



# RUCHI INFRASTRUCTURE LIMITED

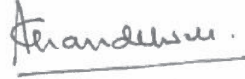


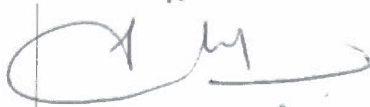
Regd. Office : 615, Tulsiani Chambers, 212 Nariman Point, Mumbai - 400 021.

Tel. : 6656 0600 / 2282 4851 • Fax : 2202 3160

CIN : L65990MH1984PLC033878

## FORM A

Format of covering letter of the annual audit report to be filed with the Stock Exchange

1.	Name of the company	Ruchi Infrastructure Ltd.
2.	Annual financial statements for the year ended	31 <sup>st</sup> March, 2014
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	Not Applicable
5.	To be signed by-	
	<ul style="list-style-type: none"><li>• Director</li><li>• General Manager –Accounts</li><li>• Audit Committee Chairman</li><li>• Auditor of the company</li></ul>	   <p>For Ashok Khasgiwala &amp; Co., Chartered Accountants (Firm Reg. No. 0743C)</p>  <p>CA Ashok Khasgiwala Membership No. 70288</p>



# Ruchi Infrastructure Limited

30<sup>th</sup> Annual Report 2013-14



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# RUCHI INFRASTRUCTURE LIMITED

(CIN : L65990MH1984PLC033878)

## ANNUAL REPORT 2013-2014

### Board of Directors

Managing Director - Dinesh Shahra  
Directors - Naveen Gupta  
Dinesh Khandelwal  
Kanta Prasad Mandhana  
Navamani Murugan  
Sajeve Deora  
Vijay Kumar Jain

### Company Secretary

Ashish Mehta

### Auditors

Ashok Khasgiwala & Co.,  
Chartered Accountants

### Cost Auditors

K.G. Goyal & Co.,  
Cost Accountants

### Bankers

Axis Bank Limited  
ICICI Bank Limited  
Corporation Bank  
Rabobank International  
South Indian Bank Ltd.

### Registrar & Share Transfer Agent

Sarthak Global Limited  
170/10, Film Colony,  
R.N.T. Marg,  
Indore - 452 001.  
Tel: +91 731 427969, 2526388  
e-mail: investors@sarthakglobal.com

### Registered Office

615, Tulsiani Chambers, Nariman Point,  
Mumbai - 400 021.  
Tel: +91 22 6656 0600  
e-mail: ruchiiinfrastructure@ruchigroup.com  
Website: ruchiiinfrastructure.com

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### FORWARD LOOKING STATEMENT

In this Annual Report, we have disclosed forward-looking information to enable investors to comprehend our prospects and take investment decisions. This report and other statements - written and oral - that we periodically make contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes', and words of similar substance in connection with any discussion of future performance.

We cannot guarantee that these forward-looking statements will be realized, although we believe we have been prudent in assumptions. The achievements of results are subject to risks, uncertainties, and even inaccurate assumptions. Should known or unknown risks or uncertainties materialize, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated, or projected. Readers should keep this in mind. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

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# Notice

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Notice is hereby given that the Thirtieth Annual General Meeting of the members of Ruchi Infrastructure Limited will be held at Sunville Deluxe Pavilion, Sunville Building, 9, Dr. Annie Besant Road, Worli, Mumbai - 400 018 on Friday, September 26, 2014 at 10.00 AM to transact the following business :

## **ORDINARY BUSINESS:**

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2014, the reports of Board of Directors and Auditors thereon; and the audited consolidated financial statement of the Company for the financial year ended March 31, 2014.
2. To declare dividend on preference and equity shares.
3. To appoint a Director in place of Mr. Dinesh Khandelwal (DIN : 00145321), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Naveen Gupta (DIN : 00101778), who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution :

**“RESOLVED THAT** M/s. Ashok Khasgiwala & Co., Chartered Accountants (Registration No 0743C), the retiring auditors of the Company, be and are hereby appointed as statutory auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the Thirty fifth Annual General Meeting of the Company, subject to ratification by the members at every Annual General Meeting to be held in between.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to fix the remuneration payable to the Auditors as may be recommended by the Audit Committee.”

## **SPECIAL BUSINESS:**

6. To appoint Mr. Sajeve Deora (DIN:00003305) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force] and Clause 49 of the Listing Agreement, Mr. Sajeve Deora (DIN : 00003305), who was appointed as director liable to retire by rotation pursuant to provisions of Section 256 of the Companies Act, 1956 at the 28<sup>th</sup> Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from 26<sup>th</sup> September, 2014.

**RESOLVED FURTHER THAT** Mr. Dinesh Shahra (DIN: 00533055), Managing Director, Mr. Naveen Gupta (DIN: 00101778), Director, Mr. Vijay Kumar Jain (DIN: 00098298), Director, Mr. Dinesh Khandelwal (DIN: 00145321), Director and Mr. Ashish Mehta, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, as may be considered necessary in this regard for and on behalf of the Company, including but not limiting to, filing of necessary forms, returns, submissions under the Companies Act, 2013.”

7. To appoint Mr. Kantaprasad Harigovind Mandhana (DIN:00202983) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force] and Clause 49 of the Listing Agreement, Mr. Kantaprasad Harigovind Mandhana (DIN:00202983), who was appointed as director liable to retire by rotation pursuant to provisions of Section 256 of the Companies Act, 1956 at the 29<sup>th</sup> Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term commencing from 26<sup>th</sup> September, 2014.

**RESOLVED FURTHER THAT** Mr. Dinesh Shahra (DIN: 00533055), Managing Director, Mr. Naveen Gupta (DIN: 00101778), Director, Mr. Vijay Kumar Jain (DIN: 00098298), Director, Mr. Dinesh Khandelwal (DIN: 00145321), Director and Mr. Ashish Mehta, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limiting to, filing of necessary forms, returns, submissions under the Companies Act, 2013.”

