

TWENTY EIGHT ANNUAL REPORT 2012-13 OF AMRADEEP INDUSTRIES LIMITED

BOARD OF DIRECTOR

SHANKAR PRASAD BHAGAT	DIRECTOR
MAHENDRA D. GANATRA	DIRECTOR
NILESHKUMAR T. KAVA	DIRECTOR

AUDITOR

M/S. Y. D. & CO.
Chartered Accountants
LUDHIANA

SHARE TRANSFER AGENT

PURVA SHAREGISTRY (INDIA) PRIVATE LIMITED
Unite No. 9, Shiv Shakti Industrial Estate, Ground Floor,
JR Boricha Marg, Opp. Kasturba Hospital,
Lower Parel (E), Mumbai- 400011,
Ph No: 22-2301 6761 / 8261
Fax No: 22-2301 2517

REGISTERED OFFICE

24, LAXMI CHAMBERS, NAVJEEVAN PRESS ROAD, OPP. OLD GUJARAT HIGH COURT,
AHMEDABAD-380014, GUJARAT, INDIA

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N O T I C E

NOTICE is hereby given that the **TWENTY EIGHT ANNUAL GENERAL MEETING** of the Members of **AMRADEEP INDUSTRIES LIMITED** will be held at the Registered Office of the Company at **24, LAXMI CHAMBERS, NAVJEEVAN PRESS ROAD, OPP. OLD GUJARAT HIGH COURT, AHMEDABAD-380014, GUJARAT, INDIA** on **Monday, 30th day of September, 2013 at 10:00 A. M.** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Statement of Profit and Loss for the year ended on 31 March, 2013 and the Balance Sheet as at that date and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of **Mr. Shankar Prasad Bhagat**, who retires by rotation and being eligible, offers him-self for re-appointment.
3. To appoint Auditor and to fix their remuneration.

**By Order of the Board
For, AMRADEEP INDUSTRIES LIMITED**

**PLACE: AHMEDABAD
DATE: 30.08.2013**

**Sd/-
(MAHENDRA GANATRA)
CHAIRMAN**

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE TIME SCHEDULED FOR HOLDING THE MEETING.
2. Members/ proxies are requested to bring their copies of Annual Report along with duly filed and signed attendance sheets attached with it for attending the meeting.
3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. Members desiring any information on the Accounts are requested to write to the Company at least one week before the meeting, so as to enable the Management to keep the information ready. Replies will be provided only at the meeting.
5. The Register of Members and Share Transfer Register of the Company will remain closed from 23rd September, 2013 to 30th September, 2013.
6. M/s Purva Sharegistry (India) Private Limited, having registered office at No. 9, Shiv Shakti Ind Estate, Gr. Floor, J.R, Bonch Marg, Opp. Kasturba Hospital, Lower Parel, MUMBAI-400011 are Registrars and Share Transfer Agents for Company's shares in Demat and Physical Form. The members are requested to please ensure that their shares are converted into Demat Form.
7. Additional information as required in terms of paragraph 3 of the Clause 49 of the Listing Agreement on Director seeking re-appointment at the ensuing Annual General Meeting is as under:

Mr. Shankar Prasad Bhagat is Non-Executive Independent Director of the Company. He is Chartered Accountant with 10 year of experience in the field of Finance and Business Management. He has been associated with the Company w.e.f. 3rd September, 2005. He is Member of the Audit Committee and Share Transfer and Grievances Committee of the Company. Mr. Shankar Prasad Bhagat, retires by rotation and being eligible offers himself for re-appointment.

DIRECTORS' REPORT

Dear Shareholders,

Your Directors here by present the 28th Annual Report together with the Audited statements of Accounts for the financial year ended on **31st March 2013**.

OPERATIONS REVIEW:

During the year under review due to financial crisis company has not carried out any business activities and faces huge set back. So company not in position to generate any revenue from the operation but due to some fixed cost company posted Net Loss of Rs. 313682.

DIVIDEND:

Your Directors have not declared any dividend during the year under review due to loss incurred.

FIXED DEPOSIT:

During the year, the Company has not accepted any fixed deposits under Section 58A of the Companies Act, 1956.

DIRECTORS:

Mr. Shankar Prasad Bhagat Director of the Company is retires by rotation at the ensuing Annual General Meeting and being eligible, offer himself for reappointment.

AUDITORS AND AUDITORS' REPORT:

M/s. Y. D. & Co., Chartered Accountants, Ludhiana, Statutory Auditors of the Company, hold office until the conclusion of the ensuing Annual General Meeting and are eligible for reappointment.

The observations made by the Auditors' in their Auditors' Report and the Notes on Accounts referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

MANAGEMENT DISCUSSION AND ANALYSIS:

Management Discussion and Analysis forms part of the Annual Report to the shareholders and it includes discussion on matters as required under the provisions of Clause 49 of the listing agreement forming part of this report is annexed herewith.

