by the company in its own name.
15. In our opinion, and according to the information and explanations given to us, the company has not given any guarantee for loans taken by others from banks or financial institutions during the year. There is no corporate guarantee which is outstanding at the end of the year. Accordingly, clause 4(xv) of the Order is not applicable.
16. Company has not obtained term loan from bank during the year ending 31st March, 2011.
17. According to the information and explanation given to us, in our opinion, there are no funds raised on a short term basis which have been used for long term investment.
18. During the year, the company has not made any preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Companies Act, 1956. Accordingly, clause 4(xviii) of the order is not applicable.
19. The company has not issued any debentures. Accordingly, clause 4(xix) of the Order is not applicable.
20. The company has not raised any money by way of public issue during the year. Accordingly, clause 4(xx) of the Order is not applicable.
21. During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the company, noticed or reported during the year, nor we have been informed of any such case by the management.

For **V Sahai Tripathi & Co.**
Chartered Accountants
 Firms Registration No. 000262N

Place: Noida
 Date: 16th July, 2011

Manish Mohan
 Partner
 M.No. 091607



BALANCE SHEET AS AT 31ST MARCH, 2011

	Schedules	As at 31.03.2011 (Rs.)	As at 31.03.2010 (Rs.)
I. SOURCES OF FUNDS			
(1) Shareholders' Funds			
(a) Capital	A	3,21,32,310	3,21,32,310
(b) Reserves and Surplus	B	44,03,20,873	26,85,03,028
(2) Loan Funds :			
(a) Secured Loans	C	3,17,93,933	2,03,54,945
(b) Unsecured Loans	D	8,50,43,852	9,16,76,945
(3) Deferred Tax Liability		66,33,625	71,43,224
TOTAL		59,59,24,593	41,98,10,452
II. APPLICATION OF FUNDS			
(1) Fixed Assets :	E		
(a) Gross block		26,68,43,976	26,15,73,932
(b) Less: Depreciation		18,25,69,287	17,57,45,943
(c) Net block		8,42,74,689	8,58,27,989
(d) Capital work-in-progress		3,92,944	3,92,944
		8,46,67,633	8,62,20,933
(2) Investments	F	29,48,33,433	11,10,19,000
(3) Current Assets, Loans & Advances :	G		
(a) Inventories		5,08,42,166	3,98,53,954
(b) Sundry debtors		85,97,883	76,43,241
(c) Cash & bank balances		5,77,04,108	13,54,92,583
(d) Loans & advances		17,11,14,208	9,09,57,654
		28,82,58,365	27,39,47,432
Less : Current liabilities & provisions	H	7,18,34,838	5,13,76,913
Net Current Assets		21,64,23,527	22,25,70,519
TOTAL		59,59,24,593	41,98,10,452
Notes to Accounts	O		
Schedules A to H annexed and significant Accounting Policies and Notes to Accounts form part of this Balance Sheet.			
This is the Balance Sheet referred to in our report of even date.			
For V Sahai Tripathi & Co. Chartered Accountants Firms Registration No. 000262N	N.K.Bajaj	<i>Chairman & Managing Director</i>	
Manish Mohan <i>Partner</i> M. No. 091607	G.N.Mehra K.R. Ramamoorthy Praveen Kumar Kamal Budhiraja V.K. Bajaj	<i>Directors</i>	
Place : Noida	J.C. Rana	<i>Executive Director</i>	
Dated : July 16th, 2011	P. K. Das	<i>Company Secretary</i>	



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

	Schedules	Current Year (Rs.)	Previous Year (Rs.)
INCOME			
Sales/Services (TDS of Rs. 12,84,994/- Previous year Rs. 24,50,411/-)		40,86,30,694	33,74,50,343
Less: Excise duty		1,01,053	-
Net Sales		40,85,29,641	33,74,50,343
Increase/(Decrease) in stocks	I	5,61,144	8,34,770
Other income	J	7,63,21,947	4,80,87,308
Exceptional income		16,55,92,800	-
(Sale of long term investment)			
		65,10,05,532	38,63,72,421
EXPENDITURE			
Material consumed	K	24,22,49,090	19,91,35,639
Manufacturing expenses	L	7,66,64,920	6,47,02,176
Employees' emoluments	M	4,24,72,932	3,31,48,237
Other expenses	N	6,12,98,627	4,78,38,477
		42,26,85,569	34,48,24,529
Profit before Depreciation		22,83,19,963	4,15,47,892
Less : Depreciation		1,07,13,571	1,19,77,630
Profit before taxation		21,76,06,392	2,95,70,262
Provision for Taxation			
- Current Tax-net (including wealth tax)		3,35,83,000	34,90,000
- Deferred Tax (Refer Note-15)		(14,69,945)	1,61,819
Profit after taxation		18,54,93,337	2,59,18,443
Effect of Change in Depreciation Policy			
- Depreciation written back (net of deferred tax) (Refer Notes-4 & 15)		(19,99,575)	-
Prior period adjustments			
-Depreciation short charged earlier (Refer Note-5)		7,37,077	(37,258)
Net profit for the year		18,67,55,835	2,59,55,701
Add : Balance of Profit Brought Forward		9,80,23,873	9,95,61,989
Profit available for appropriation		28,47,79,708	12,55,17,690
APPROPRIATIONS:			
a) Proposed Dividend on Equity Shares		1,28,52,924	64,26,462
b) Tax on dividend		20,85,066	10,67,355
c) General Reserve		16,00,00,000	2,00,00,000
Balance carried to Balance Sheet		10,98,41,718	9,80,23,873
Earning per Share (Before exceptional income)		6.59	8.08
Earning per Share (After exceptional income)		58.12	8.08
Notes to Accounts	O		
Additional Information	P		
Schedules I to N & P annexed and the significant Accounting Policies and Notes to Accounts form part of this Profit & Loss Account.			
This is the Profit & Loss Account referred to in our report of even date.			
For V Sahai Tripathi & Co.	N.K.Bajaj	Chairman & Managing Director	
Chartered Accountants			
Firms Registration No. 000262N	G.N.Mehra	Directors	
Manish Mohan	K.R. Ramamoorthy		
Partner	Praveen Kumar		
M. No. 091607	Kamal Budhiraja		
	V.K. Bajaj		
Place : Noida	J.C. Rana	Executive Director	
Dated : July 16th, 2011	P. K. Das	Company Secretary	



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

(Rs.in lacs)

Particulars	31.03.2011	31.03.2010
(A) Cash flow from operating activities		
Profit before tax	2,176.06	295.70
Add:		
Loss on sale of investments	-	0.72
Depreciation	114.51	119.40
Loss on sale of assets	5.73	0.84
Interest paid	106.02	105.03
Dividend/interest	(274.92)	(197.29)
Profit on sale of assets	(2.11)	(0.05)
Profit on sale of units	(4.85)	(2.23)
Provision/Sundry balances written back	(16.81)	(12.41)
Effect of change of Accounting Policies	(20.00)	-
Exceptional Income	(1,655.93)	-
Operating profit before working capital changes	427.70	309.71
Adjustment for:		
Trade & other receivables	(9.55)	7.29
Loans and advances	(714.23)	95.57
Inventories	(109.88)	(6.93)
Trade payable	125.22	69.91
Cash generation from operations	(280.74)	475.55
Less: Direct tax paid	408.62	98.69
Net Cash generation from operating activities	(689.36)	376.86
(B) Cash flow from investing activities		
Purchase of investment	(2,122.86)	(155.00)
Dividend/Interest income	274.92	197.29
Purchase of fixed assets	(80.45)	(77.72)
Change in depreciation reserve fund	20.00	-
Sale of fixed assets	7.45	284.21
Sale of investment	1,945.49	206.51
Net cash from investing activities	44.55	455.29
(C) Cash flow from financing activities		
Redemption of preference share capital	(0.19)	(0.16)
Proceeds from borrowing of working capital	25.16	2.73
Proceeds from long term borrowing	(45.77)	(41.07)
Proceeds from unsecured loans	(66.33)	118.34
Interest paid	(106.02)	(105.04)
Payment of dividend (incl.tax on dividend)	(74.93)	(75.19)
Raising of overdraft Loan	135.00	-
Net cash used in financing activities	(133.08)	(100.39)
Net increase/(decrease) in cash & cash equivalents	(777.89)	731.76
Cash and cash equivalents as at 01.04.2010 (opening balance)	1,354.93	623.17
Cash and cash equivalents as at 31.03.2011 (closing balance)	577.04	1,354.93

NOTES: i) Figures in brackets represent cash outflows.
ii) Previous year's figures have been regrouped/recast, wherever necessary.

As per our report annexed.

