

TWENTY FIRST ANNUAL REPORT 2012-2013 AMRAWORLD AGRICO LIMITED

BOARD OF DIRECTOR

ANIL CHANDULAL MISTRY	DIRECTOR
HARLEEN SINGH KATHURIA	DIRECTOR
MAYURBHAI ARVINDBHAI PATEL	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

803, SAMEDH BUILDING, ADJ. ASSOCIATED PETROLEUM, C. G. ROAD, ELLISBRIDGE,
AHMEDABAD-380006, GUJARAT, INDIA

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NOTICE

NOTICE is hereby given that the **TWENTY FIRST ANNUAL GENERAL MEETING** of the Members of **AMRAWORLD AGRICO LIMITED** will be held at the Registered Office of the Company at **803, SAMEDH BUILDING, ADJ. ASSOCIATED PETROLEUM, C. G. ROAD, ELLISBRIDGE, AHMEDABAD-380006, GUJARAT, INDIA** on **Monday, 30th day of September, 2013 at 10:00** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt Audited Balance Sheet as at **31st March, 2013** and the Profit & Loss Account for the year ended on that date and the reports of the Directors' and the Auditors' thereon.
2. To appoint a Director in place of **Mr. Anil Chandulal Mistry**, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditor and to fix their remuneration.

**By Order of the Board
For, AMRAWORLD AGRICO LIMITED**

**PLACE: AHMEDABAD
DATE: 30.08.2013**

**Sd/-
(ANIL CHANDULAL MISTRY)
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, 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. Anil Chandulal Mistry is Director of the Company. He has rich experience in the field of HR and Business Administration. He has been associated with the Company w.e.f. 15th December, 2011. He is Member of the Audit Committee and Share Transfer and Grievances Committee of the Company. Mr. Anil Chandulal Mistry, retires by rotation and being eligible offers himself for re-appointment.

DIRECTORS' REPORT

Dear Shareholders,

Your Directors here by present the 21st Annual Report on business and operations of the Company together with the Audited statements of Accounts for the financial year ended on **31st March 2013**.

FINANCIAL RESULTS:

[Amount in Rupees]

Particulars	Financial Year 2012-13	Financial Year 2011-12
Other Income	208338	174409
Total Expenses	372801	313236
Profit (Loss) before Tax and Extra Ordinary Items	(164463)	(138827)
Provision for Taxation	Nil	Nil
Net Profit (Loss) after Tax & adjustments	(164463)	(138827)
Balance carried forward to Balance Sheet	(164463)	(138827)

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 except others income Rs. 208338/- but due to some fixed cost company posted Net Loss of Rs. 164463/-.

DIVIDEND:

Your Directors place on record their deep sense of concern that due to carry forward losses, your Directors are unable to declare any dividend to its shareholders.

FIXED DEPOSIT:

The Company has not accepted any deposit from the public pursuant to the provisions of Section 58A of the Companies Act, 1956.

DIRECTORS:

Mr. Anil Chandulal Mistry 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 perceives Corporate Governance as an endeavor for transparency and a wholehearted approach towards continuous enhancement of shareholders' value. Your Company has been complying with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement. Further, the Board of Directors of your Company constituted a Committee known as Corporate Governance Committee, which recommends the best practices in the Corporate Governance.

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.

CONSERVATION OF ENERGY, 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 our 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.

PARTICULARS OF EMPLOYEES:

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.

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, AMRAWORLD AGRICO LIMITED**

PLACE: AHMEDABAD

DATE: 30.08.2013

**Sd/-
(ANIL CHANDULAL MISTRY)
CHAIRMAN**

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

The Indian economy too witnessed a year of gradual decline with the last quarter decline being particularly severe. Poor monsoons, high inflation leading to high interest rates, slowdown in infrastructure projects and overall drop in consumer confidence and supply side constraints led to the pace of growth coming down. Export of products from India dipped and combined with the high import of oil and gold the current account deficit became a matter of concern leading to a depreciating currency.