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## Notice (Contd.)

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8. To appoint Mr. Navamani Murugan (DIN:01309393) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:
- “RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force] and Clause 49 of the Listing Agreement, Mr. Navamani Murugan (DIN:01309393), who was appointed as director liable to retire by rotation pursuant to provisions of Section 256 of the Companies Act, 1956 at the 27<sup>th</sup> Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term commencing 26<sup>th</sup> September, 2014.
- RESOLVED FURTHER THAT** Mr. Dinesh Shahra (DIN: 00533055), Managing Director, Mr. Naveen Gupta (DIN: 00101778), Director, Mr. Vijay Kumar Jain (DIN: 00098298), Director, Mr. Dinesh Khandelwal (DIN: 00145321), Director and Mr. Ashish Mehta, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, as may be considered necessary in this regard for and on behalf of the Company, including but not limiting to, filing of necessary forms, returns, submissions under the Companies Act, 2013.”
9. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:
- “RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modifications or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.
- RESOLVED FURTHER THAT** Mr. Dinesh Shahra (DIN: 00533055), Managing Director, Mr. Naveen Gupta (DIN: 00101778), Director, Mr. Vijay Kumar Jain (DIN: 00098298), Director, Mr. Dinesh Khandelwal (DIN: 00145321), Director and Mr. Ashish Mehta, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, as may be considered necessary in this regard for and on behalf of the Company, including but not limiting to, filing of necessary forms, returns, submissions under the Companies Act, 2013.”
10. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:
- “RESOLVED THAT** consent of the Company, pursuant to Section 180 (1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force) and Articles of Association of the Company, be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time, any sum or sums of moneys which together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) may exceed the aggregate of the paid up share capital of the Company and its free reserves, provided that the maximum amount of moneys to be borrowed by the Board shall not at any time exceed Rupees One Thousand crores.
- RESOLVED FURTHER THAT** Mr. Dinesh Shahra (DIN: 00533055), Managing Director, Mr. Naveen Gupta (DIN: 00101778), Director, Mr. Vijay Kumar Jain (DIN: 00098298), Director, Mr. Dinesh Khandelwal (DIN: 00145321), Director and Mr. Ashish Mehta, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, as may be considered necessary in this regard for and on behalf of the Company, including but not limiting to, filing of necessary forms, returns, submissions under the Companies Act, 2013.”
11. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:
- “RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or re-enactment thereof, for the time being in force) and subject to such Orders, Rules, Notifications, as may be promulgated by the appropriate authorities in this regard, the Cost Auditors appointed by the Board of Directors of the Company, to conduct audit of the cost records of the Company for the financial year ending March 31, 2015, be paid the remuneration as set out in the statement annexed to the notice convening this meeting.
- RESOLVED FURTHER THAT** Mr. Dinesh Shahra (DIN: 00533055), Managing Director, Mr. Naveen Gupta (DIN: 00101778), Director, Mr. Vijay Kumar Jain (DIN: 00098298), Director, Mr. Dinesh Khandelwal (DIN: 00145321), Director and Mr. Ashish Mehta, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, as may be considered necessary in this regard for and on behalf of the Company, including but not limiting to, filing of necessary forms, returns, submissions under the Companies Act, 2013.”

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## Notice (Contd.)

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12. To consider and if thought fit, to pass, with or without notification(s) the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to provisions of Section 197 (5) of the Companies Act, 2013 and Articles of Association of the Company, the sitting fee payable to the non-executive directors of the Company for attending meeting of Board of Directors and any committee thereof be and is hereby increased from ₹ 2,000/- (Rupees Two Thousand only) to ₹ 4,000/- (Rupees Four Thousand only) per meeting so attended after 1<sup>st</sup> April, 2014.

**RESOLVED FURTHER THAT** Mr. Dinesh Shahra (DIN: 00533055), Managing Director, Mr. Naveen Gupta (DIN: 00101778), Director, Mr. Vijay Kumar Jain (DIN: 00098298), Director, Mr. Dinesh Khandelwal (DIN: 00145321), Director and Mr. Ashish Mehta, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, as may be considered necessary in this regard for and on behalf of the Company, including but not limiting to, filing of necessary forms, returns, submissions under the Companies Act, 2013.”

13. To appoint Mr. Dinesh Shahra (DIN: 00533055) as Managing Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** in accordance with the provisions of Sections 196 and 203 of the Companies Act, 2013 read with Schedule V thereto and Rules made thereunder and other applicable provisions, if any, of the said Act (including any statutory modifications or re-enactments thereof, for the time being in force), the approval of members of the Company be and is hereby accorded to appoint Mr. Dinesh Shahra (DIN: 00533055) as Managing Director of the Company for a period of five years with effect from August 14, 2014 on the following terms and conditions:

1. Basic Salary : ₹ 1,00,000/- per month.
2. Rent free furnished accommodation with cost of electricity, water and maintenance charges in respect thereof.
3. Leave travel allowance, leave encashment, contribution to provident fund and family pension fund, bonus, performance bonus and gratuity as per policy of the Company.

**RESOLVED FURTHER THAT** Mr. Naveen Gupta (DIN: 00101778), Director, Mr. Vijay Kumar Jain (DIN: 00098298), Director, Mr. Dinesh Khandelwal (DIN: 00145321), Director and Mr. Ashish Mehta, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, as may be considered necessary in this regard for and on behalf of the Company, including but not limiting to, filing of necessary forms, returns, submissions under the Companies Act, 2013.”