For V Sahai Tripathi & Co. Chartered Accountants Firms Registration No. 000262N Manish Mohan <i>Partner</i> M. No. 091607	N.K.Bajaj G.N.Mehra K.R. Ramamoorthy Praveen Kumar Kamal Budhiraja V.K. Bajaj	<i>Chairman & Managing Director</i> <i>Directors</i> <i>Executive Director</i> <i>Company Secretary</i>
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Place : Noida
Dated : July 16th, 2011



SCHEDULES

Schedule 'A' SHARE CAPITAL

	As at 31.03.2011 (Rs.)	As at 31.03.2010 (Rs.)
Authorised		
10,00,000 – 15% Redeemable Cumulative Preference Shares of Rs. 10/- each	1,00,00,000	1,00,00,000
40,00,000 – 11% Redeemable Cumulative Preference Shares of Rs. 10/- each	4,00,00,000	4,00,00,000
2,00,00,000 – Equity Shares of Rs.10/- each	20,00,00,000	20,00,00,000
Total	25,00,00,000	25,00,00,000
Issued, Subscribed & Paid Up		
32,13,231 – Equity Shares of Rs. 10/- each fully paid up (32,13,231)	3,21,32,310	3,21,32,310
Total	3,21,32,310	3,21,32,310

Notes:

- The paid-up share capital of the Company was reduced to Rs.321.32 lacs w.e.f. 1st April,2006 consequent to re-organisation of the capital under the Scheme of Arrangement sanctioned by the Hon'ble High Courts of Allahabad, Delhi & Chandigarh.
- Before reorganization of the equity share capital of the Company under the Scheme of Arrangement, the paid-up Capital included:
 - 72,500 equity shares allotted as fully paid up pursuant to a contract without payment being received in cash;
 - 28,80,000 equity shares issued as fully paid up bonus shares by capitalization of Reserve;
 - 7,18,000 equity shares issued as fully paid-up to financial institutions upon conversion of part of term loans;
 - 2,75,472 equity shares issued as fully paid up to the shareholders of erstwhile Amrit Protein Foods Ltd.(APFL) in pursuance of the amalgamation of APFL with the Company.

Schedule 'B' RESERVES & SURPLUS

	As at 31.03.2011 (Rs.)	As at 31.03.2010 (Rs.)
Preference Share Capital Redemption Reserve	40,50,000	40,50,000
Revaluation Reserve	64,29,155	64,29,155
General Reserve		
Balance brought forward	16,00,00,000	14,00,00,000
Add: Transfer from Profit & Loss Account	16,00,00,000	2,00,00,000
	32,00,00,000	16,00,00,000
Profit & Loss Account	10,98,41,718	9,80,23,873
Total	44,03,20,873	26,85,03,028

Schedule 'C' SECURED LOANS

	As at 31.03.2011 (Rs.)	As at 31.03.2010 (Rs.)
(a) Term Loans from		
Punjab National Bank	54,74,469	87,74,469
Interest accrued & due on bank loans	72,078	97,342
Total (a)	55,46,547	88,71,811
(b) Working Capital (Cash Credit) from		
Punjab National Bank	97,21,798	72,05,360
Total (b)	97,21,798	72,05,360
(c) Overdraft against Fixed Deposit facility from		
Yes Bank Ltd.	1,35,00,000	-
(d) Vehicle Loans	30,25,588	42,77,774
Total (a+b+c+d)	3,17,93,933	2,03,54,945

Notes :

- The term loans are secured / to be secured by a equitable mortgage of the immovable properties both present and future and a first charge by way of hypothecation over the machinery, machinery spares, tools and accessories and other movables both present and future (save and except book debts) ranking pari-passu with the charges created/ to be created on the Company's assets, subject to prior charge of the bankers on working capital on specified movables. The term loans are also secured by:-
 - Exclusive first charge on the assets created/ to be created with bank's term loans;
 - First charge on all the fixed assets of the Company ranking pari passu with the existing charge holders;
 - Second charge on all the current assets of the Company ranking pari passu with the existing charge holders; and
 - Personal guarantees of S/Shri N.K.Bajaj, A.K.Bajaj and V.K. Bajaj.
- The working capital (cash credit) borrowings are secured by:-
 - Hypothecation of raw materials, stores, finished goods, stock-in-process, book-debts;
 - First charge on current assets ranking pari-passu with the existing chargeholders;
 - Second charge on the fixed assets of the Company ranking pari-passu with the existing chargeholders; and
 - Personal guarantees of S/Shri N.K.Bajaj, A.K.Bajaj and V.K. Bajaj.
- The facility of "Overdraft against fixed deposit" is secured against the fixed deposits to the extent of 110% of the facility amount duly lien marked in favour of Yes Bank Ltd.
- Vehicle loan(s) are secured by hypothecation of the vehicles purchased out of the said loans.

Schedule 'D' UNSECURED LOANS

	As at 31.03.2011 (Rs.)	As at 31.03.2010 (Rs.)
Fixed Deposits		
Payable within one year Rs. 4,37,77,000/- (Rs. 4,57,97,000/-)	6,92,24,000	6,23,75,000
Interest Accrued & due	43,292	15,823
Other Unsecured Loans	1,57,76,560	2,92,86,122
Total	8,50,43,852	9,16,76,945

Schedule 'E' FIXED ASSETS

(Fig. in Rs.)

Particulars	Gross Block			Depreciation			Net Block	
	As at 01-04-10	Additions	Sale Adjustment	As at 31.03.11	Upto 31-03-10	For the year written back (net)	Sale/ Adjustment	Upto 31-03-11
Land (free hold)	64,50,000	-	-	64,50,000	-	-	-	-
Buildings	2,57,83,025	-	-	2,57,83,025	1,13,27,080	7,46,344	-	1,18,36,384
Plant & machinery	19,14,33,378	45,69,659	10,17,178	19,49,85,859	15,24,39,958	71,50,486	9,65,002	15,92,90,635
Electric installation	57,74,149	-	-	57,74,149	23,26,178	2,57,227	-	29,24,942
Laboratory equipment	11,12,376	40,000	-	11,52,376	5,90,242	36,250	-	6,26,492
Water supply system	1,45,817	-	-	1,45,817	57,655	2,377	-	60,032
Furniture & fixtures	90,26,469	5,67,529	1,90,000	94,03,998	12,82,757	5,34,275	58,129	16,27,070
Vehicles	1,34,89,521	19,25,244	12,03,924	1,42,10,841	53,25,629	13,07,997	5,20,388	35,67,110
Equipment & appliances	62,69,829	7,54,006	3,63,500	66,60,335	16,52,167	2,80,028	1,23,864	15,95,470
Computer	15,64,368	1,88,208	-	17,52,576	7,00,527	2,23,587	-	8,22,402
Intangible Asset	5,25,000	-	-	5,25,000	43,750	1,75,000	-	2,18,750
Total	26,15,73,932	80,44,646	27,74,602	26,68,43,976	17,57,45,943	1,07,13,571	16,67,383	18,25,69,287
Previous year	23,89,88,753	2,38,94,921	13,09,742	2,615,73,932	16,49,28,485	1,19,77,630	11,60,172	17,57,45,943
Capital work in progress at cost and advances for capital expenditure								
Total							3,92,944	3,92,944
							8,46,67,633	8,62,20,933



Schedule 'F' INVESTMENTS

LONG TERM INVESTMENTS (NON-TRADE)

A QUOTED

	As at 31.03.2011 (Rs.)	As at 31.03.2010 (Rs.)
(i) Purple Entertainment Ltd. Nil (7,500) Equity Shares of Rs.10/- each fully paid up	-	75,000
(ii) Amrit Banaspati Company Ltd. 16,81,373 (16,40,037) Equity Shares of Rs.10/- each fully paid up	8,13,34,744	7,24,98,000
(iii) ABC Paper Ltd Nil (22,99,900) Equity Shares of Rs.10/- each fully paid up	-	2,29,99,000
(iv) Investment in PMS-HDFC		
- Electrosteel Castings Ltd. 39,888 (Nil) Equity Shares of Rs.1/- each fully paid up	17,98,267	-
- Reliance Industries Ltd 1,925 (Nil) Equity Shares of Rs.10/- each fully paid up	20,47,138	-
- Sterlite Industries India Ltd 11,226 (Nil) Equity Shares of Rs.1/- each fully paid up	19,84,752	-
- ICICI Bank Ltd 1,780 (Nil) Equity Shares of Rs.10/- each fully paid up	19,98,839	-
- Dhanlaxmi Bank Ltd 13,722 (Nil) Equity Shares of Rs.10/- each fully paid up	22,91,055	-
- The Jammu & Kashmir Bank Ltd 2,051 (Nil) Equity Shares of Rs.10/- each fully paid up	16,23,344	-
- GVK Power & Infrastructure Ltd 48,431 (Nil) Equity Shares of Rs.1/- each fully paid up	18,85,991	-
- Hindustan Media Ventures Ltd. 9,354 (Nil) Equity Shares of Rs.10/- each fully paid up	16,49,670	-
- Tata Motors Ltd -New NPP 2,607 (Nil) Equity Shares of Rs.10/- each fully paid up	19,89,896	-
- India Bulls Real Estate Ltd 12,398 (Nil) Equity Shares of Rs.2/- each fully paid up	22,92,337	-
- Aditya Birla Nuvo Ltd 1,915 (Nil) Equity Shares of Rs.10/- each fully paid up	15,91,007	-
- Gujarat NRE Coke Class B 40,260 (Nil) Equity Shares of Rs.10/- each fully paid up	16,37,389	-
- Rico Auto Industries Ltd 86,420 (Nil) Equity Shares of Rs.1/- each fully paid up	21,69,244	-
- Nagarjuna Construction Ltd. 16,644 (Nil) Equity Shares of Rs.2/- each fully paid up	23,22,378	-
- Wipro Ltd 3,779 (Nil) Equity Shares of Rs.2/- each fully paid up	16,35,009	-
- Venus Remedies Ltd 5,335 (Nil) Equity Shares of Rs.10/- each fully paid up	16,54,391	-
- Axis Bank Ltd 1,338 (Nil) Equity Shares of Rs.10/- each fully paid up	20,42,084	-
- Amar Raja Batteries Ltd 8,490 (Nil) Equity Shares of Rs.2/- each fully paid up	16,15,900	-
- Graphite India Ltd 17,248 (Nil) Equity Shares of Rs.2/- each fully paid up	16,46,108	-
- Prakash Industries Ltd 13,740 (Nil) Equity Shares of Rs.10/- each fully paid up	20,48,021	-
- Pantaloon Retails India Ltd 4,721 (Nil) Equity Shares of Rs.2/- each fully paid up	18,64,156	-
Total (A)	12,11,21,720	9,55,72,000



