

# **TWENTY SECOND ANNUAL REPORT 2013-2014 AMRAWORLD AGRICO LIMITED**

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## **BOARD OF DIRECTOR**

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ANIL CHANDULAL MISTRY	DIRECTOR
HARLEEN SINGH KATHURIA	DIRECTOR
MAYURBHAI ARVINDBHAI PATEL	DIRECTOR

## **AUDITOR**

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

## **SHARE TRANSFER AGENT**

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### **M/s SATELLITE CORPORATE SERVICES PRIVATE LIMITED**

B-302, Sony Apartment, Opp. St. Judge's High School,  
Off Andheri-Kurla Road, Jarimari, Sakinaka,  
Mumbai-400072 Maharashtra, INDIA  
Ph No: +91-22-2852 0461 / 2852 0462  
Fax No: +91-22-2851 1809  
E mail: service@satellitecorporate.com

## **REGISTERED OFFICE**

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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 SECOND 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 **Saturday, 27th day of September, 2014 at 11:00 A.M.** to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt Audited Balance Sheet as at 31st March, 2014 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 MISTRY, who retires by rotation and being eligible, offers him-self for re-appointment.

**ORDINARY BUSINESS:**

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

**"RESOLVED THAT** subject to the provisions of section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013, M/s. Y. D & Co., Chartered Accountants (Firm Registration No. 018846N) be and are hereby appointed as Statutory Auditors to hold office for a term of five years subject to ratification by members at every Annual General Meeting, at such remuneration as may be determined by Board of Directors of the Company from time to time."

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

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150,152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Harleen Kathuria (DIN-02278750) be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st March, 2019."

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

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150,152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Mayur Patel (DIN -05280309) be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st March, 2019."

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

**"RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) ore re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Asoociation of the Company;

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

**PLACE: AHMEDABAD  
DATE: 26.08.2014**

**(ANIL 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. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolution/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights, then such proxy for any other person or shareholder.
3. 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.
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 20<sup>th</sup> September, 2014 to 27th September, 2014.
6. M/s Satellite Corporate Services Private Limited, having registered office at B-203, Sony Apt., Opp. St. Jude's High School, 90ft Road, Jarimari, Sakinaka, Mumbai, Maharashtra – 400 072 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. Shareholders are requested to notify change of address, if any, and details of their bank account to the Registrar/Depository Participants
8. As a measure of economy, copies of the annual report will not be distributed at the annual general meeting. Shareholders are therefore requested to bring their copies of the annual report at the meeting.
9. The notice of the Annual General Meeting along with the Annual Report 2013-14 is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories, unless any member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
10. To support the 'Green initiative', the members who have not registered their e-mail addresses are requested to register the same with Registrar/Depositories.
11. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of special business of the Notice is annexed hereto.
12. In compliance with the provisions of section 108 of the Companies Act, 2013 Rule 20 of the Companies (Management and Administration) Rules, 2014, the members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all resolutions set forth in this Notice.

**Instructions for e-voting:**

Pursuant to provisions of section 108 of the Companies Act, 2013, read with Companies (Management & Administration) Rules, 2014 the Company is pleased to offer e-voting facility to the members to cast their votes electronically on all resolutions set out forth in the Notice convening the Annual General Meeting to be held on Saturday, September 27, 2014 at 11:00 A.M. The Company has engaged the services of CENTRAL DEPOSITORY SERVICES LIMITED (CDSL) to provide e-voting facility. E-voting facility is available at the link: [www.evoting.cdsl.com](http://www.evoting.cdsl.com).