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

**“RESOLVED THAT** subject to the provisions of the Companies Act, 2013 (to the extent notified) and the Companies Act, 1956 (to the extent valid) (including any amendment thereto or re-enactment thereof) (the “Companies Act”) to the extent applicable, the listing agreements with each of the stock exchanges where the Company’s equity shares are listed, the Foreign Exchange Management Act, 1999, as amended or restated, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended or restated, the Foreign Exchange Management (Borrowing or Lending in Rupees) Regulations, 2000, as amended or restated, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended or restated (“FCCB Scheme”), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended or restated (the “ICDR Regulations”), and such other statutes, notifications, circulars, rules and regulations as may be applicable and relevant, each as amended or restated, and any guidelines/regulations issued under the Companies Act, the notifications issued by the Reserve Bank of India or any other relevant authority from time to time to the extent applicable and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions, if any, of the Government of India, the Reserve Bank of India (the “RBI”), the Foreign Investment Promotion Board (the “FIPB”), the Securities and Exchange Board of India (the “SEBI”), the relevant Registrar of Companies, the relevant stock exchanges and any other regulatory authority, institutions or bodies as may be required under applicable law or regulation, and subject to such conditions as may be prescribed by any of them in granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee thereof for the time being exercising the powers conferred on the Board by this resolution), the consent of the Members be and is hereby accorded to offer, issue and allot in the course of one or more domestic/international offerings of, through a public issue and/or on a private placement basis, equity shares, debentures whether partly/ fully convertible, non convertible debentures, and/or securities linked to equity shares and/or foreign currency convertible bonds (“FCCBs”) convertible into equity shares or depository receipts including global depository receipts and/or securities convertible into equity shares at the option of the Company and/or the holder of such securities and/or equity shares through depository receipts (GDRs) and/or

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## Notice (Contd.)

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bonds (hereinafter collectively referred to as the “Securities”), in one or more tranches, whether rupee-denominated or denominated in foreign currency, to such investors who are eligible to acquire such Securities in accordance with all applicable laws, rules, regulations, guidelines and approvals, through public issue(s), rights issue(s), preferential issue(s), private placement(s), qualified institutions placement(s) or any combination thereof, through any prospectus, offer document, offer letter, offer circular, placement document or otherwise, at such time or times and at such price or prices subject to compliance with all applicable laws, rules, regulations, guidelines and approvals, at a discount or premium to market price or prices in such manner and on such terms and conditions including as regards security, rate of interest, etc., as may be deemed appropriate by the Board in its absolute discretion, subject to compliance with all applicable laws, rules, regulations, guidelines and approvals, for an aggregate amount, in one or more offering(s) and/or in one or more tranches, not exceeding ₹ 600 Crore (Rupees Six Hundred Crore only) or equivalent thereto in any foreign currency (inclusive of any green shoe or over-allotment option), either by way of offer for sale or a sponsored issue of Securities (by one or more existing shareholders of the Company) or through a fresh issue of Securities or in any combination thereof, and the Board shall have the discretion to determine the categories of eligible investors to whom the offer, issue and allotment shall be made to the exclusion of all other categories of investors at the time of such offer, issue and allotment considering the prevailing market conditions and all other relevant factors and wherever necessary in consultation with advisor(s), lead manager(s), and underwriter(s) appointed by the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot, from time to time, such number of equity shares of the Company at such premium as may be decided by it in its absolute discretion, as may be required to be issued and allotted upon conversion, exchange, redemption or cancellation of any of the Securities or as may be necessary in accordance with the terms of the offering(s), including additional equity shares, all such shares ranking pari passu with the existing equity shares of the Company in all respects, except such right as to dividend as may be provided under the terms of the issue and in the offer document, if any and the Board is further authorized to execute necessary documents for the purpose of listing the equity shares on the relevant stock exchanges in India.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 62(1) (c) and other applicable provisions, if any, of the Companies Act, 2013 the provisions of Chapter VIII of the ICDR Regulations and provisions of any other applicable laws and regulations, the Board may at its absolute discretion, issue, offer and allot the Securities of an aggregate amount of upto ₹ 600 Crore (Rupees Six Hundred Crore only) in one or more foreign currency and / or Indian Rupee inclusive of such premium to qualified institutional buyers (as defined by the ICDR Regulations) pursuant to a qualified institutions placement as provided under chapter VIII of the ICDR Regulations and such Securities shall be fully paid up and the allotment of such Securities shall be completed within 12 months from the date of the shareholders’ resolution approving the proposed issue or such time as may be allowed by the ICDR Regulations from time to time, at such price being not less than the floor price determined in accordance with the pricing formula prescribed by the ICDR Regulations.

**RESOLVED FURTHER THAT** the Board may at its absolute discretion issue Equity Shares at a discount as may be permitted under the applicable regulations to the floor price as determined in accordance with the ICDR Regulations.

**RESOLVED FURTHER THAT** the Securities may be redeemed and/or converted into and/or exchanged for the equity shares of the Company, subject to compliance with all applicable laws, rules, regulations, guidelines and approvals, in a manner as may be provided in the terms of their issue.

**RESOLVED FURTHER THAT** the Company and/ or an agency/body authorized by the Board may, subject to compliance with all applicable laws, rules, regulations, guidelines and approvals, issue depository receipts representing the Securities or issue FCCBs or such other Securities in registered or bearer form with such features and attributes as are prevalent in international capital markets for instruments of this nature and providing for the tradability or free transferability thereof as per international practices and regulations, and under the forms and practices prevalent in the international/ domestic capital markets.