B Unquoted

(i) ABC Paper Ltd 10,00,000 (15,00,000) 7% Redeemable Preference Shares of Rs.10/-each fully paid up-unredeemed portion	1,00,00,000	1,50,00,000
(ii) Amrit Pulp & Paper Industries Pvt. Ltd. Nil (39,750) Equity Shares of Rs.10/-each fully paid up	-	3,97,500
(iii) Amrit Digvijay Infra-tech Pvt.Ltd. 4,950 (4,950) Equity Shares of Rs.10/-each fully paid up	49,500	49,500
(iv) Puravankara Secured Non Convertible Debenture 1 (Nil) Debenture of Rs.1,00,00,000/-each fully paid up	1,00,00,000	-
(v) Investment in Mutual Funds 45,00,000 (Nil) Units of Kotak FMP Series 29-Growth Rs.10/-each 8,00,000 (Nil) Units of Kotak FMP Series 41-Growth Rs.10/-each 15,00,000 (Nil) Units of ICICI Pru. FMP Series 53 Rs.10/-each 20,00,000 (Nil) Units of ICICI Pru. FMP Series 55 Rs.10/-each 20,00,000 (Nil) Units of SBI Debt Fund Series 90 days Rs.10/-each 15,00,000 (Nil) Units of Tata FMP Series 30 Scheme A -Growth Rs.10/-each 20,00,000 (Nil) Units of Religare FMP Series V Plan B Growth A Rs.10/-each 6,93,056.240 (Nil) Units of Kotak Floater Long Term- Growth Rs.10/-each	4,50,00,000 80,00,000 1,50,00,000 2,00,00,000 2,00,00,000 1,50,00,000 2,00,00,000 1,06,62,213	- - - - - - - -
Total (B)	17,37,11,713	1,54,47,000
Total (A+B)	29,48,33,433	11,10,19,000

	Book Value as at		Market Value as at	
	31.03.2011	31.03.2010	31.03.2011	31.03.2010
Quoted	12,11,21,720	9,55,72,000	42,56,78,830	39,93,91,045
Unquoted	17,37,11,713	1,54,47,000	-	-
Total	29,48,33,433	11,10,19,000	42,56,78,830	39,93,91,045

Investments purchased and sold during the year

Particulars	No. of units/ Shares	Face value (Rs.)	Purchase cost (Rs.)
Mutual Funds			
Hdfc Short Term Plan-dividend	4,83,984.94	10.33	50,00,000.00
Templton India Short Term Income Plan	4,576.24	1,092.60	50,00,000.00
Templton India Short Term Income Plan	6,898.54	1,087.19	75,00,000.00
Templton India Short Term Income Plan	9,105.52	1,087.25	99,00,000.00
Templton India Short Term Income Plan	4,680.95	1,089.52	51,00,000.00
Templton India Short Term Income Plan	4,589.17	1,089.52	50,00,000.00
Tata Fixed Income Portfolio Fund Scheme A3 Inst.	90,00,000.00	10.00	9,00,00,000.00
ICICI Pru Flexible Income Plan Premium	1,89,152.00	105.74	2,00,00,000.00
ICICI Pru -blended Plan B-institutional	19,31,739.00	10.36	2,00,07,602.81
Reliance Medium Term Fund-daily Dividend Plan	52,64,420.00	17.09	9,00,00,000.00
HDfC CMF-savings Plan-daily Dividend	11,75,210.00	10.64	1,25,00,000.00
HDfC CMF-ta Plan-retail-weekly Div.	39,90,264.00	10.02	4,00,00,000.00
HDfC CMF-TA Plan-retail-weekly Div.	6,10,903.29	10.02	61,24,000.00
HDfC CMF-TA Plan-retail-weekly Div.	2,48,803.35	10.03	24,95,000.00
HDfC Income Fund-growth	4,51,168.00	22.16	1,00,00,000.00
HDfC FMP 100 D Sept 2010	30,00,000.00	10.00	3,00,00,000.00
HDfC FMP 100d October 2010	70,00,000.00	10.00	7,00,00,000.00
Reliance Monthly Interval Fund-series II	1,99,966.00	10.00	20,00,000.00
Kotak Floater Long Term	12,60,801.00	10.00	1,95,00,000.00
PMS-HDfC			
Bharti Airtel	6,001.00	328.63	19,72,091.41
Total			45,20,98,694.21

Schedule 'G' CURRENT ASSETS, LOANS & ADVANCES

	As at 31.03.2011 (Rs.)	As at 31.03.2010 (Rs.)
A. Current Assets		
1. Stores and spare parts	99,69,144	84,79,625
2. Stock in trade		
(a) Raw material	88,71,374	82,41,510
(b) Goods in Transit	-	23,75,172
(c) Finished products	59,18,050	53,56,906
(d) Land, building & development-Realty	2,60,83,598	1,54,00,741
	5,08,42,166	3,98,53,954
3. Sundry debtors (Unsecured)		
(a) Due for more than six months		
- Considered good	47,779	1,55,155
- Considered doubtful	15,90,886	15,90,886
Less: Provision for doubtful debts	(15,90,886)	(15,90,886)
(b) Others (considered good)	85,50,104	74,88,086
	85,97,883	76,43,241
4. Cash & bank balances		
(a) Cash in hand	2,87,077	8,74,524
(b) With scheduled banks		
(i) In Current Accounts	30,64,730	7,23,49,141
(ii) Other Deposit Accounts	3,97,74,658	4,46,20,000
(iii) In Margin Money Account*	98,13,301	1,30,38,301
(iv) Bank Account-unclaimed dividends	29,74,058	27,95,153
(v) Bank Account-unclaimed pref.shares redemption	12,27,530	12,46,780
(vi) Bank Account-unclaimed fractional shares entitlement	5,62,754	5,68,684
	5,77,04,108	13,54,92,583
B. Loans & Advances (Unsecured)		
5. Advances recoverable in cash or in kind or for value to be recieved		
- Considered good	15,99,56,366	8,78,41,812
- Considered doubtful	11,66,108	22,33,733
Less: Provision for doubtful advances	(11,66,108)	(22,33,733)
6. MAT credit entitlement	1,11,57,842	31,15,842
	17,11,14,208	9,09,57,654
Total	28,82,58,365	27,39,47,432

Notes:

- Inventories are valued as explained in the accounting policy and are as per inventory and valuation
- Amount due from officers of the Company: Nil
Maximum amount due from officers at any time during the year Rs. 5,050/- (Rs. 20,000/-)
- *Fixed Deposits pledged with banks on account of Margin Money for issuing Bank Guarantees.



Schedule 'H' CURRENT LIABILITIES & PROVISIONS

A. CURRENT LIABILITIES

	As at 31.03.2011 (Rs.)	As at 31.03.2010 (Rs.)
1. Sundry creditors		
- Dues of micro and small scale enterprises	12,87,309	9,06,616
- Others	1,30,32,373	81,71,636
2. Other liabilities	2,98,42,276	2,39,43,749
3. Interest accrued but not due	18,96,764	14,06,938
4. Unclaimed dividends*	29,74,058	27,95,153
5. Unclaimed redemption amount of preference shares*	12,27,530	12,46,780
6. Unclaimed fractional payment	5,62,754	5,68,684

B. PROVISIONS

1. Proposed dividend	1,28,52,924	64,26,462
2. Corporate Tax on Dividend	20,85,066	10,67,355
3. Gratuity	7,30,945	-
4. Leave encashment	53,42,839	48,43,540
Total	7,18,34,838	5,13,76,913

(* There is no amount due and outstanding to be credited to Investor Education and Protection Fund.)