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**1. THE CORPORATE GOVERNANCE PHILOSOPHY:**

Your Company believes that the fundamental objective of corporate governance is to enhance the interests of all stakeholders. The Company's corporate governance practices emanate from its commitment towards discipline, accountability, transparency and fairness. Key elements in corporate governance are timely and adequate disclosure, establishment of internal controls and high standards of accounting fidelity, product and service quality. Your Company also believes that good corporate governance practices help to enhance performance and valuation of the Company.

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 2012-13 the Board met 7 (Seven) times on 23.05.2012, 08.06.2012, 31.07.2012, 03.08.2012, 01.11.2012, 14.12.2011 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	No. of Board Meetings		Last AGM attendance
	Held	Attended	
ANIL CHANDULAL MISTRY	7	7	Yes
HARLEEN SINGH KATHURIA	7	7	Yes
MAYURBHAI ARVINDBHAI PATEL	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. Anil Chandulal Mistry, Mr. Harleen Singh Kathuria and Mr. Mayurbhai Arvindbhai Patel. Presently Mr. Mayur Patel 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- 2013

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	No. of Meeting attended	
	Held	Attended
ANIL CHANDULAL MISTRY	4	4
HARLEEN SINGH KATHURIA	4	4
MAYURBHAI ARVINDBHAI PATEL	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 presently consists of three directors namely, Mr. Anil Chandulal Mistry, Mr. Harleen Singh Kathuria and Mr. Mayurbhai Arvindbhai Patel

Mr. Anil Chandulal Mistry 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. Anil Chandulal Mistry, 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. Anil Chandulal Mistry has been appointed as the Compliance Officer of the Company by the Board of Directors.

During the year no letters/complaints were received from the Investors and none of the complaints is pending as on date. None of the complaints required the attention of Investors Grievance Committee.

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

Financial Year	Location	Date	Time A.M./ P.M.
2011-12	803, Samedh Building, Adj. Associated Petroleum, C. G. Road, Ellisbridge, Ahmedabad-380006, Gujarat, INDIA	31.08.2012	12.00 Noon
2010-11	803, Samedh Building, Adj. Associated Petroleum, C. G. Road, Ellisbridge, Ahmedabad-380006, Gujarat, INDIA	30.06.2011	11.30 A.M.
2009-10	803, Samedh Building, Adj. Associated Petroleum, C. G. Road, Ellisbridge, Ahmedabad-380006, Gujarat, INDIA	30.09.2010	11:30 A.M

No Special Resolution was passed in the last Three Annual General Meeting. No Extra Ordinary General Meeting Held during the year. No special resolution was required to be carried out through postal ballot during the last year. No resolution is proposed by postal ballot at the ensuing Annual general meeting.

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	803, Samedh Building, Adj. Associated Petroleum, C. G. Road, Ellisbridge, Ahmedabad-380006
Dates of Book Closure	23.09.2013 to 30.09.2013
Listing on Stock Exchange	BSE Limited, Mumbai & Ahmedabad Stock Exchange Limited, Ahmedabad
Stock Code and Scrip ID	531991 (BSE) and AMRAAGRI (BSE) 22748 (ASE)
Demat ISIN No.	INE735C01027
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	35689317	29.67%
Financial Intuitions/ Banks	Nil	0.00
Bodies Corporate	76657254	63.72%
NRIs/ OCBs	1031	0.00
Directors Relatives	Nil	0.00
Others	7952398	6.61%
Total	120300000	100.00

12. DISTRIBUTION OF SHAREHOLDING AS ON 31.03.2013:

Share Balance	Holders	% of Total	Total Shares	% of Total
Up to - 05000	4874	89.43	3638669	3.02
05001- 10000	468	8.59	4439453	3.69
10001- 20000	39	0.72	580934	0.48
20001- 30000	13	0.24	343224	0.29
30001- 40000	7	0.13	256911	0.21
40001-50000	2	0.04	92634	0.08
50001- 100000	9	0.17	701163	0.58
100001 and above	38	0.70	110247012	91.64
Total	5450	100.00	120300000	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	1.12	0.93
May, 2012	1.30	0.96
June, 2012	1.35	1.12
July, 2012	1.32	1.05
August, 2012	1.34	1.00
September, 2012	1.36	1.10
October, 2012	1.42	1.20
November, 2012	1.35	1.07
December, 2012	1.36	1.15
Jan, 2013	1.61	1.23
Feb., 2013	1.21	0.75
March, 2013	0.78	0.77