CORPORATE GOVERNANCE REPORT:

Your Company has been complying with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement. A separate report on Corporate Governance along with Auditors' Certificate on compliance with the Corporate Governance norms and stipulated in Clause 49 of the Listing Agreement, forming part of this report is annexed herewith.

PARTICULARS OF STAFF:

The statement showing particulars of employees under section 217(2A) of the Companies Act, 1956, read with the companies (Particulars of Employees) Rules, 1975, as amended, is not required to be given as there were no employees coming within the purview of this section.

TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The details of conservation of energy, technology absorption etc. as required to be given under Section 217(1)(e) of the Companies Act 1956, are not applicable to Company, as our Company has not carried out in the manufacturing activities.

The foreign exchange earning on account of the operation of the Company during the year was Rs. Nil.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the provisions of Section 217(2AA) of the Companies Act, 1956, the Directors of your Company confirm that:

- i) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were 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) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- iv) Directors have prepared the accounts on a "going concern basis".

ACKNOWLEDGEMENT:

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the Banks, Government Authorities, Customers, and Shareholders during the year. Your directors also wish to take on record their deep sense of appreciation for the committed services of the employees at all levels, which has made our Company successful in the business.

**For and on Behalf of the Board
For, AMRADEEP INDUSTRIES LIMITED**

PLACE: AHMEDABAD

DATE: 30.08.2013

**Sd/-
(MAHENDRA GANATRA)
CHAIRMAN**

Annexure to Director's Report**MANAGEMENT DISCUSSION ANALYSIS REPORT**

Outlook:

The company is confident in spite of the possible recessionary conditions in the industry it will perform better in view of the strong fundamentals of the Indian companies and hope to improve its Turnover.

Internal Controls Systems and their adequacy:

The company has adequate internal control systems to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance of law and regulations. The internal control system is supported by the internal audit process. The Internal Auditor reviews and ensures that the audit observations are acted upon. The Audit Committee of the Board reviews the Internal Audit reports and the adequacy and effectiveness of internal controls.

Human Resources:

The relationship with the employees continues to be cordial. The Company recognizes the importance and contribution of its employees for its growth and development and constantly endeavors to train nurture and groom its people. The Company puts emphasis on attracting and retaining the right talent. The company places emphasis on training and development of employees at all levels and has introduced methods and practices for Human Resource Development.

Cautionary Statement:

Statements in this Management Discussion and Analysis describing the company's objectives, projections, estimates and expectations may be forward looking statement within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied.

REPORT ON CORPORATE GOVERNANCE FOR THE YEAR ENDED ON 31ST MARCH, 2013**1. THE CORPORATE GOVERNANCE PHILOSOPHY**

Good Corporate governance is about enhancing value for all stakeholders with strong emphasis on transparency, accountability, ethics, integrity, equity, fairness and commitment to values. Good Corporate Governance is intrinsic to the management of Company affairs. The values and principles set the context to manage our Company affairs in a fair and transparent manner. As a responsible corporation these values set the framework to maintain accountability in all our affairs and employ democratic and open process.

2. BOARD OF DIRECTORS

The Board of Directors is having non-executive and independent directors as on 31st March, 2013. The Board of Directors is consisting of three Directors. The Directors manages the day to day affairs of the Company. Non-executive and independent directors did not have any pecuniary relationship of transactions with the company during the period under review. There are no material transactions where they have had personal interests that conflict with that of the Company.

Numbers of Board Meetings held and the dates on which such meetings were held:

During the financial year the Board met 7 (Seven) times on 23.05.2012, 09.06.2012, 31.07.2012, 03.08.2012, 01.11.2012, 15.12.2012 and 28.01.2013. The maximum gap between two meetings was not more than 4 months.

Attendance record of Directors attending the Board meetings and Annual General Meetings:

Name of the Director	Designation/ Category	No. of Board Meetings		Last AGM attendance
		Held	Attended	
Mr. Shankar Prasad Bhagat	Non Executive & Independent	7	7	Yes
Mr. Mahendra D. Ganatra	Executive & Non – Independent	7	7	Yes
Mr. Nileshkumar T. Kava	Non Executive & Independent	7	7	Yes

None of the Director is a member in more than 10 Companies and Act as Chairman in more than 5 Companies across all Companies in which he is a Director.

3. AUDIT COMMITTEE

The Audit Committee of the Company presently comprises of three Directors being Mr. Shankar Prasad Bhagat, Mr. Nileshkumar T. Kava and Mr. Mahendra D. Ganatra. Mr. Nileshkumar Tribhovandas Kava is Chairman of the Committee.

The role, terms of reference, authority and powers of the audit committee are in conformity with the requirement of Companies Act, 1956, and Listing Agreement.

Role/ Functions of the Committee:

- Reviewing with management the annual financial statements before submission to the Board.
- Recommending the appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services.
- Review of policies relating to risk management – operational and financial.
- Reviewing with the management, external auditors and the adequacy of the internal control system.