The instructions for members for voting electronically are as under:-

**In case of members receiving e-mail:**

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.</li> <li>In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</li> </ul>
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter <b>the number of shares held by you as on the cut off date</b> i.e. 29<sup>TH</sup> August, 2014 in the <b>Dividend Bank details field</b>.</li> </ul>

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <AMRAWORLD AGRICO LIMITED> on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
  - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

**In case of members receiving the physical copy:**

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvi) above to cast vote.
- (B) The voting period begins on 22.09.2014 AT 09.00 A.M. and ends on 24.09.2014 AT 6.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 29th August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

The Company has appointed Ms. SHUBHAM AGARAWAL, Practicing Company Secretary as the Scrutinizer for purpose of E voting to count the votes casted in favour or against the resolution proposed for all the items of the Notice as mentioned in the Notice and to comply with the provisions of Section 108 of the Companies Act, 2013.

The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL within two (2) days of passing of the resolutions at the EGM of the Company and communicated to the BSE Limited.

**ANNEXURE TO NOTICE**

**EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM NO. 3**

In terms of section 139 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, listed company can appoint Audit Firm for a term not exceeding five years subject to ratification by members at every AGM.

The Board of Directors at its meeting held on 26.08.2014, recommended the appointment of M/s. Y. D. Co., Chartered Accountant as statutory auditors if the company for a term of five years subject to ratification by members at every AGM from the conclusion of this AGM until from the conclusion of this AGM until its conclusion of the AGM.

The Board recommends the resolution for approval of the Members.

None of the Directors, Key Managerial Personnel and their relatives is interested or concerned in the resolution set out at item No. 3.

**ITEM NO. 4 & 5**

Mr. Harleen Kathuria & Mr. Mayur Patel are Independent Directors under Clause 49 of the Listing Agreement. Upon implementation of the Companies Act, 2013, ('the Act') in the opinion of the Board, each of these persons fulfil the conditions specified in the Act and the rules made there under and that they are each independent of management.

In view of the above position, approval of the Members is sought to formally appoint them Independent Directors for a period of five years from the conclusion of this Annual General Meeting.

The Board is of opinion that it would be in the interest of the Company to appoint Mr. Harleen Kathuria & Mr. Mayur Patel as Independent Directors of the Company and Resolutions under the items No. 4 and 5 have been proposed to this end.

The Board commends the resolutions to Members for acceptance. Mr. Harleen Kathuria & Mr. Mayur Patel were holding office as retiring Directors and, after their appointment as Independent Directors, they shall not be liable any further to retirement by rotation and shall hold office for aforesaid fixed term of five years and could be eligible for appointment for one more consecutive term of five years.

No other Director/Key Managerial personnel or any relative of the Directors or the Key Managerial personnel have any concern or interest in the aforesaid Resolutions.

CIN: L01110GJ1991PLC015846

**ITEM NO. 6**

The Articles of Association ("AOA") of the Company as presently in force was emended from time to time since incorporation of the Company.

With the coming into force of the Companies Act, 2013 ("the Act") several regulations of the existing AOA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AOA by a new set of Articles.

The new AOA to be substituted in place of the existing AOA are based on Table "F" (Articles of Association meant for a Company Limited by Shares) of the Act.

The proposed new draft AOA is being updated on the Company's website for perusal by the shareholders.

None of the Directors/Key Managerial Personnel of the Company/their relatives is, in any way, concerned or interested, in the Special Resolution set out at item No.6 of the Notice.

The board commends the Special Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

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

**PLACE: AHMEDABAD**

**DATE: 26.08.2014**

**(ANIL MISTRY)  
CHAIRMAN**

## DIRECTORS' REPORT

***Dear Shareholders,***

Your Directors here by present the 22nd Annual Report on business and operations of the Company together with the Audited statements of Accounts for the financial year ended on **31st March 2014**.

### FINANCIAL RESULTS:

Particulars	[Amount in Rupees]	
	Financial Year 2013-14	Financial Year 2012-13
Other Income	411980	208338
Total Expenses	534592	372801
Profit (Loss) before Tax and Extra Ordinary Items	(122612)	(164463)
Provision for Taxation	Nil	Nil
Net Profit (Loss) after Tax & adjustments	(122612)	(164463)
Balance carried forward to Balance Sheet	(122612)	(164463)

### 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. 411980/- but due to some fixed cost company posted Net Loss of Rs. 122612/-.