**RESOLVED FURTHER THAT** where the Securities are offered in accordance with the provisions of Chapter VIII of the ICDR Regulations, the relevant date for determining the price of the equity shares to be issued upon conversion of the securities shall be the date of the meeting in which the Board decides to open the proposed issue of the Securities or such other date as may be prescribed by applicable laws and regulations.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue(s) of Securities may, subject to compliance with all applicable laws, rules, regulations, guidelines and approvals, have all or any terms, or combination of terms, in accordance with domestic and/or international practice, including, but not limited to, conditions in relation to payment of interest, additional interest, premium on redemption, prepayment and any other debt service payments whatsoever and all other such terms as are provided in offerings of such nature including terms for issue of additional equity shares or variation of the conversion price of the Securities during the duration of the Securities.

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# Notice (Contd.)

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**RESOLVED FURTHER THAT** the Company may enter into any arrangement with any agency or body for the issue, upon conversion of the Securities, of equity shares of the Company in registered or bearer form with such features and attributes as are prevalent in international capital markets for instruments of this nature and to provide for the tradability or free transferability thereof as per the international practices and regulations, and under the forms and practices prevalent in international capital markets.

**RESOLVED FURTHER THAT** a committee of Directors comprising the following Directors (hereinafter referred to as the "Issue Committee"):

1. Mr. Dinesh Shahra (DIN: 00533055)
2. Mr. Naveen Gupta (DIN: 00101778)
3. Mr. Vijay Kumar Jain (DIN: 00098298)

be and is hereby authorized to decide on matters relating to the proposed issue including the type of instrument, class of investors, to whom the Securities are to be allotted, terms and conditions and timing of the proposed issue of the aforesaid Securities in one or more tranches, the date of opening of the issue, issue price, face value, premium amount on issue/conversion of Securities/redemption of the Securities, rate of interest, redemption period, listings on one or more stock exchanges in India and/or overseas as they in their absolute discretion deems fit and to make and accept any amendments or modifications in the proposal as may be required by the authorities involved in such issues in India and/or overseas, to do all acts, deeds, matters and things as may be necessary and to settle any questions or difficulties that may arise in connection with or incidental to the said issue(s).

**RESOLVED FURTHER THAT** members of the Issue Committee, be and are hereby severally authorized to make appointments as may be required of managers (including lead managers), merchant bankers, underwriters, guarantors, financial and/or legal advisors, depositories, custodians, listing agents, registrars, trustees and all other agencies, whether in India or overseas, and to finalize the terms and conditions (including the payment of fees, commission, out of pocket expenses and their charges subject to requisite approvals of Reserve Bank of India, if any) of the aforesaid appointments and also to renew or terminate the appointments so made, as they may in their absolute discretion think fit.

**RESOLVED FURTHER THAT** the preliminary as well as the final Offer Document for the aforesaid issue be finalized, approved and signed singly by any one of the members of the Issue Committee for and behalf of the Company with authority to amend, vary, modify the same as may be considered desirable or expedient and for the purpose aforesaid to give such declarations, affidavits, undertakings, certificates, consents, authorities as may be necessary and required from time to time.

**RESOLVED FURTHER THAT** members of the Issue Committee be and are hereby severally authorized to sign, execute and issue consolidated receipt(s) for the Securities, listing application, various agreements (including but not limited to subscription agreement, depository agreement, trustee agreement), undertaking, deeds, declarations, any applications to the Reserve Bank of India and/or other regulatory authorities and all other documents and to do all such things, deeds and acts and to comply with all the formalities as may be required in connection with and incidental to the aforesaid offering of securities, including for the post issue formalities.

**RESOLVED FURTHER THAT** Mr. Dinesh Shahra (DIN:00533055), Managing Director, Mr. Vijay Kumar Jain (DIN:00098298), Director, Mr.Naveen Gupta, (DIN:00101778), Director and Mr. Ashish Mehta, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limiting to, filing of necessary forms, returns, submissions under the Companies Act, 2013 and to settle any questions or disputes that may arise in relation thereto."

Registered Office:

**Ruchi Infrastructure Ltd.**

615, Tulsiani Chambers, Nariman Point,

Mumbai – 400 021

Date : August 14, 2014

Place : Mumbai

By order of the Board of Directors

**Ashish Mehta**  
Company Secretary



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# Notice (Contd.)

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## NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY, THE PROXY FORM DULY COMPLETED AND SIGNED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.
2. Explanatory statements pursuant to provisions of section 102 (1) of the Companies Act, 2013, setting out the material facts in respect of the business under item 6 to 14 is annexed thereto.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, September 24, 2014 to Friday, September 26, 2014 (both days inclusive) to ascertain the entitlement of Dividend declared, if any.
4. Members who attend the meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting hall.
5. Members are requested to bring their copies of the Annual Report at the time of attending the Annual General Meeting.
6. All documents referred to in accompanying Notice and Explanatory Statements are open for inspection at the Registered Office of the Company during the office hours on all working days except Saturday between 11.00 AM to 1.00 PM up to the date of Annual General Meeting.
7. Members seeking any further information about the accounts are requested to write to the Company at least ten days before the date of Annual General Meeting so as to enable the management to keep the information ready at the meeting.
8. Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956, the Company has transferred the unpaid or unclaimed dividends for the financial years upto 2005-06, to the Investor Education and Protection Fund established by the Central Government.
9. The Securities and Exchange Board of India (SEBI) has vide circular ref. no. MRD/DoP/Cir-05/2009 May 20, 2009 mandated Permanent Account Number (PAN) requirement for transfer of shares in physical form. Members holding shares in physical form can submit their PAN details to the Company/Registrars and Transfer Agents.
10. The complete details of the instruction for e-voting is annexed to this Notice.