Powers of the Committee:

- To investigate any activity within its terms of reference.
- To secure attendance of and seek any information from any employee including representative of the prime shareholders (subject to their internal approvals).
- Compliance with accounting standards.
- To obtain outside legal or other professional advice, if necessary.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.
- Compliance with Stock Exchange and legal requirements concerning financial statements.

Attendance at the Audit Committee Meetings:

During the year the Audit Committee met 4 times on 23.05.2012, 31.07.2012, 01.11.2012 and 28.01.2013 attendance of the members as under:

Name	Designation/ Category	No. of Meeting attended	
		Held	Attended
Mr. Shankar Prasad Bhagat	Independent/ Non-Executive Director	4	4
Mr. Mahendra D. Ganatra	Non Independent/ Executive Director	4	4
Mr. Nileshkumar T. Kava	Independent/ Non-Executive Director	4	4

4. REMUNERATION COMMITTEE

As neither remuneration nor sitting fee paid to the director as no remuneration Committee has been set up.

5. SHAREHOLDERS TRANSFER AND GRIEVANCES COMMITTEE

This committee consists of three directors namely, Mr. Shankar Prasad Bhagat, Mr. Mahendra D. Ganatra and Mr. Nileshkumar T. Kava.

Mr. Mahendra D. Ganatra is Chairman of the Committee. The committee was constituted to redress shareholders'/ investors' complaints etc. relating to delay in transfer of shares, non-receipt of annual accounts, delay in balance sheet, split-up share certificate, issue duplicate certificate, transmission of shares, dematerialization of shares etc. relating to the shares issued by the Company. Mr. Mahendra D. Ganatra, Director of the Company has been authorized by the Board to approve such transfers within the time stipulated under the Listing Agreement. Further the complaints of the above nature are promptly attended by the Compliance Officer.

Mr. Mahendra D. Ganatra has been appointed as the Compliance Officer of the Company by the Board of Directors.

There is no pending, unsolved complaint of Shareholders of the Company and no pending Share Transfer.

6. GENERAL BODY MEETINGS**Location and time for last 3 years Annual General Meetings:**

Financial Year	Location	Date	Time A.M./ P.M.	Whether any Special Resolution was passed
27th 2011-12	Registered Office of the Company	31.08.2012	10.00 A.M.	No
26th 2010-11	Registered Office of the Company	15.06.2011	11.30 A.M.	No
25th 2009-10	Registered Office of the Company	30.09.2010	11:30 A.M	No

Postal Ballot:

No special resolution was passed during the last year that required approval through postal ballot. Similarly, there is no proposal to pass any special resolution through postal ballot for the ensuing AGM.

7. DISCLOSURES

- There are no materially significant related party transactions i.e. transactions of the Company of material natures, with its promoters, the directors or the managements, their subsidiaries or relatives etc., that may have potential conflict with interest of the Company at large.
- No penalties or strictures were imposed on the Company by the Stock Exchange or SEBI or any statutory authority, on any matter related to capital markers, during the last three years.
- The Company has complied with various rules and regulations prescribed by the Stock Exchange and SEBI during the last three years. No penalties or strictures have been imposed by them on the Company.

8. CEO / CFO Certification under clause 41 and clause 49 of the Listing Agreement with Stock Exchanges have been submitted to the Board by the CEO and CFO.

9. MEANS OF COMMUNICATION

The Company has submitted its quarterly, half yearly and yearly financial results to the Stock Exchanges as well as website of the company immediately after its approval by the Board. The Company did not send the half yearly report to the Shareholders of the Company.

10. GENERAL SHAREHOLDERS INFORMATION

Financial Year	1st April to 31st March
Date and time of Annual General Meeting	Monday, 30th September, 2013 at 10:00 A.M.
Venue of Annual General Meeting	24, Laxmi Chambers, Navjeevan Press Road, Opp. Old Gujarat High Court, Ahmedabad-380015
Dates of Book Closure	23.09.2013 to 30.09.2013
Listing on Stock Exchange	BSE Limited, Mumbai and Ahmedabad Stock Exchange Limited, Ahmedabad
Stock Code and Scrip ID	531681 (BSE) and AMARDEE (BSE) / 03894 (ASE)
Demat ISIN No.	INE673C01020
Tentative Calendar for financial year ending 31st March, 2014:	
Quarterly Financial Results	Date of Board Meeting
First Quarterly Results	Last week of July, 2013
Second Quarterly Results	Last week of October, 2013
Third Quarterly Results	Last week of January, 2014
Fourth Quarterly Results	Last week of April, 2014

11. CATEGORIES OF SHAREOWNERS AS ON 31.03.2013

Category	No. of Shares Held	Voting Strength (%)
Promoters	Nil	0.00
Resident Individuals	11408427	17.27
Financial Institutions/ Banks	Nil	0.00
Bodies Corporate	51932156	78.60
NRIs/ OCBs	947	0.00
Directors Relatives	Nil	0.00
Others	2727470	4.13
Total	66069000	100.00