### 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 MISTRY Director of the Company is retires by rotation at the ensuing Annual General Meeting and being eligible, offer himself for reappointment.

MR. HARLEEN SINGH KATHURIA (DIN: 02278750) and MR. MAYURBHAI PATEL (DIN: 05280309) Director of the Company, who was appointed as a Director liable to retire by rotation, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st March, 2019.

### 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 complied with the requirements of Clause 49 of the Listing Agreement on Corporate Governance. Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, Report on Corporate Governance along with the Auditors' Certificate on its compliance is annexed separately to this Annual Report.

**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: 26.08.2014**

**(ANIL 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, 2014. 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 2013-14 the Board met 5 times on 18.05.2013, 01.08.2013, 30.08.2013, 14.11.2013 and 11.02.2014. 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 MISTRY	5	5	Yes
HARLEEN SINGH KATHURIA	5	5	Yes
MAYURBHAI PATEL	5	5	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 Mistry, Mr. Harleen Singh Kathuria and Mr. Mayurbhai 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**

During the year the Audit Committee met 4 times on 18.05.2013, 01.08.2013, 14.11.2013 and 11.02.2014 attendance of the members as under:

Name	No. of Meeting attended	
	Held	Attended
ANIL MISTRY	4	4
HARLEEN SINGH KATHURIA	4	4
MAYURBHAI 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 Mistry, Mr. Harleen Singh Kathuria and Mr. Mayurbhai Patel

Mr. Anil 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 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 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.
2012-13	At Registered office	30.09.2013	10.00 A.M.
2011-12	At Registered office	31.08.2012	12.00 Noon
2010-11	At Registered office	30.06.2011	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 markets, 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	Saturday, 27th September, 2014 at 11:00 A.M.
Venue of Annual General Meeting	803, Samedh Building, Adj. Associated Petroleum, C. G. Road, Ellisbridge, Ahmedabad-380006
Dates of Book Closure	20.09.2014 to 27.09.2014
Listing on Stock Exchange	BSE Limited, Mumbai
Stock Code and Scrip ID	531991 (BSE) and AMRAAGRI (BSE)
Demat ISIN No.	INE735C01027
<b>Financial Calendar (tentative schedule):</b>	
Unaudited Results for the quarter ending 30.06.2014	Before 15th August, 2014
Unaudited Results for the quarter ending 30.09.2014	Before 15th November, 2014
Unaudited Results for the quarter ending 31.12.2014	Before 15th February, 2015
Unaudited Results for the quarter ending 31.03.2015; or	Before 15th May, 2015
In case company take Audited Results for the Whole Financial Year.	Before 30th May, 2015

**11. CATEGORIES OF SHAREOWNERS AS ON 31.03.2014**

Category	No. of Shares Held	Voting Strength (%)
<b>Promoters</b>	Nil	0.00
<b>Resident Individuals</b>		
share capital up to Rs. 1 lakh	9819681	8.16
share capital in excess of Rs. 1 lakh	25878727	21.51
<b>Bodies Corporate</b>	76648163	63.71
<b>NRIs/ OCBs</b>	1031	0.00
<b>Others</b>	7952398	6.61
<b>Total</b>	<b>120300000</b>	<b>100.00</b>

**12. DISTRIBUTION OF SHAREHOLDING AS ON 31.03.2014**

Share Balance	Holders	% of Total	Total Shares	% of Total
Up to - 05000	4885	89.47	3652180	3.04
05001- 10000	466	8.53	4426526	3.68
10001- 20000	40	0.73	595526	0.50
20001- 30000	13	0.24	342838	0.28
30001- 40000	7	0.13	256900	0.21
40001-50000	2	0.04	92634	0.08
50001- 100000	9	0.16	686661	0.57
100001 and above	38	0.70	110246735	91.64
<b>Total</b>	<b>5460</b>	<b>100.00</b>	<b>120300000</b>	<b>100.00</b>