## STATEMENTS PURSUANT TO PROVISIONS OF SECTION 102(1) OF THE COMPANIES ACT, 2013

### Item No. 6

The members of the Company at their 28th Annual General Meeting held on 25th September, 2012 appointed Mr. Sajeve Deora, as a director liable to retire by rotation in terms of provisions of Section 256 of the Companies Act, 1956. The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act, proposing candidature of Mr. Sajeve Deora for the office of Director of the Company. Mr. Sajeve Deora is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Section 149 of the Act inter alia stipulates the criteria of independence should a company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and he shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Mr. Sajeve Deora that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. Mr. Sajeve Deora is a practicing Chartered Accountant, having expertise in financial re-constructions, acquisitions, mergers and corporate restructuring.

In the opinion of the Board, Mr. Sajeve Deora fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement. He is independent of the management.

Brief resume of Mr. Sajeve Deora, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Sajeve Deora is appointed as an Independent Director.

Copy of the draft letter for appointment of Mr. Sajeve Deora as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

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# Notice (Contd.)

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

Save and except Mr. Sajeve Deora and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.6 of the Notice.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

## **Item No. 7**

The members of the Company at their 29<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> August, 2013 appointed Mr. Kantaprasad Harigovind Mandhana, as a director liable to retire by rotation in terms of provisions of Section 256 of the Companies Act, 1956.

The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act proposing candidature of Mr.Kantaprasad Harigovind Mandhana for the office of Director of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Section 149 of the Act inter alia stipulates the criteria of independence should a company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and he shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Mr. Kantaprasad Harigovind Mandhana that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. He is Fellow Member of Institute of Chartered Accountants of India.He is practicing as a Chartered Accountant for more than two decades. He has got wide experience in Accounts, Taxation and Finance. He is also experienced in internal control procedures and IT systems.

In the opinion of the Board, Mr. Kantaprasad Harigovind Mandhana fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement. He is independent of the management.

Brief resume of Mr. Kantaprasad Harigovind Mandhana, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Kantaprasad Harigovind Mandhana is appointed as an Independent Director.

Copy of the draft letter for appointment of Mr. Kantaprasad Harigovind Mandhana as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company. The Board commends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

Save and except Mr. Kantaprasad Harigovind Mandhana and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.7 of the Notice.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

## **Item No. 8**

The members of the Company at their 27<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September, 2011 appointed Mr. N. Murugan, as a director liable to retire by rotation in terms of provisions of Section 256 of the Companies Act, 1956.

The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act proposing candidature of Mr. N. Murugan for the office of Director of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Section 149 of the Act inter alia stipulates the criteria of independence should a company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and he shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Mr. N. Murugan that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. He is a retired IAS officer and the former Chairman & Managing Director of Tamil Nadu Urban Finance & Infrastructure Development Corporation Limited. He has also led different companies of Government in Textiles and Tourism industries etc.

In the opinion of the Board, Mr. N. Murugan fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement. He is independent of the management.

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# Notice (Contd.)

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Brief resume of Mr. N. Murugan, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. N. Murugan is appointed as an Independent Director.

Copy of the draft letter for appointment of Mr. N. Murugan as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

The Board commends the Ordinary Resolution set out at Item No.8 of the Notice for approval by the shareholders.

Save and except Mr. N. Murugan and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.8 of the Notice.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

## Item No. 9

The existing Articles of Association ("AoA") of the Company are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956. With the coming into force (largely) of the Companies Act, 2013, several regulations of the existing AoA of the Company require alteration or deletions in several articles. With this background, it is considered expedient to wholly replace the existing AoA by a new set of Articles. The draft AoA is available on the website of the Company.

In terms of provisions of Section 14 the Companies Act, 2013, the Board recommends that the resolution as proposed in item No. 9 be passed as Special Resolution.

None of the directors/key managerial personnel/their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

## Item No. 10

By virtue of the resolution, passed at the Twenty Ninth Annual General Meeting of the Company held on August 30, 2013, pursuant to provisions of Section 293(1)(d) and other applicable provisions of the Companies Act, 1956 and the Articles of Association of the Company, the Board of Directors of the Company is empowered to borrow to the extent of ₹ 2,000 crore (Rupees two thousand crores only) (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business).

In light of the provisions of Section 180 (1) (c) of the Companies Act, 2013 having come into force with effect from September 12, 2013 requiring approval of the Members by means of a special resolution, the Company seeks to obtain fresh approval from its members by means of a special resolution. The Board is of the opinion that a limit of ₹ 1,000 crore (Rupees One thousand crore only) on the borrowing powers of the Board would be in line with the business needs of the Company. Accordingly, the Board of Directors recommends passing of special resolution as set out at item No. 10 of the Notice.

Save and except for the equity shares of the company held by them, none of the directors/key managerial personnel/their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

## Item No. 11

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of cost auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015 at a remuneration of ₹ 40,000/- (Rupees Forty Thousand only) subject to payment of applicable taxes thereon and re-imbursment of out of pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013, the remuneration payable to the cost auditors has to be ratified by the shareholders of the Company. The Board of Directors recommends the proposed resolution for your approval.

None of the directors/key managerial personnel/their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

## Item No.12

Section 197(5) of the Companies Act, 2013 read with Rule 4 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 provides that the Company may pay a sitting fee to a director for attending meetings of the Board or committees thereof, such sum as may be decided by the Board within the prescribed limits.

Having regard to the environmental changes, in particular to corporate governance, and in accordance with the Articles of Association of the Company, it is proposed to increase the sitting fee for each meeting of Board or any committee thereof from ₹ 2,000/- to ₹ 4,000/-. Since, all the directors, except Mr. Dinesh Shahra, being non-executive directors are interested, the Board is incapacitated in increasing the sitting fee payable. Therefore, the matter is put forth for approval of members.

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# Notice (Contd.)

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All the Directors of the company, except Mr. Dinesh Shahra are interested in the resolution to the extent of sitting fees payable to them.

## Item No.13

Mr. Dinesh Shahra was re-appointed as Non-Executive Director of the Company on 30<sup>th</sup> August, 2013 by the members of the Company.