14. REGISTRAR AND SHARE TRANSFER AGENT: M/s. Purva Sharegistry (India) Private Limited 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. As on 31st March 2013, **103985340** Equity Shares (86.43 %) of the Company was held in dematerialized form.

17. ADDRESS FOR CORRESPONDENCE:

803, Samedh Building, Adj. Associated Petroleum, C. G. Road, Ellisbridge, Ahmedabad-380006, Gujarat, INDIA

Investors Correspondence/ Complaints to be address to:

MR. ANIL CHANDULAL MISTRY Director and Compliance Officer

E-mail: amraworldagrico@gmail.com

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

To
The Members of AMRAWORLD AGRICO 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: 30.08.2013

**Sd/-
(ANIL CHANDULAL MISTRY)
CHAIRMAN AND DIRECTOR**

Certification on Corporate Governance

To the members of AMRAWORLD AGRICO LIMITED:

We have examined the compliance of conditions of Corporate Governance by **AMRAWORLD AGRICO 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 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.

PLACE: LUDHIANA
DATE: 30.08.2013

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

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

Independent AUDITORS' REPORT TO THE MEMBERS OF AMRAWORLD AGRICO LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **M/s AMRAWORLD AGRICO 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:

- b. in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
- c. in the case of the Profit and Loss Account, of the profit/ loss for the year ended on that date; and
- d. 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 REFERRED TO IN PARAGRAPH-1 OF OUR REPORT OF EVEN DATE

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. (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of information available.

(b) As explained to us, all the assets have been physically verified by the management at reasonable intervals during the year. According to information and explanations given to us, no material discrepancies have been noticed on such verification.

(c) In our opinion, the company has not disposed off substantial part of fixed assets during the year and the going concern status of the company is not affected.
2. 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. The central government has not prescribed maintenance of cost record 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 1695707/- at the end of the financial year. The Company has incurred cash losses of Rs 146333/- during the financial year covered by the audit and in also incurred loss 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 and explanations given to us and based on the information available, 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. There fore the provisions of clauses (xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company
14. In our opinion the Company has maintained records of transactions and contracts in respect of investment in shares, mutual funds and other investments and generally 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. Based 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>(1) Shareholder's Funds</u>			
(a) Share Capital	2	120300000	120300000
(b) Reserves and Surplus	3	(1695707)	(1531244)
<u>(2) Share Application money pending allotment</u>		00	00
<u>(3) Non-Current Liabilities</u>			
(a) Long-Term Borrowings	4	27,737,904	47,591,794
<u>(4) Current Liabilities</u>			
(a) Trade Payables	5	63,438	36,472
Total Equity & Liabilities		146,405,635	166,397,022
II. ASSETS			
<u>(1) Non-Current Assets</u>			
<u>(a) Fixed Assets</u>			
(i) Gross Block	6	202,005	202,005
(ii) Depreciation		152,596	134,466
(iii) Net Block		49,409	67,539
(b) Non-current investments	7	53,000,010	106,680,010
(c) Long term loans and advances	8	15,32,455	15,32,455
<u>(2) Current Assets</u>			
(a) Current investments	9	00	35,500,000
(b) Trade receivables	10	89,180,000	00
(b) Cash and cash equivalents	11	2,261,735	1,899,577
(c) Short-term loans and advances	12	382,026	20,717,441
Total Assets		146,405,635	166,397,022
Notes to Accounts		1 to 25	
<i>Schedules referred to above and 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)	HARLEEN SINGH KATHURIA	ANIL MISTRY	
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	13	208,338	174,409
III	III. Total Revenue (I +II)		208,338	174,409
IV	Expenses:			
	Employee Benefit Expense	14	138,000	40,000
	Financial Costs	15	1,685	498
	Depreciation and Amortization Expense	16	18,130	27,682
	Other Expenses	17	214,986	245,056
	Total Expenses (IV)		372,801	313,236
V	Profit before exceptional and extraordinary items and tax	(III - IV)	(164,463)	(138,827)
VI	Exceptional Items (Excess provision Added Back)		00	00
VII	Profit before extraordinary items and tax	(V - VI)	(164,463)	(138,827)
VIII	Extraordinary Items		00	00
IX	Profit before tax (VII - VIII)		(164,463)	(138,827)
X	Tax expense:		00	00
XI	Profit(Loss) from the period from continuing operations	(IX-X)	(164,463)	(138,827)
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)		(164,463)	(138,827)
XVI	Earning per equity share:			
	(1) Basic		(0.01)	(0.01)
	(2) Diluted		(0.01)	(0.01)
Notes to Accounts - 1 to 25				
<i>Schedules referred to above and 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/-	
(CA RAKESH PURI)			HARLEEN SINGH KATHURIA	
PARTNER			(DIRECTOR)	
Membership No. 092728			Sd/-	
Place: Ludhiana			ANIL MISTRY	
Date:30.08.2013			(DIRECTOR)	
			Place: Ahmedabad	
			Date:30.08.2013	