12. DISTRIBUTION OF SHAREHOLDING AS ON 31.03.2013

Share Balance	Holders	% of Total	Total Shares	% of Total
UPTO - 5000	168	59.79	208481	0.32
5001- 10000	69	24.56	624050	0.94
10001- 20000	4	1.42	63250	0.10
20001- 40000	7	2.49	173024	0.26
40001- 50000	1	0.36	48000	0.07
50001- 100000	3	1.07	300000	0.45
100001 and above	29	10.32	64652195	97.86
Total	281	100.00	66069000	100

13. STOCK MARKET DATA

The monthly movement of Equity Share prices on BSE during the year is summarized below:

Month	Highest (Rs)	Lowest (Rs)
April, 2012	15.36	13.32
May, 2012	17.70	8.10
June, 2012	7.70	6.29
July, 2012	--	--
August, 2012	--	--
September, 2012	6.93	6.27
October, 2012	--	--
November, 2012	--	--
December, 2012	6.18	6.18
Jan, 2013	6.30	6.18
Feb., 2013	--	--
March, 2013	6.28	5.99

14. REGISTRAR AND SHARE TRANSFER AGENT

M/s. Purva Sharegistry (India) Pvt. Ltd. having its Registered Office at 9, Shivshakti Industrial Estate, Ground Floor, J. R. Boricha Marg, Mumbai – 400011 is the Registrar & Share Transfer Agent for processing the transfer of securities issued by the Company.

15. SHARE TRANSFER SYSTEM:

Transfer of Shares in Physical form are registered and dispatched within 3 weeks from the date of their receipts, subject to the documents being valid and complete in all respects. Transfer of shares are processed by the Share Transfer Agents and approved by the Share Transfer Committee called as "Investor / Shareholders Grievance Committee", which meets at frequent intervals. Share transfers are registered and returned within 15 days from the date of receipt, if the relevant documents are complete in all respect.

16. DEMATERIALIZATION OF SHARES AND LIQUIDITY

The Equity Shares of your company are traded in compulsory dematerialization form by all investors. The company has entered into agreements with both existing Depositories, National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) enabling the investors to hold shares of the company in electronic form through the depository of their choice.

17. ADDRESS FOR CORRESPONDENCE:

24, Laxmi Chambers, Navjeevan Press Road, Opp. Old Gujarat High Court, Ahmedabad-380015, Gujarat, India

Investors Correspondence/ Complaints to be address to:

Mr. MAHENDRA DOLATRAI GANATRA (Director and Compliance Officer)
E-mail:amradeepindustries@gmail.com

**For and on Behalf of the Board
For, AMRADEEP INDUSTRIES LIMITED**

PLACE: AHMEDABAD

DATE: 30.08.2013

**Sd/-
(MAHENDRA GANATRA)
CHAIRMAN**

CERTIFICATE OF COMPLIANCE WITH THE CODE OF CONDUCT FOR BOARD OF DIRECTORS

To
The Members of Amradeep Industries Limited

This is to confirm that the Board has laid down a Code of Conduct for all Board members and Senior Management of the Company.

The Code of Conduct has also been posted on the website of the Company. It is further confirmed that all Directors and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the year ended 31st March, 2013, as envisaged in Clause 49 of the Listing agreement with Stock Exchanges.

PLACE: AHMEDABAD
DATE: 30TH AUGUST, 2013

Sd/-
(MAHENDRA GANATRA)
CHAIRMAN

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE TO THE MEMBERS OF M/S AMRADEEP INDUSTRIES LIMITED

We have examined the compliance of conditions of Corporate Governance by **AMRADEEP INDUSTRIES LIMITED** for the year ended 31st March, 2013, as stipulated in Clause 49 of the Listing Agreement of the Company with the Stock Exchanges.

The compliance of condition 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 conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

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

We have been explained that no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Company.

We further state that such compliances are 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, Y. D. & Co
CHARTERED ACCOUNTANTS
FRN: 018846N

PLACE: LUDHIANA
DATE: 30.08.2013

Sd/-
CA RAKESH PURI
PARTNER
M. No.: 092728

Independent AUDITORS' REPORT TO THE MEMBERS OF AMRADEEP INDUSTRIES LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **M/s AMRADEEP INDUSTRIES LIMITED** which comprise the Balance Sheet as at March 31, 2013, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act 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 March 31, 2013;
- b. in the case of the Profit and Loss Account, of the profit/ loss for the year ended on that date; and
- c. in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books

- c) the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;
- e) on the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
- f) Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