Mr. Dinesh Shahra is B.E. (Chemical Engineering). He has more than 40 years of industrial experience including Import, Export, Trading of edible, non-edible oil and other value-added Soya Products. Under his able leadership, the Company has come up with storage, jetty and other infrastructure related projects.

Having regard to his contribution and enhanced responsibilities and subject to approval of the members, the Board of Directors at its meeting held on 14th August, 2014 has appointed him as Managing Director of the Company for a period of five years with effect from 14th August, 2014 on the terms and conditions as mentioned in the resolution.

Brief resume of Mr. Dinesh Shahra, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships/chairmanships of Board Committees and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

Section 196 of the Companies Act, 2013, requires approval of members for appointment of Mr. Dinesh Shahra as Managing Director of the Company.

Copy of the draft Contract of Service setting out the terms and conditions of Mr. Dinesh Shahra for appointment as Managing Director of the Company is available for inspection by members at the Registered Office of the Company.

Except Mr. Dinesh Shahra, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 13 of the Notice.

## Item No.14

The Company is desirous of raising additional long term funds/resources for its business and operations. Therefore, the Company is proposing to raise capital by issuance and allotment of, through public or private placement basis, debentures, equity shares, equity linked securities, global depository receipts or foreign currency convertible bonds, subject to the applicable laws and receipt of necessary consents and approvals from governmental authorities, to eligible investors, for an amount not exceeding ₹ 600 crore (Rupees Six Hundred crore only) or equivalent thereto in any foreign currency.

For the proposed raising of capital, the Company has constituted an issue committee comprising, Mr. Dinesh Shahra (DIN: 00533055), Mr. Naveen Gupta (DIN: 00101778) and Mr. Vijay Kumar Jain (DIN: 00098298), which has been delegated with the necessary powers to decide on matters pertaining to the proposed issue.

The proposed resolution seeks to empower the Board to raise capital through issuance of debentures, equity shares, equity linked securities, global depository receipts or foreign currency convertible bonds and such other securities through public issue(s), rights issue(s), preferential issue(s), private placement(s), qualified institutions placement(s) or any combination thereof.

The Board may in its discretion adopt any one or more of the mechanisms, prescribed above, to meet its objective as stated aforesaid without the need for fresh approval from the Shareholders of the Company.

The pricing of the Securities that may be issued shall be freely determined after taking into account the then relevant market price of the equity shares of the Company, subject to such price not being less than the floor price, as applicable in accordance with all applicable laws, rules, regulations, guidelines and approvals including without limitation:

- (1) in case of an issuance of equity shares through a qualified institutions placement, the provisions of Chapter VIII of the ICDR Regulations; and
- (2) in case of an issuance of the FCCBs/ADRs/GDRs, the provisions of the FCCB Scheme.

However, in case of a qualified institutions placement, the Board may at its absolute discretion issue equity shares at a discount as may be permitted under the applicable regulations to the floor price as determined in accordance with the ICDR Regulations.

The Equity Shares allotted or arising out of conversion of any Securities would be listed. The offer/issue/allotment/conversion/redemption would be subject to the availability of regulatory approvals, if any. The conversion of Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap and relevant foreign exchange regulations. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the stock exchanges as may be required under the provisions of the Listing Agreement.

# Notice (Contd.)

The Board therefore, submits the resolution for your consideration and recommends it to be passed as a special resolution. None of the directors/key managerial personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Registered Office:

By order of the Board of Directors

**Ruchi Infrastructure Ltd.**

615, Tulsiani Chambers, Nariman Point,  
Mumbai – 400 021

Date : August 14, 2014

Place : Mumbai

**Ashish Mehta**  
Company Secretary

## PROCESS AND MANNER FOR MEMBERS OPTING FOR E-VOTING :

In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide to the members the facility to exercise their right to vote at the 30<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL).

A. The instructions for e-voting are as under :

- (i) The voting period begins on Saturday, September 20, 2014 at 10.00 am and ends on Monday, September 22, 2014 at 6.00 pm. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 14, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) 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	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<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 8 digits of the 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 1 then enter RA00000001 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#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

# 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 the number of shares in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to

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## Notice (Contd.)

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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.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
  - (xi) Click on the EVSN for "RUCHI INFRASTRUCTURE LIMITED".
  - (xii) 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.
  - (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
  - (xiv) 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.
  - (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
  - (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
  - (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
  - (xviii) Note for Non – Individual Shareholders and Custodians
    - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
    - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
    - After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for 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.
    - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - (xix) 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).
- B. Mr. Prashant D. Diwan, Practicing Company Secretary has been appointed as Scrutinizer for scrutinizing the e-voting process in a fair and transparent manner.
- C. The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Managing Director of the Company.
- D. 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) working days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges where the Company is listed, viz. BSE Ltd. and National Stock Exchange of India Ltd.
- E. (a) Members, who have received the Notice of AGM by email and who do not wish to avail the electronic voting facility, such member may send a request for obtaining the physical Postal Ballot Form from the Share Transfer Agents of the Company, viz., Sarthak Global Ltd., Unit: Ruchi Infrastructure Limited, 170/10, Film Colony, RNT Marg, Indore – 452 001. On receipt of such request, the Share Transfer Agents will despatch the physical Postal Ballot Form. Members should ensure that duly completed Postal Ballot Form should reach the Scrutinizer not later than 6.00 pm on Tuesday, September 23, 2014. Postal Ballot Forms received after this date shall be strictly treated, as if the reply from the members has not been received.
- (b) Members desiring to exercise vote by physical Postal Ballot are requested to carefully read the instructions printed on the Postal Ballot Form.
- (c) A Member can opt for only one mode of voting, i.e. either by post or through e-voting. In case of Member(s) who cast their votes by both modes, then voting done through a valid physical ballot form shall prevail and e-voting of that Member shall be treated as invalid.