Schedule 'I' INCREASE / (DECREASE) IN STOCK

Opening Stock

Finished Products	53,56,906	45,22,136
	53,56,906	45,22,136

Closing Stock

Finished Products	59,18,050	53,56,906
	59,18,050	53,56,906
Increase/(Decrease) in Stock	5,61,144	8,34,770



Schedule 'J' OTHER INCOME

Other Income

	Current year (Rs.)	Previous Year (Rs.)
Interest received (TDS Rs.11,96,891/-) (previous year Rs.10,86,793/-)	1,85,33,546	97,92,185
Dividend received		
-Long term investments	45,02,677	96,09,805
-Current investments	44,55,592	3,27,274
Profit on sale of current investments (net)	4,84,634	2,23,424
Rent received	8,25,807	8,46,295
Profit on sale of assets	2,10,690	5,238
Profit on sale of stores / raw materials	3,07,950	2,56,708
Profit on foreign exchange fluctuation	31,588	27,598
Royalty on Gagan Brand / Logo (TDS Rs.49,95,017/-) (previous year Rs.28,68,790/-)	4,52,85,706	2,52,64,341
Sundry balances adjusted	1,621	3,52,175
Provisions made previous years no longer required	10,63,862	8,88,379
Miscellaneous receipts	6,18,274	4,93,886
Total	7,63,21,947	4,80,87,308

Exceptional Income

Profit on sale of long term investment	16,55,92,800	-
Total	16,55,92,800	-

Schedule 'K' MATERIAL CONSUMED

Raw Materials

	Current year (Rs.)	Previous Year (Rs.)
Opening Stock	2,36,42,251	2,39,28,783
Purchases/procurement/improvement expenses	25,63,72,561	20,08,42,267
	28,00,14,812	22,47,71,050
Less : Sales/Transfer/Loss	28,10,750	19,93,160
	27,72,04,062	22,27,77,890
Less : Closing Stock	3,49,54,972	2,36,42,251
Total	24,22,49,090	19,91,35,639

Schedule 'L' MANUFACTURING EXPENSES

	Current year (Rs.)	Previous Year (Rs.)
Stores, spare parts, chemicals & others	4,14,48,426	3,49,33,032
Power & fuel consumed	2,60,19,721	2,17,55,476
Repairs:		
Buildings	7,77,623	6,79,879
Machinery	84,19,150	73,33,789
Total	7,66,64,920	6,47,02,176



Schedule 'M' EMPLOYEES EMOLUMENTS

	Current year (Rs.)	Previous Year (Rs.)
Salaries, wages, gratuity and bonus	3,75,17,471	2,86,93,212
Employees welfare expenses	17,34,444	16,46,824
Employer's contribution to provident fund, E.S.I., and family pension fund	32,21,017	28,08,201
Total	4,24,72,932	3,31,48,237

Schedule 'N' OTHER EXPENDITURE

	Current year (Rs.)	Previous Year (Rs.)
Insurance	4,30,291	3,70,959
Rent	53,69,476	11,01,093
Rates & taxes	6,57,246	2,85,071
Research & Development	32,008	15,576
Advisory & Consultancy fee	56,70,714	18,40,828
Freight & cartage on sales	42,61,124	38,06,585
Selling expenses	96,81,029	68,04,472
Interest on term loans	9,37,154	12,63,307
Interest others	96,65,225	94,74,155
Payment to Auditors		
a) As Auditor	1,65,450	1,20,000
b) As Adviser		
- Management services	1,00,000	-
c) In any other manner		
- Reimbursement of expenses	42,550	50,225
Payment to Directors for attending Board Meetings:		
- As fees	6,90,000	7,95,000
- As travelling expenses	1,92,457	1,88,543
Loss on sale of fixed assets	5,72,652	84,209
Loss on sale of stores	-	2,92,429
Loss on sale of investments	-	72,357
Sundry balances written off	1,18,929	49,702
Miscellaneous expenses	2,27,12,322	2,12,23,966
Total	6,12,98,627	4,78,38,477

Schedule 'O' NOTES TO ACCOUNTS

A. Significant Accounting Policies

1. Basis of Preparation of Financial Statements

The financial statements have been prepared in accordance with Indian Generally Accepted Accounting Principles ("GAAP") under the historical cost convention on accrual basis and are in accordance with the applicable accounting standards issued by the Institute of Chartered Accountants of India (ICAI) and prescribed in the Companies (Accounting Standards) Rules, 2006. These Accounting policies have been consistently applied, except where a newly issued accounting standard is initially adopted by the company. Management evaluates the effect of accounting standards issued on a going concern basis and ensures that they are adopted as mandated by the ICAI.

2. Fixed Assets

(a) Owned Assets

Fixed assets are stated at their original cost of acquisition inclusive of inward freight, duties, taxes and incidental expenses relating to acquisition and installation, adjusted by revaluation of land. The cost of assets under installation or under construction plus direct allocable expenses as at the Balance Sheet date are shown as capital work-in-progress.

(b) Assets taken on finance lease

Fixed assets taken on finance lease are stated at the lower of the fair value of the lease assets or the present value of minimum lease payments at the inception of the lease.

(c) Intangible Assets and Amortization

Intangible Assets & related expenditure are recognized as per criteria specified in **Accounting Standard-26 on "Intangible Assets"** issued by the Institute of Chartered Accountants of India. The cost of software purchased for internal use or main software comprises its purchase price, including any import duties and other taxes (other than those subsequently recoverable by the enterprise from the taxing authorities) and any directly attributable expenditure on making the software ready for its use. Any trade discounts and rebates are deducted in arriving at the cost.

3. Depreciation

- (a) Depreciation so far was being provided on Written Down Value Method at the Corporate Office and Straight Line Method at the Amrit Food Unit at the rates specified in Schedule XIV of the Companies Act, 1956. In order to have uniformity in the depreciation accounting, the Written Down Value Method was changed to Straight Line Method at the Corporate Office w.e.f. 1st April, 2010. From the current year onwards, Company is following Straight Line Method on all assets, except software, in both units.
- (b) The software is amortized over a period of 36 months from the month subsequent to the month in which it got activated for use.
- (c) In respect of assets added/disposed off during the year depreciation is charged on a pro-rata basis with reference to the month of addition/disposal. In the case of additions, it is charged for the full month in which additions took place and in the case of sales up to the month preceding the date of sale.
- (d) Assets below Rs.5,000/- are depreciated at the rate of 100%.
- (e) In respect of fixed assets taken on finance lease, when there is reasonable certainty that the company will obtain ownership by the end of the lease term, depreciation is provided in accordance with the policy followed by the company for owned assets.

4. **Impairment**

The carrying amount of assets is reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use the estimated future cash flows are discounted to their present value at the weighted cost of capital.

5. **Investment**

Investments are classified into current and long term investments. Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long term investments. Current investments are stated at the lower of cost and fair value determined on an individual basis. Long term investments including interests in joint-venture companies, are carried at cost. A provision for diminution in value is made to recognize a decline other than temporary in the value of long term investments. Profit/loss on sale of investments is computed with reference to their average cost.

6. **Inventories**

- (a) Raw materials, components, stores, spares and loose tools are valued at lower of weighted average cost.
- (b) **Work-in-progress**
 - (i) Work-in-progress (other than the property development or construction related) is valued at cost determined at different stages of production which includes related overheads.
 - (ii) Property development and construction-related work-in-progress is valued at cost till such time the outcome of the work cannot be ascertained and thereafter at lower of cost or net realizable value.
- (c) Finished goods are valued at lower of weighted average cost or net realizable value. In the case of finished goods, cost is determined by taking material, labour and related factory overheads including depreciation and fixed production overheads which are apportioned on the basis of normal capacity.
- (d) Unsold real estate inventory is valued at lower of cost or market value

7. **Revenue Recognition**

Revenue is recognized to the extent that it can be reliable, measured and is appropriate to the economic benefits that will flow to the company.

(a) **Sale of goods**

Revenue from the sale of goods is recognized when the significant risks and rewards of ownership of the goods are transferred to the customers and is stated net of rebates/trade discounts. Consignment sales are booked to the extent of consignment sales notes received from consignees. The revenue on sale of residential/commercial plots and constructed units are recognized on completion and execution of sale/conveyance deeds and on reasonable expectation of collection of the sale consideration from the customer. The estimates relating to sale value, estimated cost etc., are revised and updated periodically by the management and necessary adjustments are made in the current year's account.

(b) **Royalties and income from services**

Income from royalty and services rendered is booked on accrual basis in accordance with the terms of the royalty agreements/arrangements with the concerned parties.

(c) **Interest**

Interest is recognized on a time proportion basis in accordance with agreement taking into account the amount outstanding and the rate applicable.

(d) **Dividend**

Dividend income is recognized if the right to receive the payment is established by the Balance Sheet date.

8. Employee Benefits

(a) **Short Term Employee Benefits**

All employee benefits falling due wholly within twelve months of rendering the service are classified as short term employee benefits. The benefits like salaries, wages, short term compensated absences etc. and the expected cost of bonus, ex-gratia etc. are recognized in the period in which the employee renders the related service.

There are no other encashable short-term benefits.

(b) **Post-Employment Benefits**

(i) **Defined Contribution Plans:** The State governed provident fund scheme, employee state insurance scheme and employee pension scheme are defined contribution plans. The contribution paid/payable under the schemes is recognized during the period in which the employee renders the related service.

(ii) **Defined Benefit Plans:** The employees gratuity fund scheme and provident fund scheme managed by trust are defined benefit plans.

(a) In the case of gratuity liability, the present value of the obligation under such defined benefit plan is determined based on actuarial valuation using the projected unit credit method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plan, is based on the market yields on Government securities as at the balance sheet date, having maturity periods approximating to the terms of related obligations.

Actuarial gains and losses are recognized immediately in the Profit & Loss Account.

(b) In the case of provident fund administered by the Trust constituted by the Company, the Company makes monthly contributions as a fixed percentage of basic pay of certain specified employees to the Fund every month. The interest credited to the account of the employees is adjusted on annual basis to conform to the interest rate notified by the Govt. for the Employees Provident Fund. The Company has an obligation to make good the shortfall, if any, between the return on investment of the Trust and the notified interest rate. There is no deficit in the Fund.

(c) **Long Term Employee Benefits**

Entitlements to annual leave, casual leave and sick leave are recognized when they accrue to the employees. Sick leave and casual leave can only be availed while earned leave can either be availed or encashed subject to restriction on the maximum number of accumulation of leaves. The Company determines the liability for such accumulated leaves using the projected unit credit method with actuarial valuation being carried out at each Balance Sheet date in the similar manner as in the case of defined benefit plans as mentioned in (b) (ii) above.