**13. STOCK MARKET DATA:**

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

Month	Highest (Rs)	Lowest (Rs)
Apr-13	0.78	0.77
May-13	0.75	0.75
Jun-13	0.79	0.71
Jul-13	0.79	0.76
Aug-13	0.73	0.73
Sep-13	0.73	0.67
Oct-13	0.80	0.62
Nov-13	1.05	0.84
Dec-13	1.00	0.88
Jan-14	1.05	0.77
Feb-14	1.35	1.10
Mar-14	1.36	1.29

**14. REGISTRAR AND SHARE TRANSFER AGENT:**

**M/s SATELLITE CORPORATE SERVICES PRIVATE LIMITED** having its registered office at B-302, Sony Apartment, Opp. St. Judge's High School, Off Andheri-Kurla Road, Jarimari, Sakinaka, Mumbai-400072 Maharashtra, INDIA 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:**

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

**Investors Correspondence/ Complaints to be address to:** MR. ANIL MISTRY Director and Compliance Officer

E-mail: [amraworldagrigo@gmail.com](mailto:amraworldagrigo@gmail.com)

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


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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, 2014 as envisaged in Clause 49 of the Listing agreement with Stock Exchanges.

**PLACE: AHMEDABAD**

**DATE: 26.08.2014**

**(ANIL MISTRY)**  
**CHAIRMAN**

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**Certification on Corporate Governance**

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**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, 2014 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.

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

**PLACE: LUDHIANA**  
**DATE: 26.08.2014**

**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 **AMRAWORLD AGRICO LIMITED** (the Company), which comprise the Balance Sheet as at March 31, 2014 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

The Company's 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 notified under the Companies Act, 1956 (the Act) read with the [General Circular 15/2013 dated 13th September, 2013](#) of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013 and in accordance with the accounting principles generally accepted in India. 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, 2014;
- 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, 2014 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

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

PLACE: LUDHIANA  
DATE: 20.05.2014

CA RAKESH PURI  
PARTNER  
M. No.: 092728

**The Annexure referred to in paragraph 1 of the Our Report of even date to the members of M/s AMRAWORLD AGRICO LIMITED on the accounts of the company for the year ended 31<sup>st</sup> March, 2014.**

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.  
  
(e) 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 1818320/- at the end of the financial year. The Company has incurred cash losses of Rs 110498/- 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. Therefore 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.

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

**PLACE: LUDHIANA**  
**DATE: 20.05.2014**

**CA RAKESH PURI**  
**PARTNER**  
**M. No.: 092728**

BALANCE SHEET AS AT 31ST MARCH 2014		(Amount in Rupees)	
Particulars	Notes	March 31, 2014	March 31, 2013
<b>I. EQUITY AND LIABILITIES</b>			
<b><u>(1) Shareholder's Funds</u></b>			
(a) Share Capital	2	120300000	120300000
(b) Reserves and Surplus	3	(1818320)	(1695708)
<b><u>(2) Share Application money pending allotment</u></b>		00	00
<b><u>(3) Non-Current Liabilities</u></b>			
(a) Long-Term Borrowings	4	29979652	27737904
<b><u>(4) Current Liabilities</u></b>			
(a) Trade Payables	5	63438	63438
<b>Total Equity &amp; Liabilities</b>		<b>148524770</b>	<b>146405634</b>
<b>II.ASSETS</b>			
<b><u>(1) Non-Current Assets</u></b>			
(a) Fixed Assets	6		
(i) Gross Block		202005	202005
(ii) Depreciation		164710	152596
(iii) Net Block		37295	49409
(b) Non-current investments	7	53900000	53000000
(c) Long term loans and advances	8	32455	1532455
<b><u>(2) Current Assets</u></b>			
(a) Current investments		00	00
(b) Trade receivables	9	89180050	89180010
(c) Cash and cash equivalents	10	791266	2261734
(d) Short-term loans and advances	11	4583704	382026
<b>Total Assets</b>		<b>148524770</b>	<b>146405634</b>
<b>Notes to Accounts</b> <span style="float: right;">1 to 24</span> <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>			
<b>For Y. D. &amp; Co.</b> <b>CHARTERED ACCOUNTANTS</b> <b>Firm Reg. No. 018846 N</b>		<b>FOR AND ON BEHALF OF THE BOARD</b>	
<b>(CA RAKESH PURI)</b> <b>PARTNER</b> <b>Membership No. 092728</b> <b>Place: Ludhiana</b> <b>Date:20.05.2014</b>		<b>MAYURBHAI PATEL</b> <b>(DIRECTOR)</b>  <b>Place: Ahmedabad</b> <b>Date:20.05.2014</b>	<b>ANIL MISTRY</b> <b>(DIRECTOR)</b>