PLACE: LUDHIANA
DATE: 30.08.2013

For, Y. D. & Co
CHARTERED ACCOUNTANTS
FRN: 018846N

Sd/-
CA RAKESH PURI
PARTNER
M. No.: 092728

ANNEXURE TO THE AUDITORS' REPORT

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

1. The company does not have any Fixed Assets. Hence, clause (i) (a), (b) & (c) are not applicable to the company.
2. The company does not have any inventory. Hence, clause (ii) (a), (b) & (c) are not applicable to the Company.
3. (a) As per information and explanation given to us, the company has not granted loans to parties covered in the register maintained under section 301 of the Companies Act, 1956, hence clause (iii) (a), (b), (c) & (d) are not applicable to the company
(b) As per information and explanation given to us, the company has not taken loans from parties covered in the register maintained under section 301 of the Companies Act, 1956, hence clause (iii) (e), (iii) (f) and (iii) (g) are not applicable to the company.
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 also for the sale of goods and services. During the course of our audit we have not observed any continuing failure to correct major weakness in internal controls.
5. As per information & according to explanation given to us, the company has not entered into any transaction that need to be entered into the register maintained under section 301 of the Act.
6. According to the information and explanations given to us, the Company has not accepted any deposits from the public. Therefore, the provisions of clause (iv) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
7. In our opinion, the Company has an internal audit system commensurate with its size and nature of its business.
8. As informed to us, Central government has not prescribed maintenance of cost records under section 209(1) (d) of the Companies' Act 1956 in respect of products of the company.
9. In respect of Statutory dues:
 - (a) As per information & according to explanation given to us, the company is generally regular in depositing statutory dues with the appropriate authorities during the year.
 - (b) As per information & according to explanation given to us, there are no cases of non deposit with the appropriate authorities of disputed dues of Income-tax, and any other statutory dues with the appropriate authorities during the year.
10. The company has accumulated losses of Rs. 538720/- at the end of the financial year. The Company has incurred cash losses of Rs. 313682/- during the financial year covered by the audit and also incurred losses in the immediately preceding financial year.
11. Based on our audit procedures and according to the information and explanations given to us, there are no loans taken from financial institution, banks or debenture-holders therefore the question of payments does not arise.

12. In our opinion and according to the information available and explanations given to us, no loans and advances have been granted by the company on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion the company is not a chit fund or a nidhi/mutual benefit fund/society. Hence the provisions of clauses (xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
14. The Company has maintained records of transactions and contracts in respect of investment in shares, mutual fund and other investments and timely entries have been made therein. All the shares, mutual funds and other investments held by the companies are in its own name except to the extent of the exemption granted under section 49 of the Companies Act, 1956.
15. 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.
16. The company has not raised any term loans during the year.
17. According to the information and explanations given to us and on overall examination of the balance sheet of the Company, we are of the opinion that no funds raised short term basis that have been used for long term investment.
18. The company has not made any preferential allotment of shares to parties and companies covered in the registered maintained under section 301 of the Companies Act 1956.
19. The company has not created any securities in respect of any outstanding at the year-end.
20. The company has not raised any money by way of public issue during the year.
21. In our opinion and according to the information and explanations given to us, no material fraud on or by the company, has been noticed or reported, during the course of our audit.

PLACE: LUDHIANA
DATE: 30.08.2013

For, Y. D. & CO
CHARTERED ACCOUNTANTS
FRN: 018846N

Sd/-
CA RAKESH PURI
PARTNER
M. No.: 092728

BALANCE SHEET AS AT 31ST MARCH 2013		(Amount in Rupees)	
Particulars	Notes	March 31, 2013	March 31, 2012
I. EQUITY AND LIABILITIES			
<u>Shareholder's Funds</u>			
(a) Share Capital	2	66069000	66069000
(b) Reserves and Surplus	3	275173	588855
<u>Non-Current Liabilities</u>			
(a) Long-Term Borrowings	4	27385707	26257884
<u>Current Liabilities</u>			
(a) Other Current Liabilities	5	28886	26696
(b) Short-Term Provisions	6	10000	10000
Total Equity & Liabilities		93768766	92952435
II. ASSETS			
<u>Non-Current Assets</u>			
(a) Fixed Assets		00	00
(b) Non-current investments	7	45631000	92528510
(c) Deferred tax assets (net)		00	00
(d) Other non-current assets	8	176150	176150
<u>Current Assets</u>			
(a) Trade receivable	9	46897510	00
(b) Short-term loans and advances	10	376064	215983
(c) Cash and cash equivalents	11	688042	31792
Total Assets		93768766	92952435
Notes to Accounts 1 to 22			
Notes attached there to form an integral part of Balance Sheet			
This is the Balance Sheet referred to in our Report of even date.			
For Y. D. & Co.		FOR AND ON BEHALF OF THE BOARD	
CHARTERED ACCOUNTANTS			
Firm Reg. No. 018846 N			
Sd/-	Sd/-	Sd/-	
(CA RAKESH PURI)	NILESHKUMAR KAVA	MAHENDRA GANATRA	
PARTNER	(DIRECTOR)	(DIRECTOR)	
Membership No. 092728			
Place: Ludhiana	Place: Ahmedabad		
Date: 30.08.2013	Date: 30.08.2013		