- (iii) The other staff benefit schemes will be provided according to respective laws in respect of employees as and when these will be applicable on company.

9. Taxes on Income

The current charge for Income Tax is ascertained on the basis of assessable profits computed in accordance with the provisions of the Income Tax Act, 1961.

Minimum Alternative Tax ("MAT") paid in accordance with the tax laws, which gives rise to future economic benefits in the form of adjustment of future income tax liability, is considered as an asset if there is convincing evidence that company will pay normal tax in future. MAT credit entitlement can be carried forward and utilized for a period of seven years from the year in which the same is availed. Accordingly, it is recognized as an asset in the balance sheet when it is probable that the future economic benefit associated with it will flow to the company and the asset can be measured reliably.

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 recognized for the future tax consequences attributable to timing differences that result between taxable profits and accounting profits. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the period that includes the enactment date. Deferred tax assets on timing difference are recognized only if there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. However, deferred tax assets on the timing differences when unabsorbed depreciation and losses carried forward exist, are recognized only to the extent that there is virtual certainty that sufficient future taxable income will be available against which such deferred tax can be realized. Deferred tax assets are reassessed for the appropriateness of their respective carrying values at each balance sheet date.

10. Leases

- (i) Assets acquired under leases where the Company has substantially all the risks and rewards of ownership are classified as finance leases. Such assets are capitalized at the inception of the lease at the lower of the fair value or the present value of minimum lease payments and a liability is created for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost, so as to obtain a constant periodic rate of interest on the outstanding liability for each period.
- (ii) Assets taken on lease under which lessor effectively retains all significant risks and rewards of ownership have been classified as operating lease. Lease payments made under operating lease are recognized as expense in the profit & loss account on straight line basis over the primary term of the lease as mentioned in the lease agreement on accrual basis.
- (iii) Assets given under a finance lease are recognized as receivable at an amount equal to the net investment in the lease. Lease income is recognized over the period of the lease so as to yield a constant rate of return on the net investment in the lease.
- (iv) Assets leased out under operating leases are capitalized. Rental income is recognized on accrual basis over the lease term.
- (v) Initial direct costs relating to assets given on finance leases are charged to Profit & Loss Account.

11. Research and Development

Revenue expenditure on research and development is charged under respective heads of account in the year in which it is incurred. Capital expenditure on research and development is included as part of fixed assets and depreciated on the same basis as other fixed assets.

12. Provisions and Contingencies

Provisions are recognized when the Company has a present obligation as a result of past events, for which it is probable that an outflow of resources embodying economic benefits will be required to settle are reviewed regularly and are adjusted where necessary to reflect the current best estimates of the obligation. Where the Company expects a provision to be reimbursed, the reimbursement is recognized as a separate asset, only when such reimbursement is virtually certain. Contingent liabilities are disclosed after an evaluation of the facts and legal aspects of the matters involved. Contingent assets are neither recognized nor disclosed. Provisions, contingent liabilities and contingent assets are reviewed at each Balance Sheet.

13. Use of Estimates

The preparation of the financial statements in conformity with GAAP requires the management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent assets and liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. Examples of such estimates include provisions for doubtful debts, future obligations under employee retirement benefit plans, income tax, post-sales customer support and the useful lives of fixed assets and intangible assets. Actual results could differ from those estimate. Any revision to accounting estimate is recognized prospectively in the current and future periods.

14. Foreign Currency Transaction

Foreign exchange transactions are recorded at the rates of exchange prevailing on the dates of the respective transactions. Exchange differences are recorded in the profit & loss account when the amount actually is paid on import of goods are converted into Indian Rupees. Accordingly, exchange differences arising on foreign exchange differences settled during the period are recognized in the profit and loss account of the period.

Monetary current assets and monetary current liabilities that are denominated in foreign currency are translated at the exchange rate prevalent at the date of the balance sheet. The resulting difference is also recorded in the profit & loss account.

15. Borrowing Costs

Borrowing costs that are attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of cost of such asset till such time as the asset is ready for its intended use or sale. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale. All other borrowing costs are recognized as an expense in the period in which they are incurred.

16. Earning per Share

In determining earning per share, the Company considers the net profit after tax and includes the post-tax effect of any extraordinary / exceptional item. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period. The number of shares used in computing diluted earnings per share comprises the weighted average shares considered for deriving basic earnings per share, and also the weighted average number of equity shares that could have been issued on the conversion of all dilutive potential equity shares.

The details are stated in the financial notes below which are not reproduced here. There is no diluted earning per share as there are no dilutive potential equity shares.

17. Segment Accounting

The Company has three primary segments namely Food, Real Estate and Services.

(a) Segment accounting policies

Segment accounting policies are in line with the accounting policies of the Company. In addition, the following specific accounting policies have been followed for segment reporting:-

- (i) Segment revenue includes sales and other income directly identifiable with/allocable to the segment including inter-segment revenue.
- (ii) Expenses that are directly identifiable with/allocable to segments are considered for determining the segment result. Expenses which relate to the Company as a whole and not allocable to segments are included under "Un-allocable Expenditure".
- (iii) Income which relates to the Company as a whole and not allocable to segments is included in "Un-allocable Income".
- (iv) Segment result includes margins on inter-segment capital jobs, which are reduced in arriving at the profit before tax of the Company.
- (v) Segment assets and liabilities include those directly identifiable with the respective segments. Un-allocable assets and liabilities represent the assets and liabilities that relate to the Company as a whole and not allocable to any segment. Un-allocable assets mainly comprise Deposits with Banks, Margin Money, Bank Balances, Investments & Deferred Tax Assets to the portfolio of the Company's core/thrust areas of business such as infrastructure development. Un-allocable liabilities include mainly Interest bearing Share Capital, Reserves & Surplus, Public Deposits, Provision for tax & Interest Payable on Loans.

(b) Segment Transactions

Segment transactions with other business segments are accounted on the basis of cost to the segment concerned.

18. Cash Flow Statement

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, investing and financing activities of the Company are segregated. The Cash Flow statement is separately attached with the Financial Statements of the company.

19. Accounting for interest in Joint Venture

Interest in Joint venture companies is accounted as follows:-

- (i) Income on investments is recognized when the right to receive the same is established.
- (ii) Investment in such Joint Ventures is carried at cost after providing for any permanent diminution in value.

B. Notes

1. Estimated amount of contracts remaining to be executed on capital account and not provided for as at 31st March, 2011 amounted to Rs. Nil (Rs. 12,40,000/-).

2. **Contingent Liability**

(Rs.lacs)

	2010-11	2009-10
(a) Bank Guarantee given to the Excise Deptt. against refund of excise to Amrit Food Division as per order dated 02.02.2009 of the hon'ble Supreme Court of India	91.63	91.63
(b) Claims against the Company not acknowledged as debts	6.89	7.48
(c) Income Tax cases reopened u/s 148 of Income Tax Act regarding treatment of capital gain on business profit by Assessing Officer. Writ filed by the Company before Hon'ble High Court at Allahabad admitted and stay granted.	200.00	200.00

3. The Company promoted in collaboration with M/s Digvijay Real Estate Developers (P) Ltd., New Delhi a joint venture company (hereinafter referred to as 'JV Company') under the name & style of "Amrit Digvijay Infra-Tech (P) Ltd." for developing a housing project at Dehradun. The company invested a sum of Rs. 49,500/- towards equity and provided Rs 92,00,000/- as unsecured loan. The JV Company has already acquired and registered in its name a portion of the land. The Company could not acquire the balance land and, therefore, it has been decided by the JV company to abandon the housing project on this land. Efforts are being made to sell the land and identify another project in Dehradun or any other suitable location. Pursuant to Accounting Standard (AS) 27 – "Financial Reporting on Interest in Joint Venture", the disclosures relating to the joint-venture viz., Amrit Digvijay Infra-Tech Pvt. Ltd. are as follows:

- (a) The proportion of interest of the Company in the JV is by way of equal equity participation with M/s Digvijay Real Estate Developers Pvt. Ltd.;
- (b) The aggregate amount of assets, liabilities, income and expenses relating to the Company's interest in the JV as on 31st March, 2011 is as follows:

(Figures in Rupees)

	2010-11	2009-10
1. Assets		
- Fixed Assets	82,65,579	75,44,010
- Current Assets	65,090	67,500
2. Liabilities		
- Current Liabilities	15,27,746	11,76,406
- Unsecured Loan	92,00,000	85,00,000
3. Revenue	-	9,592
4. Expenses	23,377	10,32,736

- (c) The Company's share of capital commitment in the JV as on 31st March, 2011 is Rs. Nil (previous year Rs. Nil).
- (d) The Company's share of contingent liabilities of the JV as on 31st March, 2011 is Rs. Nil (previous year Rs. Nil).

- (e) There was no contingent liability outstanding as on 31st March, 2011 in relation to the Company's interest in the JV alongwith the co-venturer.
4. Depreciation on fixed assets, other than Intangibles, was being provided on Written Down Value Method at the Corporate Office and Straight Line Method at the Amrit Food Unit at the rates specified in Schedule XIV of the Companies Act, 1956. In order to have uniformity in the depreciation accounting for both the units which will ensure more appropriate presentation of the financial statements of the enterprise, in the current year, the company changed (with retrospective effect) its method of providing depreciation on fixed assets in Corporate Office (other than Intangibles) from the Written Down Value (WDV) method to the Straight Line (SLM) method at the Schedule XIV rates prescribed in Companies Act, 1956. The excess of Rs. 29,59,921/- arising out of retrospective re-computation of depreciation and after considering effect of deferred tax charge of Rs 9,60,346/- on such excess amount, the current year's profit and loss account has been credited with the net amount of Rs 19,99,575/- and the same has been shown separately.