# Directors' Report

Dear Shareholders,

Your directors have pleasure in presenting the Thirtieth Annual Report together with the Audited Statement of accounts of the Company for the year ended March 31, 2014.

## FINANCIAL RESULTS:

	2013-2014 (₹ in Crore)	2012-2013 (₹ in Crore)
<b>Revenue from operations</b>	<b>3770.14</b>	2272.89
<b>Profit before depreciation and tax</b>	<b>18.81</b>	39.50
Depreciation	19.66	22.23
<b>Profit before taxation</b>	<b>(0.85)</b>	17.27
Provision for taxation	(1.78)	11.89
Provision for tax for earlier years	—	—
<b>Profit after taxation</b>	<b>0.93</b>	5.38
Balance brought forward from previous year	26.69	27.58
Amount available for appropriation	27.62	32.96
<b>APPROPRIATION</b>		
General Reserve	—	1.00
Proposed Dividend		
– Preference	3.28	3.28
– Equity	1.23	1.23
– Tax on dividend	0.77	0.76
Balance as at end of the year	22.34	26.69
	27.62	32.96

## DIVIDEND:

Your directors recommend dividend on 54,60,613 6% Non Convertible Cumulative Redeemable Preference Shares of ₹ 100/- each amounting to ₹ 3.28 crore.

Your directors also recommend dividend of 6% (₹ 0.06 per share on face value of ₹ 1/-) on equity capital of ₹ 20.52 crore for the year under review as against 6% (₹ 0.06 per share on face value of Re. 1/-) for the previous year. The total cash outgo on account of equity and preference dividend and tax thereon amounts to ₹ 5.27 crore as against ₹ 5.27 crore in the previous year.

## OPERATIONS:

During the year under review, the revenue from operations of your Company increased to ₹ 3,770.14 crore from ₹ 2,272.89 crore in the previous year. However, the Profit before depreciation and tax decreased to ₹ 18.81 crore from ₹ 39.50 crore in the previous year, on account of (a) lower capacity utilization of the refining capacity and absorption of costs primarily due to inverted import duty structure of edible oil and (b) increase in foreign currency hedging cost during the year.

The company has incurred loss of ₹ 0.85 crore as compared to profit before tax of ₹ 17.27 crore in the previous year. After write back of Deferred Taxes, there is a Profit after Tax of ₹ 0.93 crore against ₹ 5.38 crore in the previous year.

## FUTURE OUTLOOK:

The company will continue to focus on expanding the business of storage infrastructure and allied business activities, keeping in view the strong business potential in line with the increase in GDP growth, Government's attention on improving infrastructure, encouragement for cost effective storage of commodities to support supply chain efficiencies for deriving better value for the farming community and overall rural development.

Your Company is awaiting due allotment of land at Krishnapatnam Port for construction of Liquid Storage Tanks. The Company foresees better utilisation of storage capacities at the ports in view of the growing demand for storage infrastructure.

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# Directors' Report (Contd.)

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The company had entered into a Business Transfer agreement with Ruchi Soya Industries Limited, pursuant to the approval of the members of the company, for sale and transfer of oil refining business of the Company being run at its plant situated at Kakinada, in the state of Andhra Pradesh on 'going concern' basis. Necessary approvals are being obtained and the process of completion is in progress. Post such sale the Company would be focusing on its core storage Infrastructure business.

## **DIRECTORS:**

Mr. Dinesh Khandelwal and Mr. Naveen Gupta retire by rotation in accordance with the provisions of Articles of Association of the Company and being eligible, offer themselves for re-appointment.

The Company is in receipt of Notices in terms of provisions of Section 160 of the Companies Act, 2013 for candidature of Mr. Sajeve Deora, Mr. Kantaprasad Harigovind Mandhana and Mr. Navamani Murugan as Independent Directors.

In accordance with Clause 49(IV)(G)(1) of the Listing Agreement, the information of the directors retiring by rotation at the ensuing Annual General Meeting is given in para 2 of Corporate Governance Report.

Mr. Enikapati Srinivasulu has resigned from the post of Manager of the Company with effect from January 12, 2014.

Mr. Dinesh Shahra, director of the Company has been appointed as Managing Director of the Company, with effect from August 14, 2014 subject to the approval of the members of the Company at the ensuing Annual General Meeting in accordance with the provisions of Sections 196 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

## **SUBSIDIARY COMPANIES:**

Your Company has four subsidiaries as at March 31, 2014 viz. Ruchi Resources Pte. Ltd., Mangalore Liquid Impex Pvt. Ltd., Union Infrastructure Solutions Pvt. Ltd. and Peninsular Tankers Pvt. Ltd.

The Company has complied with the conditions of General Circular No. 2 dated February 8, 2011 issued by the Ministry of Corporate Affairs, Government of India and availed exemption from compliance of Section 212 of the Companies Act, 1956. Hence, the annual accounts of the subsidiary companies, directors and auditors reports thereon do not form part of the Annual Report of the Company.

The Company undertakes to provide annual accounts of the subsidiary companies and the related detailed information to shareholders of the holding and subsidiary companies seeking such information at any point of time. The annual accounts of the subsidiary companies shall also be kept for inspection by any shareholder at the registered office of the holding company and of subsidiary companies concerned.

Your Board is in the process of reviewing the past performance and business outlook of all the subsidiaries for taking suitable action plan, keeping in view the business potential and contribution of each of the subsidiaries in improving the long term value of your Company.

## **CORPORATE GOVERNANCE:**

The Company has in practice a comprehensive system of corporate governance. A separate Report on Corporate Governance forms part of the Annual Report. A certificate of the Company's Statutory Auditors regarding compliance of the conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement is annexed to the Report on Corporate Governance.