PROFIT & LOSS STATEMENT FOR THE PERIOD ENDED ON 31ST MARCH, 2013				
(Amount in Rupees)				
Sr. No	Particulars	Notes	2012-13	2011-12
I	Revenue from operations		00	00
II	Other Income		00	00
III	III. Total Revenue (I +II)		00	00
IV	<u>Expenses:</u>			
	Employee Benefit Expense	12	173000	70000
	Financial Costs	13	1123	587
	Depreciation and Amortization Expense		00	00
	Other Expenses	14	139559	232546
	Total Expenses (IV)		313682	303133
V	Profit before exceptional and extraordinary items and tax	(III - IV)	(313682)	(303133)
VI	Exceptional Items (Excess provision Added Back)		00	00
VII	Profit before extraordinary items and tax	(V - VI)	(313682)	(303133)
VIII	Extraordinary Items		00	00
IX	Profit before tax (VII - VIII)		(313682)	(303133)
X	<u>Tax expense:</u>		00	00
XI	Profit(Loss) from the period from continuing operations	(IX-X)	(313682)	(303133)
XII	Profit/(Loss) from discontinuing operations		00	00
XIII	Tax expense of discounting operations		00	00
XIV	Profit/(Loss) from Discontinuing operations	(XII - XIII)	00	00
XV	Profit/(Loss) for the period (XI + XIV)		(313682)	(303133)
XVI	Earning per equity share:			
	(1) Basic		0.00	0.00
	(2) Diluted		0.00	0.00
Notes to Accounts		1 to 22		
<i>Notes attached there to form an integral part of Balance Sheet</i>				
<i>This is the Balance Sheet referred to in our Report of even date.</i>				
For Y. D. & Co.		FOR AND ON BEHALF OF THE BOARD		
CHARTERED ACCOUNTANTS				
Firm Reg. No. 018846 N				
Sd/-	Sd/-	Sd/-		
(CA RAKESH PURI)	NILESHKUMAR KAVA	MAHENDRA GANATRA		
PARTNER	(DIRECTOR)	(DIRECTOR)		
Membership No. 092728				
Place: Ludhiana	Place: Ahmedabad			
Date: 30.08.2013	Date: 30.08.2013			

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2013					
(Rupees in Lacs)					
	2012-13	2011-12			
A CASH FLOW FROM OPERATING ACTIVITIES					
Net Profit/(Loss) before Tax and Extra Ordinary Items	(3.14)	(3.03)			
Adjustments for					
Depreciation & impairment	0.00	0.00			
Operating Profit before Working Capital Changes	(3.14)	(3.03)			
Adjustments for					
Debtors	(468.98)	00			
Loan & Advances	(6.56)	00			
Trade Payables & Other Liabilities	0.02	0.12			
Other Non Current Assets	00	190.23			
Cash generated from Operations	(478.65)	106.32			
Direct Taxes paid	0.00	0.00			
Net cash from Operating Activities	(478.65)	106.32			
B CASH FLOWS FROM INVESTING ACTIVITIES :					
Purchases of Investment	468.98	(235.00)			
Dividend Received	0.00	0.00			
Profit /(Loss) on Investment	0.00	0.00			
Net cash flow from Investing Activities	468.98	(235.00)			
C. CASH FLOWS FROM FINANCING ACTIVITIES					
Proceeds from Long Term loans	11.28	129.75			
Proceeds from Short term borrowings	00	00			
Net cash flow from Financing Activities	11.28	129.75			
Net Increase/(Decrease) in Cash & Cash Equivalent	1.60	1.07			
Cash & Cash Equivalents at the beginning of the year	2.16	1.09			
Cash & Cash Equivalents at the end of the year	3.76	2.16			
Note: Previous Year figures have been regrouped/rearranged, wherever necessary.					
<table style="width: 100%; border: none;"> <tr> <td style="width: 33%; vertical-align: top;"> For Y. D. & Co. CHARTERED ACCOUNTANTS Firm Reg. No. 018846 N Sd/- (CA RAKESH PURI) PARTNER Membership No. 092728 Place: Ludhiana Date: 30.08.2013 </td> <td style="width: 33%; vertical-align: top;"> FOR AND ON BEHALF OF THE BOARD Sd/- NILESHKUMAR KAVA (DIRECTOR) Place: Ahmedabad Date: 30.08.2013 </td> <td style="width: 33%; vertical-align: top;"> Sd/- MAHENDRA GANATRA (DIRECTOR) </td> </tr> </table>			For Y. D. & Co. CHARTERED ACCOUNTANTS Firm Reg. No. 018846 N Sd/- (CA RAKESH PURI) PARTNER Membership No. 092728 Place: Ludhiana Date: 30.08.2013	FOR AND ON BEHALF OF THE BOARD Sd/- NILESHKUMAR KAVA (DIRECTOR) Place: Ahmedabad Date: 30.08.2013	Sd/- MAHENDRA GANATRA (DIRECTOR)
For Y. D. & Co. CHARTERED ACCOUNTANTS Firm Reg. No. 018846 N Sd/- (CA RAKESH PURI) PARTNER Membership No. 092728 Place: Ludhiana Date: 30.08.2013	FOR AND ON BEHALF OF THE BOARD Sd/- NILESHKUMAR KAVA (DIRECTOR) Place: Ahmedabad Date: 30.08.2013	Sd/- MAHENDRA GANATRA (DIRECTOR)			