Had the company not changed the policy and continued to provide depreciation on earlier basis, the aforesaid excess amount of Rs 19,99,575/- credited to the profit & loss account during the current year, would not have arisen and there would have been in lieu thereof higher depreciation charge to the Profit and Loss account of Rs 21,60,440/- and after considering effect of deferred tax charge of Rs 7,00,955/- on such depreciation amount, the current year's profit and loss account has been charged/debited with the net amount of Rs 14,59,485/-. Consequently reserve and surplus as on 31st March, 2011, would have been lower by Rs 34,59,060/-. Similarly, the net block of fixed assets as on 31st March, 2011 would have been lower by Rs 51,20,361/- and deferred tax liability as on 31st March, 2011 would have been lower by Rs 16,61,301/-.
 5. The Amrit Food Division of the Company had short charged depreciation on some of the equipments in the previous years amounting to Rs.7,37,077/- and the same has now been charged during the year under review and the same has been shown as prior period adjustments in profit and loss account.
 6. During the year, the Company sold/transferred its long term investment of 22,99,900/- equity shares of Rs.10/- each of M/s ABC Paper Ltd. to a co-promoter by way of inter-se transfer between the promoters consequent to restructuring of shareholding amongst the promoters of the Company. It has resulted into an income of Rs.16,55,92,800/- which is of exceptional nature. Accordingly, such income of Rs.16,55,92,800/- has been shown as exceptional income in the profit and loss account.
 7. The Auditors have issued letters of confirmation in duplicate to all debtors, creditors, depositors & others for confirming their balances. Balance confirmations have been received from major parties, except some parties whose outstanding are not material and some of whom are in dispute and/or under litigation with the Company. The balances of such parties have been incorporated in the financial statements at the value as per the books of account. The company, to the extent stated, has considered them as good and necessary provisions have been made in respect of debtors/advances under litigation and where recovery is considered doubtful.
 8. The Bombay Municipal Corporation (BMC) through the Special Land Acquisition Officer had acquired freehold land belonging to the company admeasuring 3857.069 sq.mtrs. for Rs.5,61,927/-. The company had filed a petition in the Hon'ble Bombay High Court for enhancement of compensation. By a judgement dated 24th October, 1994, the Bombay High Court enhanced the compensation, including interest, by Rs.31,27,603/- with a direction to pay further interest from 15th October, 1994 till the actual date of payment. Against the judgement by a Single Judge, the BMC filed an appeal before the Division Bench of the High Court for stay and

vide order dated 21st November, 1995 the execution and operation of the judgement dated 24th October, 1994 was stayed on the condition that BMC deposits the decretal amount with upto date interest amounting to Rs.42,75,769.65 with the Court which the company was allowed to withdraw after furnishing a solvent security. Rs.32,08,889.65 was received by the Company on 5th January, 1999 and the balance on account of interest accrued thereon amounting to Rs.10,66,880/- (including TDS) was received on 15.03.2000 and these have been accounted for in the books of account for the relevant period. The appeal by BMC was finally disposed off by the Division Bench of the Bombay High Court vide order dated 29th April, 2004, which has modified the order of the Single Judge and reduced the compensation to Rs.21,01,271.97 as against the amount of Rs.32,08,889.65 decreed by the Single Judge. The Company has filed an SLP before the Hon'ble Supreme Court of India against the order as well as a stay application against the deposit of the differential amount of Rs.11,07,617.68 together with interest @12% thereon from 29th January, 1999. The appeal came up for hearing on 25th November, 2004 and the Hon'ble Supreme Court of India was pleased to issue a Notice on the SLP as well as on the interim stay application. There has been no further progress in this matter during the year.

9. Milk products, namely, soft serve mix and milk shake mix manufactured by Amrit Food Division and supplied to McDonald's restaurants had been held to be excisable products by the Commissioner, Central Excise, Meerut. On appeal, the CEGAT (now CESTAT) confirmed the order passed by the Commissioner. The Company filed an appeal against the CEGAT's order before the Hon'ble Supreme Court of India challenging the excisability of these products. The Hon'ble Supreme Court while setting-aside the order of CESTAT in so far as it pertained to determination of the classification of the aforesaid products, remanded the matter back to CESTAT for the purpose of disposing of the same on merit. The CESTAT after detailed arguments passed an order dated 29th March, 2006 holding inter-alia that the products in question were classifiable under Chapter 4 heading 04.04 of the Central Excise Act having 'nil' rate of duty and not under Chapter 19 heading 19.01.19, as contended by the Excise Department. The CESTAT has, thus, set-aside the order passed by the Commissioner imposing duty on the said products and the demands raised by the Excise Deptt. have also been set-aside with consequential relief. The Excise Department has, however filed an appeal before the Hon'ble Supreme Court against the order of CESTAT which has been admitted. In the meantime, Amrit Food filed appropriate application(s) seeking refund of the duty paid in the past.

On an application for stay filed by the Excise Deptt., the Hon'ble Supreme Court vide order dated 2.2.2009 allowed the Company refund of Rs.91,63,301/- subject to the Company furnishing bank guarantee for the same. In compliance of the order of the Hon'ble Supreme Court, the Company submitted the requisite bank guarantee to the Excise Deptt. and has received refund of Rs.91,63,301/- from the Excise Deptt. on 01.06.2009. The Company is also entitled to interest on the refund amount as applicable under the Central Excise Act/Rules, which is under appeal before CESTAT. Necessary adjustment entries for the refund/ interest will be passed upon adjudication of the appeal by the Hon'ble Supreme Court.



10. The Company has amounts due to suppliers under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) as at 31.03.2011. The disclosure pursuant to the said Act is as under:

	2010-11	2009-10
(a) The principal amount remaining unpaid to any supplier as at the end of each accounting year	12,87,309	9,06,616
(b) The interest due remaining unpaid to any supplier as at the end of each accounting year	25,893	21,765
(c) The amount of interest paid by the buyer in terms of section 18	Nil	NIL
(d) Amounts of the payment made to the supplier beyond the appointed day during each accounting year	7,38,809	71,65,793
(e) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act	25,893	21,765
(f) The amount of interest accrued and remaining unpaid at the end of each accounting year	25,893	21,765
(g) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of the Act.	-	-

Note: The information has been given in respect of such vendors who could be identified as "Micro and Small" enterprises on the basis of information available with the Company.

11. Related Party Disclosure

A. Related Parties

- (i) Key Management Personnel : Mr.N.K.Bajaj, Chairman & Managing Director
: Mr.A.K.Bajaj, Managing Director
- (ii) Associate Companies : M/s Amrit Banaspati Co. Ltd. (ABCL)
: M/s ABC Paper Ltd. (ABCP)*
: M/s Amrit Agro Industries Ltd. (AAIL)
: M/s Kamal Apparels Pvt. Ltd. (KAPL)
: M/s Amrit Learning Ltd. (ALL)
: M/s Amrit Digvijay Infra-Tech Pvt.Ltd. (ADIPL)

*ABC Paper Ltd. has ceased to be the associated company/related party w.e.f. 16th July, 2010 consequent to divestment of the shareholding of ABC Paper by the Company and the resignations of common directors from both the companies. Accordingly, the transactions with ABC Paper Ltd. have been furnished till 15th July 2010.



B. Transactions with Related Parties

(Rs. in lacs)

Type of Transaction	ABCL		ABC P		AAIL		KAPL		ALL		ADIPL		Key Managerial Personnel	
	2010-11	2009-10	2010-11	2009-10	2010-11	2009-10	2010-11	2009-10	2010-11	2009-10	2010-11	2009-10	2010-11	2009-10
(a) BPO Services	60.67	60.67	55.15	132.36	-	-	-	-	-	-	-	-	-	-
(b) GCO Receipts	5.52	5.52	5.52	22.06	-	-	-	-	1.65	1.65	-	-	-	-
(c) Receipt of royalty for use of brand names/logo	219.24	96.26	280.26	182.40	-	-	-	-	-	-	-	-	-	-
(d) Payment of interest on Unsecured Loan	7.75	8.85	-	-	-	-	-	-	-	-	-	-	-	-
(e) Receipt of interest on Receivables	-	-	-	4.61	-	-	34.45	-	-	-	7.29	6.73	-	-
(f) Dividend Income	32.80	24.60	12.22	71.50	-	-	-	-	-	-	-	-	-	-
(g) Dividend Payment	-	-	-	-	-	-	-	-	-	-	-	-	4.69	2.59
(h) Rent paid	-	-	-	-	-	-	46.33	-	-	-	-	-	-	-
(i) Expenses recovered	5.57	0.51	1.66	6.49	0.17	-	-	-	-	-	-	-	-	-
(j) Expenses reimbursed	-	-	-	0.20	-	-	3.73	-	-	-	-	-	-	-
(k) Advances/ loans given	-	-	-	100.00	-	-	325.00	-	-	-	7.00	5.00	-	-
(l) Advances/ loans repaid	44.27	-	-	-	-	-	-	-	-	-	-	-	-	-
(m) Investment in shares	88.37	-	-	-	-	-	-	-	-	-	-	-	-	-
(n) Remuneration of key managerial personnel	-	-	-	-	-	-	-	-	-	-	-	-	32.15	32.26
(o) Assets sold	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(p) Security deposit given	-	-	-	-	-	-	25.00	-	-	-	-	-	-	-
Balances as on 31st March, 2011														
(i) Unsecured Loans taken	44.27	88.53	-	-	-	-	-	-	-	-	-	-	-	-
(ii) Unsecured Loans given	-	-	-	-	-	-	325.00	-	-	-	92.00	85.00	-	-
(iii) Investments in shares	813.35	724.98	-	379.99	-	-	-	-	-	-	0.49	0.49	-	-
(iv) Receivables	75.24	27.79	-	66.77	-	-	25.00	-	0.37	0.37	6.56	6.05	-	-
(v) Deposit Received	-	-	-	-	-	-	-	-	-	-	-	-	1.00	1.00
(vi) PF Payable	-	-	-	-	-	-	-	-	-	-	-	-	0.19	0.19

12. Segment information for the year ended 31st March, 2011

(a) Business Segments

Based on the guiding principles given in Accounting Standard AS-17 "Segment Reporting" issued by the Institute of Chartered Accountants of India, the Company's business segments include Milk/Milk products (manufacture of dairy milk & milk products), Real Estate and Services.