PROFIT & LOSS STATEMENT FOR THE PERIOD ENDED ON 31ST MARCH, 2014 (Amount in Rupees)				
Sr. No	Particulars	Notes	2013-14	2012-13
I	Revenue from operations		00	00
II	Other Income	12	411980	208338
III	III. Total Revenue (I +II)		411980	208338
IV	Expenses:			
	Employee Benefit Expense	13	205500	138000
	Financial Costs	14	28	1685
	Depreciation and Amortization Expense	15	12114	18130
	Other Expenses	16	316950	214986
	Total Expenses (IV)		534592	372801
V	Profit before exceptional and extraordinary items and tax	(III - IV)	(122612)	(164463)
VI	Exceptional Items (Excess provision Added Back)		00	00
VII	Profit before extraordinary items and tax	(V - VI)	(122612)	(164463)
VIII	Extraordinary Items		00	00
IX	Profit before tax (VII - VIII)		(122612)	(164463)
X	Tax expense:		00	00
XI	Profit(Loss) from the period from continuing operations	(IX-X)	(122612)	(164463)
XII	Profit/(Loss) from discontinuing operations		00	00
XIII	Tax expense of discounting operations		00	00
XIV	Profit/(Loss) from Discontinuing operations	(XII - XIII)	0.00	0.00
XV	Profit/(Loss) for the period (XI + XIV)		(122612)	(164463)
XVI	Earning per equity share:			
	(1) Basic		0.00	0.00
	(2) Diluted		0.00	0.00
Notes to Accounts - 1 to 24				
Schedules referred to above and 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				
(CA RAKESH PURI)		MAYURBHAI PATEL	ANIL MISTRY	
PARTNER		(DIRECTOR)	(DIRECTOR)	
Membership No. 092728				
Place: Ludhiana		Place: Ahmedabad		
Date:20.05.2014		Date:20.05.2014		