Notes forming part of the financial statements**Note: 1 Significant Accounting Policies****a) General:**

- i) Accounting policies not specifically referred to otherwise are in consistence with earlier year and in consonance with generally accepted accounting principles.
- ii) Expenses and income considered payable and receivable respectively are accounted for on accrual basis.

b) Sales: Sales are accounted on mercantile basis, when the sale of goods is completed.

c) Valuation of Inventories: The Company does not have any inventory.

d) Fixed assets and depreciation: There are no fixed assets.

e) Investments: Investments are valued at cost.

f) Foreign currency Transactions: There is no foreign currency transaction.

g) Retirement Benefits: Provident fund and employees state insurance scheme contribution is not applicable to the company.

h) Taxes on Income:

Current Tax: Provision for Income-Tax is determined in accordance with the provisions of Income-tax Act 1961.

Deferred Tax Provision: Deferred tax is recognized, on timing difference, being the difference between the taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

Note : 2 Share Capital

Sr. No	Particulars	Current Year	Previous Year
1	AUTHORIZED CAPITAL 7,50,00,000 Equity Shares of Rs. 1/- each.	75000000	75000000
		75000000	75000000
2	ISSUED , SUBSCRIBED & PAID UP CAPITAL 6,60,69,000 Equity shares of Rs. 1/- each	66069000	66069000
	Total in	66069000	66069000

Note : 3 Reserve & Surplus

1	Other Reserve (Investment Allowance Reserve)	8,13,893	8,13,893
2	Surplus (Profit & Loss Account)	(5,38,720)	(2,25,038)
	Balance brought forward from previous year	(2,25,038)	78,095
	Less: Tax on Regular Assessment Paid	00	00
	Add: Profit for the period	(3,13,682)	(3,03,133)
	Total in	2,75,173	5,88,855

Note : 4 Long Term Borrowings (Unsecured)

1	Other Loans & Advances	2,73,85,707	2,62,57,884
2	Other loan & Advances consist of loan from other corporate	00	00
	Total in	2,73,85,707	2,62,57,884

Note : 5 Other Current Liabilities

Sr. No	Particulars	Current Year	Previous Year
1	Others: Purva Share Registry	28,886	26,696
	Total in	28,886	26,696

Note : 6 Short Term Provisions

1	Audit Fees Payable	10,000	10,000
	Total in	10,000	10,000

Note : 7 Non Current Investment

1	Investment in Equity Instrument (At Cost)		
	Quoted		
	5500000 (5500000)Shares of Amraworld Agrico Ltd.	9,625,000	9,625,000
	1250000 Eq. Shares of Xo Infotech Ltd.	12,500,000	12,500,000
		22,125,000	22,125,000
	Unquoted		
	500 Share of Ahmedabad Commodity Exchange Ltd	5,000	5,000
	1 share of Akshar Enter.	00	10
	26775 Shares of Girish Metal P.Ltd	00	3,907,500
	128000 Shares of Pratik Minerals P. Ltd	00	38,400,000
	7700 Shares of Shankeshwer Metals P.Ltd	00	2,310,000
	7600 Shares of Sonika Granites P.Ltd	00	2,280,000
	235000 E.S. of Shobhagya Sales P.Ltd	23,500,000	23,500,000
		23,505,000	70,402,510
	Market Value Of Quoted Investment	8,695,000	8,695,000
2	Others		
	National Saving Certificate	1,000	1,000
	Total in	45,631,000	92,528,510

Note : 8 Other Non Current Assets

1	Deposits	176,150	176,150
	Total in	176,150	176,150

Note : 9 Trade Receivables

1	Others		
	a) Secured, Considered Good :	00	00
	b) Unsecured, Considered Good :	46,897,510	00
	c) Doubtful	00	00
	Total in `	46,897,510	00

Note : 10 Cash & Cash Equivalent

1	Cash-in-Hand		
	Cash Balance	3,75,509	1,90,805
	Sub Total (A)	3,75,509	1,90,805
2	Bank Balance		
	Bank Balance	555	25,178
	Sub Total (B)	555	25,178
	Total [A + B]	3,76,064	2,15,983