(b) Geographical Segments

Since the Company's activities/operations are within the country and considering the nature of products it deals in, the risks and returns are the same and as such, there is only one geographical segment.

(c) Segment Accounting Policies

In addition to significant accounting policies applicable to the business segments, the accounting policies in relation to segment accounting are as under:

(i) Segment revenue and expenses

The revenue and expenses of segments are directly attributable to the segments.

(ii) Segment assets and liabilities

Segment assets include all operating assets used by a segment and consist principally of operating cash, debtors, inventories and fixed assets net of allowances and provisions which are reported as direct offsets in the balance sheet. Segment liabilities include all operating liabilities and consist principally of creditors and accrued liabilities. Segment assets do not include income tax assets and interest bearing assets. Segment liabilities do not include interest bearing liabilities and income-tax liabilities.

(Rs. in lacs)

Particulars	Milk/Milk Products		Real Estate		Services		Total	
	2010-11	2009-10	2010-11	2009-10	2010-11	2009-10	2010-11	2009-10
Segment Revenue								
External sales/ Income from services	3,887.17	3,123.78	82.64	49.22	116.50	201.50	4,086.31	3,374.50
Other income	15.52	10.88	-	-	457.28	258.06	472.80	268.94
Total revenue	3,902.69	3,134.66	82.64	49.22	573.78	459.56	4,559.11	3,643.44
Segment results	204.16	66.80	49.69	22.94	83.08	102.63	336.93	192.37
Unallocated income (net of expenses)							103.90	112.78
Interest income							185.34	97.92
Interest expenses							(106.02)	(107.37)
Profit before extra- ordinary item & tax							520.14	295.70
Exceptional income							1,655.93	-
Profit before tax							2,176.06	295.70
Provision for taxation							321.13	36.52
Profit after tax							1,854.93	259.18
Segment assets	1,257.41	1,081.55	1,248.34	694.70	3,538.59	1,188.38	6,044.34	2,964.63
Unallocated assets							633.25	1,747.23
Segment liabilities	504.05	385.96	3.15	4.47	893.23	817.25	1,400.43	1,207.68
Unallocated liabilities							5,277.16	3,504.18
Capital expenditure	51.09	45.50		-	29.36	(248.40)	80.45	(202.90)
Depreciation & amortization	85.78	95.11	-	-	21.35	24.67	107.13	119.78
Non-cash expenses other than depreciation & Amortization	1.19	0.50	-	-	-	-	1.19	0.50

13. Fixed Assets acquired under finance lease

Disclosure in respect of assets taken on lease under Accounting Standard AS-19 "Accounting for Leases" issued by the Institute of Chartered Accountants of India.

(1) General description of the finance lease

The Company has entered into finance lease arrangements for vehicles. Some of the significant terms and conditions of such leases are as follows:

- Renewal for a further period on such terms and conditions as may be mutually agreed upon between lessor and the company.
- Assets to be purchased by the company or the nominee appointed by the company at the end of the lease term.

Vehicles in Fixed Assets Schedule 'E' – include assets acquired under finance lease arrangements, the details of which are given below:

Particulars	2010-11 (Rs.)	2009-10 (Rs.)
Carrying amount as on 31 st March, 2011		
Gross book value as at the beginning of the year	70,74,311	84,63,668
Less: Accumulated Depreciation	15,94,158	17,78,492
Net book value	54,80,153	66,85,176
Additions during the year	19,25,244	26,41,006
Depreciation for the year on such assets	68,615	18,26,023

Particulars	2010-11			2009-10		
	Total	Future finance charges	Present of minimum lease payments at the Balance Sheet date	Total	Future finance charges	Present of minimum lease payments at the Balance Sheet date
Total minimum lease payments at the Balance Sheet date	33,31,179	3,06,120	30,25,059	47,08,735	4,31,038	42,77,697
Not later than one year	19,43,518	2,10,005	17,33,513	31,09,676	3,35,734	27,73,942
Later than one year but not later than five years	13,87,661	96,115	12,91,546	15,99,059	95,304	15,03,755
Later than five years	-	-	-	-	-	-

14. Employee Benefits:

(a) Defined Contribution Plans

The Company has recognized the contribution/liability in the Profit & Loss Account for the financial year 2010-11.

(b) Defined Benefit Plans & Other Long Term Benefits:

The following disclosures are made in accordance with AS 15 (Revised) pertaining to Defined Benefit Plans and Other Long Term Benefits:

	Gratuity (Funded Plan)		(Rs. in lacs) Leave Encashment	
	2010-11	2009-10	2010-11	2009-10
Amount recognized in Balance Sheet				
Present value of funded obligations	121.50	65.87	-	-
Fair value of plan assets	114.19	68.34	-	-
Present value of unfunded obligations	-	-	53.43	48.44
Unrecognized past service cost	-	-	-	-
Net (Liability)/Assets	(7.31)	2.46	(53.43)	(48.44)
Amount in Balance Sheet				
Liability	(7.31)	-	53.43	48.44
Assets	-	2.46	-	-
Net (Liability)/Assets	(7.31)	2.46	(53.43)	(48.44)
Expenses recognized in the Profit & Loss Account				
Opening defined benefit obligation less benefits paid	-	-	-	-
Current service cost	7.01	4.61	3.91	3.71
Interest on defined benefit obligation	5.27	4.51	3.87	3.15
Expected return on plan assets	(5.47)	(4.79)	-	-
Net actuarial losses/(gain) recognized in the year	41.70	(2.79)	1.81	5.04
Past service cost	-	-	-	-
Losses/(gains) on "Curtailments and Settlements"	-	-	-	-
Total, included in "Employee Benefit Expense"	48.52	1.54	9.59	11.90
Actual return on plan assets	9.79	5.72	-	-
Reconciliation of benefit obligations and plan assets for the period	-	-	-	-
Change in defined benefit obligation				
Opening defined benefit obligation	65.87	60.12	48.44	41.99
Current service cost	7.01	4.61	3.91	3.71
Interest cost	5.27	4.51	3.87	3.15
Actuarial losses/(gains)	46.03	(1.86)	1.81	5.04
Liabilities extinguished on curtailments	-	-	-	-
Liabilities extinguished on settlements	-	-	-	-
Liabilities assumed on acquisition	-	-	-	-
Exchange difference on foreign plans	-	-	-	-
Benefits paid	(2.70)	(1.50)	(4.59)	(5.45)
Closing defined benefit obligation	121.50	65.88	53.43	48.44
Change in fair value of assets				
Opening fair value of plan assets	68.34	56.37	-	-
Expected return on plan assets	5.47	4.79	-	-
Actuarial gain/(Losses)	4.33	0.93	-	-
Assets distributed on settlements	-	-	-	-
Contributions by employer	38.75	7.76	-	-
Assets acquired due to acquisition	-	-	-	-
Exchange difference on foreign plans	-	-	-	-
Benefits paid	(2.70)	(1.50)	-	-
Closing fair value of plan assets	114.19	68.34	-	-
Assets information				
Category of assets				
Government of India Securities	-	7.19%	-	-
State Govt. Securities	10.51%	35.94%	-	-
Corporate Bonds	-	38.81%	-	-
Special Deposit Scheme	-	1.42%	-	-
Equity shares of listed companies	-	-	-	-
Property	-	-	-	-
Insurer Managed Funds	87.53%	-	-	-
Bank Balance (for Gratuity)	0.72%	10.65%	-	-
Others	1.24%	5.99%	-	-
Grand Total	100%	100%	-	-
Summary of the actuarial assumptions				
Discount rate	8.00%	7.50%	8.00%	7.50%
Expected rate of return on assets	8.00%	8.50%	-	-
Future salary increase	5.50%	5.00%	5.50%	5.00%

Notes:

- The estimates of future salary increases, considered in actuarial valuation, takes into account the inflation, seniority, promotion and other relevant factors;
- The liability towards the Gratuity for the year ended 31st March, 2011, based on actuarial valuation amounting to Rs.48.52 lacs has been recognized in the profit & loss account.
- The liability towards the earned leave for the year ended 31st March, 2011, based on actuarial valuation amounting to Rs.9.59 lacs has been recognized in the profit & loss account.