<u>CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2013</u>		
(Rupees in Lacks)		
	2012-13	2011-12
A CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit/(Loss) before Tax and Extra Ordinary Items	(1.64)	(1.39)
<u>Adjustments for</u>		
Depreciation	0.18	0.28
Operating Profit before Working Capital Changes	(1.46)	(1.11)
<u>Adjustments for</u>		
(Increase) / Decrease in Sundry Debtors	(891.80)	00
(Increase)/ Decrease in Loans & Advances(Current)	203.35	0.30
Increase/ (Decrease) in Current Liabilities	0.27	(0.04)
Increase/ (Decrease) in Current Provision	00	(0.15)
Cash generated from Operations	(689.64)	(1.00)
Short/excess provision of earlier year	00	(0.32)
Net cash from Operating Activities	(689.64)	(1.32)
B CASH FLOWS FROM INVESTING ACTIVITIES :		
Purchase of Fixed Assets	00	(0.18)
Sale of Investment	536.80	00
Purchase of Current investment	355.00	(355.00)
Net cash flow from Investing Activities	891.80	(355.18)
C. CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from Share Capital Calls , Interest & forfeiture	00	00
Proceeds from Unsecured loans	(198.54)	356.69
Net cash flow from Financing Activities	(198.54)	356.69
Net Increase/(Decrease) in Cash & Cash Equivalent	3.62	0.19
Cash & Cash Equivalents at the beginning of the year	19.00	18.81
Cash & Cash Equivalents at the end of the year	22.62	19.00
Note: Previous Year figures have been regrouped or rearranged wherever necessary.		
For Y. D. & Co. CHARTERED ACCOUNTANTS Firm Reg. No. 018846 N	FOR AND ON BEHALF OF THE BOARD	
Sd/- (CA RAKESH PURI) PARTNER Membership No. 092728 Place: Ludhiana Date:30.08.2013	Sd/- HARLEEN SINGH KATHURIA (DIRECTOR) Place: Ahmedabad Date:30.08.2013	Sd/- ANIL MISTRY (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: No Inventories during the year.

d) Fixed assets and depreciation:

- a. Fixed assets are capitalized at cost inclusive of interest, freight, duties, taxes and all incidental expenses related thereto.
- b. Depreciation on assets has been provided on Written Down Value Method at the rates prescribed by schedule XIV to the Companies Act 1956 depreciation in respect of additions to / and deletion from assets has been charged on pro-rata basis to the month of addition or deletion.