Note: 11 Short Terms Loans and Advances

Sr. No	Particulars	Current Year	Previous Year
1	Loans & Advances from related parties	00	00
2	Others		
	Advance Recoverable in cash or in kind or for value to be considered good		
	Advance to Suppliers	00	00
	Advance Income Tax/Refund Due	31,792	31,792
	Other Loans & Advances	656,250	00
	Total in `	688,042	31,792

Note : 12 Employment Benefit Expenses

1	Salaries, Bonus, PF & ESIC	1,73,000	70,000
	Total in	1,73,000	70,000

Note :13 Financial Cost

1	Bank Charges	1,123	587
	Total in	1,123	587

Note : 14 Other Expenses

1	Annual Custody Fees	33,708	33,350
2	Auditors Remuneration	10,000	10,000
3	Listing Fees	28,165	1,38,300
4	Professional Charges	33,000	17,000
5	Income Tax Expenses	00	00
6	Filing Expenses	3,500	2,000
7	Misc. Office Expenses	4,220	224
8	Transfer & Connectivity Charges	26,966	26,472
9	Website Development Charges	00	5,200
	Total in `	1,39,559	2,32,546

Note: 15 Balances of Sundry Debtors, Creditors, Loans and Advances are subject to confirmation and reconciliation.

Note: 16 In the opinion of the Board of directors, the current assets, Loans & advances are approximately of the value stated if realized in the ordinary course of business. The provision of all known liabilities is adequate and not in excess of the amount reasonably necessary.

Note: 17 No remuneration has been paid to the directors during the year.

Note: 18 No related party transaction were carried out during the year.

Note: 19 There is no reportable segment as per the contention of the management.

Note: 20 Basic and Diluted Earnings per share (EPS) computed in accordance with Accounting Standard (AS) 20 "Earning Per Share"

Particulars	31.03.2013 Rs.	31.03.2012 Rs.
Numerator Profit / (Loss) after Tax	(313683)	(225037)
Denominator Weighted average number of Nos. Equity shares	66069000	66069000
EPS (Basic & Diluted) Numerator/Denominator	0.00	0.00

Note: 21

Payment to Auditor's	2012-13 Rs.	2011-12 Rs.
For Audit	10000	10000
For Company Matters	00	00

Note: 22 Previous year figures have been regrouped and recasted wherever necessary.

Signature to Notes '1' to '22'
As per our report on even date

For Y. D. & Co.
CHARTERED ACCOUNTANTS
Firm Reg. No. 018846 N

Sd/-
(CA RAKESH PURI)
PARTNER
Membership No. 092728
Place: Ludhiana
Date: 30.08.2013

FOR AND ON BEHALF OF THE BOARD

Sd/-
NILESHKUMAR KAVA
(DIRECTOR)
Place: Ahmedabad
Date: 30.08.2013

Sd/-
MAHENDRA GANATRA
(DIRECTOR)

AMRADEEP INDUSTRIES LIMITED

Reg. office Address: 24, LAXMI CHAMBERS, NAVJEEVAN PRESS ROAD, OPP. OLD GUJARAT HIGH COURT, AHMEDABAD-380014.

28TH ANNUAL GENERAL MEETING

On 30.09.2013 at 10.00 a.m. at registered office of the company

DP. Id*		Name & address of the registered shareholder
Client Id*		
Regd. Folio No.		

* Applicable for shareholding in electronic form.

I/We certify that I/We am/are a registered shareholder / proxy for the registered shareholder of the Company. I/We hereby record my/our presence at the 28th Annual General Meeting of the Company

Signature of Member/s/ Proxy

NOTE: A member or his duly appointed Proxy willing to attend the meeting must fill-up this Admission Slip and hand over at the entrance.

✂-----Cut Here-----

FORM OF PROXY**AMRADEEP INDUSTRIES LIMITED**

Reg. office Address: 24, LAXMI CHAMBERS, NAVJEEVAN PRESS ROAD, OPP. OLD GUJARAT HIGH COURT, AHMEDABAD-380014.

28TH ANNUAL GENERAL MEETING

On 30.09.2013 at 10.00 a.m. at registered office of the company

I/We

\of.....

Member / Members of AMRADEEP INDUSTRIES LIMITED hereby appoint..... ofof failing him/her..... ofas my/our Proxy to attend and vote for me/us on my/ our behalf at the 28th Annual General Meeting of the Company to be held on 30.09.2013 at 10:00 at registered office of the company and at any adjournment thereof.

Signed on thisday of2013.

Affix Revenue Stamp

Signature

Ref. Folio No		Demat Account No		D.P. ID No	
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NOTE:

1. The Proxy need NOT be a Member.
2. The Proxy Form must be deposited at the Registered Office not less than 48 hours before the scheduled time for holding the meeting.

BOOK-POST



If undelivered, please return to:

Reg. Office: 24, LAXMI CHAMBERS, NAVJEEVAN PRESS ROAD, OPP. OLD GUJARAT HIGH COURT,
AHMEDABAD-380014, GUJARAT, INDIA