15. The deferred tax asset/(liability) comprises the following:

The Company estimates the deferred tax charge / (credit) using the applicable rate of taxation based on the impact of timing differences between financial statements and estimated taxable income for the current period. The movement of provision for deferred tax is given below:

(Rs. in lacs)

Provision for Deferred Tax	Opening Balance	Charge during the year	Credit during the Year	Closing as at 31.03.2011
Timing difference between books and tax depreciation	(102.62)	(9.60)*	18.35	(93.87)
Unabsorbed losses	-	-	-	-
Provision for doubtful debts	13.00	(4.05)	-	8.95
Disallowances u/s 43-B	17.51	-	1.08	18.59
Restructuring expenses	0.68	(0.68)	-	-
Total	(71.43)	(14.33)	19.43	(66.33)

*Rs. 9.60 Lacs denotes deferred tax on the depreciation amount of Rs 29,59,921 which has been written back during the year due to change in depreciation policy from WDV to SLM. The same has been netted off with the amount of depreciation written back and has been shown separately in Profit & Loss Account to show the net effect due to change in depreciation policy. The balance amount of deferred tax of Rs. 14.69 has been shown in deferred tax.

16. Earning per share

(Fig. in Rupees)

Profit after taxation as per profit & loss Account
 Weighted average number of equity shares outstanding
 Basic and diluted earnings per share in rupee
 (face value-Rs.10/- per share) including extra-ordinary income

2010-11	2009-10
18,67,55,835	2,59,55,701
32,13,231	32,13,231
58.12	8.08

17. The current tax liability has been shown net of MAT credit entitlement of Rs. 80.42 Lacs.

18. Information pursuant to clause 32 of the listing agreement with stock exchanges

- Loans and advances in the nature of loans to associates/companies in which Directors are interested:

Amrit Digvijay Infra-Tech Pvt.Ltd.
 Kamal Apparels Private Limited

2010-11	2009-10
92.00	85.00
325.00	-
417.00	85.00

(Rs. in lacs)

- The above loans/advances are in the nature of unsecured loans, interest bearing and repayable as per terms of agreements with the parties concerned.

19. Managerial/Directors' Remuneration

	(Fig. in Rupees)	
	2010-11	2009-10
(a) Remuneration paid to the Managing Director		
- Salary	19,20,000	18,90,000
- Contribution to Provident & Superannuation Fund	2,30,400	2,26,800
- Perquisites	10,65,075	11,09,425
- Commission	-	-
	32,15,475	32,26,225
(b) Directors' sitting fees	6,90,000	7,95,000
Total	39,05,475	40,21,225

The aforesaid remuneration to the Managing Director is the minimum remuneration as approved by the shareholders. The amount paid to Managing Director is in accordance with Schedule XIII of the Companies Act, 1956.

20. The previous year's figures have been regrouped/re-arranged, wherever necessary, to make them comparable with the figures for the current year.

Schedule "P" ADDITIONAL INFORMATION UNDER PARAGRAPHS 3&4 OF PART 2 OF SCHEDULE VI OF THE COMPANIES ACT, 1956 FORMING PART OF PROFIT & LOSS ACCOUNT FOR THE PERIOD ENDED 31ST MARCH, 2011

1. DETAILS OF CAPACITIES, PRODUCTION, STOCKS & SALES

Capacity & Production

	Qty. Unit	CAPACITY		PRODUCTION			
		Licensed		Installed*		Actual	
		31.03.11	31.03.10	31.03.11	31.03.10	31.03.11	31.03.10
UHT Dairy Milk	KL	33,000 Per Year	33,000 Per Year	24,000 Per Year	24,000 Per Year	9,435	8,567

*The installed capacity is as per certificate given by the factory manager.



Stocks of Finished Products & Sales

(Rs. in lacs)

Stock of Finished Products								Sales Adjustment					
Opening		Closing		Opening		Closing							
01.04.2010		31.03.2011		01.04.2009		31.03.2010		31.03.2011		31.03.2010			
Qty.	Value	Qty.	Value	Qty.	Value	Qty.	Value	Qty.	Value	Qty.	Value		
KL	Rs.	KL	Rs.	KL	Rs.	KL	Rs.	KL	Rs.	KL	Rs.		
UHT Dairy Milk	149	53.57	160	59.19	133	45.22	149	53.57	9,424	3,887.16	8,551	3,123.78	
OTHERS	-	-	-	-	-	-	-	-	199.14	-	250.72		

2. DETAILS OF RAW MATERIALS CONSUMED

Quantity consumed (KL)				Value (Rs.in lacs)			
2010-11				2009-10			
i) Milk (KL)	9,806			8,787	2,398.21	1,973.21	
Others	-			-	24.28	18.15	
ii) Stores, spare parts, chemicals & others							
a) Containers	-			-	-	-	
b) Others	-			-	414.48	349.33	

3. VALUE OF MATERIALS CONSUMED

2010-11							2009-10						
Indigenous	%age	Imported	%age	Total	%age		Indigenous	%age	Imported	%age	Total	%age	
i) Milk (KL) & others	2,390.86	98.69	31.63	1.31	2,422.49	100.00	1,953.76	98.11	37.60	1.89	1,991.36	100.00	
ii) Stores, spare parts, chemicals & others	414.48	100.00	-	-	414.48	100.00	349.33	100.00	-	-	349.33	100.00	

4. FOREIGN EXCHANGE EARNING AND OUTGO

(Rs. in lacs)

		2010-11	2009-10
A. Value of Imports on CIF basis			
Capital Goods	11.12	7.14	
Raw Materials	15.47	32.87	
Spares/Stores	10.72	14.97	
B. Earnings in Foreign Exchange			
Exports on FOB basis	-	-	
Others (freight, insurance etc.)	-	-	
Consultancy	-	-	
C. Expenditure in Foreign Exchange			
Travelling	11.14	24.05	
Others	-	0.19	
Total	48.45	79.22	



BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

(Pursuant to Part IV of Schedule VI to the Companies Act, 1956)

I REGISTRATION DETAILS

Registration No.	:	946
State Code	:	20
Balance Sheet Date	:	31 st March, 2011

Rupees '000

II CAPITAL RAISED DURING THE YEAR ENDED 31ST MARCH, 2011

Public Issue	-
Right Issue	-
Bonus Issue	-
Private Placement	-
	-

III POSITION OF MOBILISATION AND DEVELOPMENT OF FUNDS AS AT 31ST MARCH, 2011

Total Liabilities	5,95,925
Total Assets	5,95,925
Sources of Funds	
Paid-up Capital	32,132
Reserves and surplus	4,40,321
Secured Loans	31,794
Unsecured Loans	85,044
Deferred Tax Liability	6,634
Total	5,95,925
Application of Funds	
Net fixed assets	84,668
Investments	2,94,833
Net current assets	2,16,424
Total	5,95,925

IV PERFORMANCE OF THE COMPANY FOR THE YEAR ENDED 31ST MARCH, 2011

i) Turnover (sale of the products/services and other income)	4,84,953
ii) Total expenditure	4,32,940
iii) Profit /(Loss) before tax	52,013
iv) Profit /(Loss) after tax	1,86,756
v) Earning per share (see rule 2) (face value of Rs. 10/-)	58.12
vi) Dividend rate(%)	40%

V PRODUCTS OF THE COMPANY

Generic name of principal products/services of the company :

Item code No.	Product description
40120.00	Dairy milk

NOTE:

The above particulars should be read along with the Balance Sheet as at 31st March, 2011, the Profit & Loss Account for the financial year ended on that date and the schedules forming part thereof.

AMRIT CORP. LIMITED

Regd. Office : CM/28C, 1st Floor, Gagan Enclave, Amrit Nagar, G.T. Road, Ghaziabad-201009 (U.P.)
70th ANNUAL GENERAL MEETING – 24TH AUGUST, 2011 AT 11.00 A.M.
AT CHAUDHARY BHAVAN, (NEAR JAIN MANDIR), 'E' BLOCK,
KAVI NAGAR, GHAZIABAD – 201 002 (U.P.)

ATTENDANCE SLIP

Name of Member
Folio No.

Signature: _____

If Joint Holder is attending: _____

(Full name in block letters)

Signature: _____

If Proxy: _____

(Full name in block letters)

Signature : _____

Note: if attending, please bring this form duly
completed at the time of the meeting

Shares Held



AMRIT CORP. LIMITED

Regd. Office : CM/28C, 1st Floor, Gagan Enclave, Amrit Nagar, G.T. Road, Ghaziabad-201009 (U.P.)

PROXY FORM

Folio No. _____

I/ we _____

of _____ being a member/members of Amrit Corp. Limited

hereby appoint _____ of _____

in the district of _____

or failing him _____ of _____

in the district of _____

as my/our proxy in my/our absence to attend and vote for me /us on my/our behalf at the Annual General Meeting of the Company to be held on 24th August, 2011 at 11.00 a.m. at Chaudhary Bhavan, (Near Jain Mandir), 'E' Block, Kavi Nagar, Ghaziabad -201002 (U.P.) and at any adjournment thereof.

Signed this _____ day of _____ 2011

Signature (s) of _____
the Member (s)

Affix
Rupee One
Revenue
Stamp

Note : The Proxy must be deposited at the Share Department of the Company at CM/28C, 1st Floor, Gagan Enclave, Amrit Nagar, G.T. Road, Ghaziabad-201 009 (U.P.) not less than 48 hours before the time for holding the Meeting. THE PROXY NEED NOT BE A MEMBER.