<b>CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014</b>		
	<b>( Rupees in Lacks)</b>	
	<b>2013-14</b>	<b>2012-13</b>
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit/(Loss) before Tax and Extra Ordinary Items	(1.23)	(1.64)
<u>Adjustments for</u>		
Depreciation	0.12	0.18
<b>Operating Profit before Working Capital Changes</b>	<b>(1.10)</b>	<b>(1.46)</b>
<u>Adjustments for</u>		
(Increase) / Decrease in Sundry Debtors	(0.00)	(891.80)
(Increase)/ Decrease in Loans & Advances ( Long Term)	15.00	0.00
(Increase)/ Decrease in Loans & Advances( Current)	(42.02)	203.35
Increase/ (Decrease) in Current Liabilities	0.00	0.27
Increase/ (Decrease) in Current Provision	0.00	0.00
<b>Cash generated from Operations</b>	<b>(28.12)</b>	<b>(689.64)</b>
Short/excess provision of earlier year	0.00	0.00
<b>Net cash from Operating Activities</b>	<b>(28.12)</b>	<b>(689.64)</b>
<b>B CASH FLOWS FROM INVESTING ACTIVITIES :</b>		
Purchase of Fixed Assets	0.00	0.00
Sale of Investment	(9.00)	536.80
Purchase of Current investment	0.00	355.00
<b>Net cash flow from Investing Activities</b>	<b>(9.00)</b>	<b>891.80</b>
<b>C. CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from Share Capital Calls , Interest & forfeiture	00	00
Proceeds from Unsecured loans	22.42	(198.54)
<b>Net cash flow from Financing Activities</b>	<b>22.42</b>	<b>(198.54)</b>
<b>Net Increase/(Decrease) in Cash &amp; Cash Equivalent</b>	<b>(14.70)</b>	<b>3.62</b>
Cash & Cash Equivalents at the beginning of the year	22.62	19.00
Cash & Cash Equivalents at the end of the year	7.91	22.62
<b>Note: Previous Year figures have been regrouped or rearranged wherever necessary.</b>		
<div> <div>For Y. D. &amp; Co.</div> <div>FOR AND ON BEHALF OF THE BOARD</div> <div>CHARTERED ACCOUNTANTS</div> <div>Firm Reg. No. 018846 N</div> </div>		
<div> <div>(CA RAKESH PURI)</div> <div>MAYURBHAI PATEL</div> <div>ANIL MISTRY</div> <div>PARTNER</div> <div>(DIRECTOR)</div> <div>(DIRECTOR)</div> <div>Membership No. 092728</div> <div>Place: Ludhiana</div> <div>Place: Ahmedabad</div> <div>Date:20.05.2014</div> <div>Date:20.05.2014</div> </div>		

*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	Rs.	Rs.
		Current Year	Previous Year
1	<b><u>AUTHORIZED CAPITAL</u></b> 130000000 Equity Shares of Rs. 1/- each	130000000	130000000
		<b>130000000</b>	<b>130000000</b>
2	<b><u>ISSUED , SUBSCRIBED &amp; PAID UP CAPITAL</u></b> <b>To the Subscribers of the Memorandum</b> Paid up Share capital by allotment 120300000 Equity shares of Rs. 1/- each	120300000	120300000
	<b>Total in</b>	<b>120300000</b>	<b>120300000</b>

**Note : 3 Reserve & Surplus**

Sr. No	Particulars	Rs.	Rs.
		Current Year	Previous Year
1	Surplus (Profit & Loss Account)	(1818319)	(1695708)
	Balance brought forward from previous year	(1695708)	(1531245)
	Less: Short Prov. of ITax of Prev. Year	00	00
	Add: Profit for the period	(122611)	(164463)
	<b>Total in</b>	<b>(1818319)</b>	<b>(1695708)</b>

**Note : 4 Long Term Borrowings( Unsecured)**

1	Loans From Directors	00	00
2	Other Loans & Advances	29979652	27737904
	<b>Total in</b>	<b>29979652</b>	<b>27737904</b>

**Note : 5 Trades Payable**

1	Sundry Creditors for Services:	63438	63438
	<b>Total in</b>	<b>63438</b>	<b>63438</b>

**Note : 7 Non Current Investment**

1	Investment in Equity Instrument( At Cost)		
	<b>Quoted</b>		
	12,50,000(12,50,000)Equity Share of XO Infotech Ltd.	12500000	12500000
		12500000	12500000
	<b>UNQUOTED (F.V. Rs.10/- each)</b>		
	5,00,000 Equity. Shares of Megha Fin. LTD.	5000000	5000000
	355000 Eq Shares of Sobhagya Sales Pvt.Ltd	35500000	35500000
	250000 E.s of Malabar Trading Company Limited	900000	0
		41400000	40500000
	<b>Total in</b>	<b>53900000</b>	<b>53000000</b>