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 130000000 Equity Shares of Rs. 1/- each	130000000	130000000
		130000000	130000000
2	ISSUED, SUBSCRIBED & PAID UP CAPITAL To the Subscribers of the Memorandum Paid up Share capital by allotment 120300000 Equity shares of Rs. 1/- each	120300000	120300000
	Total in	120300000	120300000

Note : 3 Reserve & Surplus

Sr. No	Particulars	Current Year	Previous Year
1	Surplus (Profit & Loss Account)	(1695707)	(1531244)
	Balance brought forward from previous year	(1531244)	(1360786)
	Less: Short Prov. of ITax of Prev. Year	00	(31631)
	Add: Profit for the period	(164463)	(138827)
	Total in	(1695707)	(1531244)

Note : 4 Long Term Borrowings(Unsecured)

1	Loans From Directors	00	00
2	Other Loans & Advances	27,737,904	47,591,794
	Total in	27,737,904	47,591,794

Note : 5 Trades Payable

1	Sundry Creditors for Services:	63,438	36,472
	Total in	63,438	36,472

Note : 7 Non Current Investment

1	Investment in Equity Instrument(At Cost)		
	Quoted		
	12,50,000(12,50,000)Equity Share of XO Infotech Ltd.	12500000	12500000
		12500000	12500000
	UNQUOTED (F.V. Rs.10/- each)		
	1 (1) Share of Akshar Entertainment Pvt.Ltd.	10	10
	2,00,000 (2,00,000)Equity Share of Ishan Finstock Ltd.	00	2000000
	5,00,000 (5,00,000)Equity. Shares of Medha Fin. LTd.	5000000	5000000
	19350 Shares of Girish Metals P. Ltd	00	5805000
	19350 Shares of Girish Metals P. Ltd	00	48015000
	57700 Shares of Pratik Minerals P. Ltd	00	17310000
	30800 Shares of Shanti Tradelink P. Ltd	00	9240000
	22700 Shares of Sonika Granites P. Ltd	00	6810000
	355000 Eq Shares of Sobhagya Sales Pvt. Ltd	35500000	00
		40500010	94180010
	Market Value Of Quoted Investment	3250000	6512500
	Total in	53000010	106680010

Note : 8 Long Term Loans and Advances

1	Other Loans & Advances	1532455	1,532455
	Total in	1532455	1532455

Note : 6 Fixed Asset

I. Fixed Assets at Hathras Unit

Sr. No	Particulars	Rate	Gross Block				Depreciaton				Net Block	
			Value at the beginning	Addition during the year	Deduction during the year	Value at the end	Value at the beginning	Addition during the year	Deductio n during the year	Value at the end	WDV as on 31.12.2013	WDV as on 31.03.2012
	<u>Tangible Assets</u>											
1	Air-Condition	--	28200	--	--	28200	6139	3069	--	9208	18992	22061
2	Computer	40.00%	155,000	--	--	155000	121,520	13,392	--	134912	20088	33480
3	Franking Machine	--	18,805	--	--	18805	6,807	1,669	--	8476	10329	11998
	SUB TOTAL (A)		202,005	-	-	202,005	134,466	18,130	-	152,596	49,409	67,539
	(Previous Year)		184,305	17,700	-	202,005	106,784	27,682		134,466	67,539	77,521

Note : 9 Current Investment

Sr. No	Particulars	Current Year	Previous Year
1	Investment in Equity 355000 Eq. Shares of Sobhagya Sales Pvt.Ltd	00	35500000
	Total in	00	35500000

Note : 10 Trade Recievables

1	Others		
	a) Secured, Considered Good :	00	00
	b) Unsecured, Considered Good :	89,180,000	00
	Total in	89,180,000	00

Note : 11 Cash & Cash Equivalent

1	Cash-in-Hand Cash Balance	272,742	97,903
	Sub Total (A)	272,742	97,903
2	Bank Balance Bank Balance with Scheduled Banks Bank of India	00	00
	HDFC Bank	245	430
	HDFC SETT-00990690005100	5620	5620
	FDR A/c.		
	FDR Allahabad (NCDEX)	1983127	1795624
	Sub Total (B)	1988992	1801674
	Total [A + B + C]	2261734	1899577

Note : 12 Short Terms Loans and Advances

1	Others Advance Recoverable in cash or in kind or for value to be considered good		
	Advance Income Tax/Refund Due	38276	17441
	Other Loans & Advances	343,750	20,700,000
	Total in	382,026	20,717,441

Note : 13 Other Income

1	Interest on FDR's	208338	174409
	Total in	208338	174409

Note : 14 Employment Benefit Expenses

1	Salaries, Bonus, PF & ESIC	138000	40000
2	Directors Remuneration	00	00
	Total in	138000	40000

Note :15 Financial Cost

1	Bank Charges	1685	498
	Total in	1685	498

Note : 16 Depreciation & Amortized Cost

Sr. No	Particulars	Current Year	Previous Year
1	Depreciation	18130	27682
	Total in	18130	27682

Note : 17 Other Expenses

1	Annual Custody Fees	67416	66705
2	Audit Fees	10000	10000
3	Demat Charges	00	1096.5
4	Electricity Exp.	00	9754.5
5	Furniture Rent Exp.	00	36000
6	Income Tax Exp.	00	18586
7	Listing Fees	45744	44120
8	NSDL & CDSL Fees	00	00
9	Printing & Stationery	7260	12622
10	Professional Fees	47500	7500
11	Roc Exp.	3500	500
12	RTA Expenses	26966	26472
13	Services Tax W/off	00	00
14	Telephone & Posting Exp.	6600	6500
15	Web Charging	00	5200
	Total in `	214,986	245,056

Note: 18 Balances of Sundry Debtors, Creditors, Loans and Advances are subject to confirmation and reconciliation.

Note: 19 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 20		2012-13	2011-12
	Director's remuneration:	0	0

Note: 21 **Related Party Transaction:** No related party transaction were carried out during the year

Note: 22 **Segment Information:** There is no reportable segment as per the contention of the management.

Note: 23 Basic and Diluted Earning per share (EPS) computed in accordance with Accounting Standard (AS) 20 "Earning Per Share"

Particulars	31.03.2013	31.03.2012
Numerator		
Profit / (Loss) after Tax	Rs. (164463)	Rs. (138827)
Denominator		
Weighted average number of No Equity shares	Rs.12030000	Rs.12030000
EPS (Basic & Diluted)		
Numerator/Denominator	Rs. (0.01)	Rs. (0.01)

Note: 24	Payment to Auditor's	2012-13	2011-12
	For Audit	Rs. 10,000	Rs 10,000
	For Company Matters	Nil	Nil

Note: 25 previous year figures have been regrouped and recasted wherever necessary.

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/-

HARLEEN SINGH KATHURIA

(DIRECTOR)

Place: Ahmedabad

Date:30.08.2013

Sd/-

ANIL MISTRY

(DIRECTOR)

AMRAWORLD AGRICO LIMITED

Reg. Office Address: 803, Samedh Building, Adj. Associated Petroleum, C. G. Road, Ellisbridge, Ahmedabad-380006

21ST 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 21st 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**AMRAWORLD AGRICO LIMITED**

Reg. Office Address: 803, Samedh Building, Adj. Associated Petroleum, C. G. Road, Ellisbridge, Ahmedabad-380006

21ST ANNUAL GENERAL MEETING

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

I/We
 \of.....
 Member / Members of AMRAWORLD AGRICO LIMITED hereby appoint.....
 ofof failing him/ her.....
 ofas my/ our Proxy to attend and vote for me/us on my/ our behalf at the 21st 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	
---------------	--	------------------	--	------------	--

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:

AMRAWORLD AGRICO LIMITED

**Reg. Office: 803, Samedh Building, Adj. Associated Petroleum, C. G. Road, Ellisbridge,
Ahmedabad-380006 Gujarat, India**