**Note : 8 Long Term Loans and Advances**

1	Other Loans & Advances	32455	1532455
	<b>Total in</b>	<b>32455</b>	<b>1532455</b>

**Note : 9 Trade Receivables**

	Others		
	a) Secured, Considered Good :	00	00
	b) Unsecured, Considered Good :	89180050	89180010
	<b>Total in `</b>	<b>89180050</b>	<b>89180010</b>

**Note : 10 Cash & Cash Equivalent**

1	<b>Cash-in-Hand</b>		
	Cash Balance	785542	272742
	<b>Sub Total (A)</b>	<b>785542</b>	<b>272742</b>
2	<b>Bank Balance</b>		
	Bank Balance with Scheduled Banks		
	HDFC Bank	104	245
	HDFC SETT-00990690005100	5620	5620
	FDR Allahabad (NCDEX)	0	1983127
	<b>Sub Total (B)</b>	<b>5724</b>	<b>1988992</b>
	<b>Total [ A + B + C ]</b>	<b>791266</b>	<b>2261734</b>

Note : 6 Fixed Asset

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	Deduction during the year	Value at the end	WDV as on 31.12.2014	WDV as on 31.03.2013
1	<b><u>Tangible Assets</u></b>											
1	Air-Condition	13.91%	28200	0	0	28200	9208	2642	0	11850	16350	18992
2	Computer	40.00%	155000	0	0	155000	134912	8035	0	142947	12053	20088
3	Franking Machine	13.91%	18805	0	0	18805	8476	1437	0	9913	8892	10329
	<b>SUB TOTAL (A)</b>		<b>202005</b>	<b>0</b>	<b>0</b>	<b>202005</b>	<b>152596</b>	<b>12114</b>	<b>0</b>	<b>164710</b>	<b>37295</b>	<b>49409</b>
	<b>(Previous Year)</b>		<b>202005</b>	<b>0</b>	<b>0</b>	<b>202005</b>	<b>134466</b>	<b>18130</b>	<b>0</b>	<b>152596</b>	<b>49409</b>	<b>67539</b>

**Note : 11 Short Terms Loans and Advances**

Sr. No	Particulars	Rs.	Rs.
		Current Year	Previous Year
1	Others		
	Advance Income Tax/Refund Due	45152	38276
	Other Loans & Advances	4538552	343750
	<b>Total in</b>	<b>4583704</b>	<b>382026</b>

**Note : 12 Other Income**

1	Interest on FDR's	411980	208338
	<b>Total in</b>	<b>411980</b>	<b>208338</b>

**Note : 13 Employment Benefit Expenses**

1	Salaries, Bonus, PF & ESIC	205500	138000
2	Directors Remuneration	00	00
	<b>Total in</b>	<b>205500</b>	<b>138000</b>

**Note :14 Financial Cost**

1	Bank Charges	28	1685
	<b>Total in</b>	<b>28</b>	<b>1685</b>

**Note : 15 Depreciation & Amortized Cost**

1	Depreciation	12114	18130
	<b>Total in</b>	<b>12114</b>	<b>18130</b>

**Note : 16 Other Expenses**

1	Annual Custody Fees	67416	67416
2	Audit Fees	10000	10000
3	Demat Charges	1708	0
4	Listing Fees	44944	45744
5	NSDL Fees	166632	0
6	Printing & Stationery	0	7260
7	Professional Fees	23750	47500
8	Roc Exp.	2500	3500
9	RTA Expenses	0	26966
10	Telephone & Posting Exp.	0	6600
	<b>Total in</b>	<b>316950</b>	<b>214986</b>

**Note: 17** Balances of Sundry Debtors, Creditors, Loans and Advances are subject to confirmation and reconciliation.

**Note: 18** 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.

<b>Note: 19</b>	<b>2013-14</b>	<b>2012-13</b>
Director's remuneration:	0	0

**Note: 20** **Related Party Transaction:** No related party transaction were carried out during the year



**Note: 21**      **Segment Information:** There is no reportable segment as per the contention of the management.

**Note: 22**      Basic and Diluted Earning per share (EPS) computed in accordance with Accounting Standard (AS) 20 "Earning Per Share"

Particulars	31.03.2014	31.03.2013
<b>Numerator</b>		
Profit / (Loss) after Tax	Rs. (122612)	Rs. (164463)
<b>Denominator</b>		
Weighted average number of No Equity shares	Rs.12030000	Rs.12030000
<b>EPS (Basic &amp; Diluted)</b>	Rs. (0.01)	Rs. (0.01)
Numerator/Denominator		

<b>Note: 23</b>	<b>Payment to Auditor's</b>	<b>2013-14</b>	<b>2012-13</b>
	For Audit	Rs. 10,000	Rs 10,000
	For Company Matters	Nil	Nil

**Note: 24**      previous year figures have been regrouped and recasted wherever necessary.

For Y. D. & Co.

CHARTERED ACCOUNTANTS

Firm Reg. No. 018846 N

FOR AND ON BEHALF OF THE BOARD

(CA RAKESH PURI)  
PARTNER  
Membership No. 092728  
Place: Ludhiana  
Date:20.05.2014

MAYURBHAI PATEL  
(DIRECTOR)

ANIL MISTRY  
(DIRECTOR)

Place: Ahmedabad  
Date:20.05.2014

## AMRAWORLD AGRICO LIMITED

CIN: L01110GJ1991PLC015846

Reg. Office: 803, SAMEDH BUILDING, ADJ. ASSOCIATED PETROLEUM, C. G. ROAD, ELLISBRIDGE, AHMEDABAD-380006.

22ND ANNUAL GENERAL MEETING On 27.09.2014 at 11.00 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 22nd 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-----

## PROXY FORM

## Form No MGT-11

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the companies (Management and Administration) Rules, 2014)

CIN	L01110GJ1991PLC015846		
Name of Company	AMRAWORLD AGRICO LIMITED		
Reg. Office Address	803, SAMEDH BUILDING, ADJ. ASSOCIATED PETROLEUM, C. G. ROAD, ELLISBRIDGE, AHMEDABAD-380006		
Name of the Member			
Registered Address			
E Mail Id			
Folio No./Client ID			

I/We, being the member (s) of AMRAWORLD AGRICO LIMITED hereby appoint

Name			
Address			
E mail Id		Signature	

OR FAILING HIM

Name			
Address			
E mail Id		Signature	

OR FAILING HIM

Name			
Address			
E mail Id		Signature	

As my/ our Proxy to attend and vote for me/us on my/ our behalf the 22nd Annual General Meeting of the Company to be held on 27.09.2014 at 11:00 a.m. at registered office of the company and at any adjournment thereof and respect of such resolution mentioned below:

Resolution No.	Resolution	For	Against
01	Adaption of Financial Statement for the year ended 31.03.2014		
02	Re Appointment of MR. ANIL MISTRY who retires by rotation		
03	Appointment of Auditor and Fix their remuneration		
04	Appointment of Mr. Harleen Singh Kathuria Independent Director		
05	Appointment of Mr. Mayur Patel as an Independent Director		
06	Adoption of New Set of Article of Association (AOA)		

Signed on this .....day of .....2014.

Affix  
Revenue  
Stamp

Signature of shareholder ...../ Signature of Proxy .....

**NOTE:** The Proxy need NOT be a Member. 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

To,

If undelivered, please return to:

**AMRAWORLD AGRICO LIMITED**

Reg. Office: 803, SAMEDH BUILDING, ADJ. ASSOCIATED PETROLEUM, C. G. ROAD, ELLISBRIDGE,  
AHMEDABAD-380006