## **DIRECTORS' RESPONSIBILITY STATEMENT:**

As stipulated under Section 217 (2AA) of the Companies Act, 1956, your directors subscribed to the "Directors' Responsibility Statement" and confirm as under:

- (i) that in the preparation of the annual accounts, the applicable Accounting Standards have been followed along with proper explanations relating to material departures;
- (ii) that the Directors had selected appropriate accounting policies and applied them consistently, and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year 2013-14 and of the profit of the Company for that period;
- (iii) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and



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# Directors' Report (Contd.)

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(iv) that the Directors have prepared the accounts for the financial year ended March 31, 2014 on a 'going concern' basis.

## **PARTICULARS OF EMPLOYEES:**

Particulars of employees as required to be furnished pursuant to Section 217(2A) of the Companies Act, 1956, read with the rules thereunder, form part of this Report. However, as per the provisions of Section 219(1)(b)(iv) of the Companies Act, 1956, the reports and accounts excluding the statement of particulars of employees, are being sent to the shareholders of Company. Any shareholder interested in obtaining the statement may write to the Company Secretary.

## **CONSERVATION OF ENERGY, TECHNOLOGY ABSORTION AND FOREIGN EXCHANGE EARNING AND OUTGO:**

Information required under Section 217(1)(e) read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 is given in the Annexure 'A' forming part of this Report.

## **FIXED DEPOSITS:**

The Company has not accepted any deposits from the public during the year under review.

## **AUDITORS:**

The Statutory Auditors M/s. Ashok Khasgiwala & Co., Chartered Accountants, retire at the forthcoming Annual General Meeting and are eligible for re-appointment.

M/s K. G. Goyal & Co., Cost Accountants (Registration No. 00017/07/2008) have been re-appointed to conduct audit of the Cost Accounting records of the Company for the financial year 2014-15.

## **ACKNOWLEDGMENT:**

Your directors place on record their gratitude for the valued support and assistance extended to the Company by the Shareholders, Banks, Financial Institutions and Government Authorities and look forward to their continued support. Your directors also express their appreciation for the dedicated and sincere services rendered by employees of the Company.

For and on behalf of the Board of Directors

Place : Mumbai  
Date : August 14, 2014

**Dinesh Shahra**  
Managing Director

# Directors' Report (Contd.)

## ANNEXURE 'A' TO DIRECTORS' REPORT

Information under Section 217(1)(e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules 1988, and forming part of the Directors' Report for the year ended March 31, 2014.

### I. CONSERVATION OF ENERGY:

The Company regularly monitors the consumption of energy and had taken effective steps to conserve energy in its manufacturing process.

(A) Power and Fuel Consumption:	2013-2014	2012-2013
<b>1 Electricity</b>		
(a) Purchased:		
Units	9,217,850	8,612,650
Total Amount (₹)	72,237,684	51,772,468
Rate/Unit (₹)	7.84	6.01
(b) Own Generation:		
Through diesel generator		
Unit(KWH)	589,492	2,838,645
Units per litre of diesel oil	3.35	3.59
Cost / Unit (₹)	16.36	13.66
<b>2 Fuel</b>		
(a) Husk:		
Purchased (MT)	21,230	25,922
Total Amount (₹)	73,062,942	79,594,476
Average Rate(₹)	3,442	3,071
(b) Diesel:		
Purchased (litre)	28,185	221,292
Total Amount (₹)	1,546,716	10,838,945
Average Rate (₹)	54.88	48.98
<b>(B) Consumption per unit of production:</b>		
Electricity (Units)	53.31	48.35
Husk (MT)	0.12	0.11
Diesel (Ltr)	0.96	3.34

### II. TECHNOLOGY ABSORPTION

#### (A) Research & Development (R & D)

- Bulk Filling& Pouch Filling sections are re designed and introduced Conveyor system to improve productivity.
- Safety sensors for conveyors are introduced for more safety environment.
- Productivity has been increased due to process up gradation by changing recipe.

#### (B) Benefits derived as a result of R & D.

- Increased productivity by changing designs of packing sections.
- Improved safety.

#### (C) Future plan of Action:

- Automation of Secondary packing and loading activities through mechanization.
- Enhancing packing productivity to meet market requirements with the introduction of high speed machines.
- Installation of VF Drives for 12 TPH Boiler ID & FD fans for conservation of energy.

### III. FOREGIN EXCHANGE EARNING & OUTGO:

	2013-2014	2012-2013
(a) Foreign exchange earning (₹ in crore)	1,240.43	22.96
(b) Foreign exchange outgo (₹ in crore)	402.05	480.69

For and on behalf of the Board of Directors

Place : Mumbai  
Date : August 14, 2014

**Dinesh Shakra**  
Director

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# Management Discussion and Analysis Report

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## INDUSTRY STRUCTURE AND DEVELOPMENT

Your Company is primarily engaged in the businesses of storage infrastructure viz (a) storage facilities for handling bulk storage of liquid commodities such as edible oils, petroleum products, liquid chemicals etc and (b) agricultural warehousing facilities for storing commodities such as, wheat, cotton, soybean etc., infrastructure development, refining of edible oils and manufacture of vanaspati.

In view of the challenges in the domestic and international economies during the year under review, the volumes of trade have been relatively lower. There is a need for an effective and economically viable storage solution that will totally integrate the supply chains for all commodities from the production centers to the consumption centers, thereby reducing physical waste and loss of value of commodities in the process of procurement, storage and distribution. This will also lead to lower cost to the consumer, better product realization value for the farming community and greater access to financing.

Agricultural marketing has, therefore, assumed increasing importance. Keeping in view the focus of the Indian Government on the rural economy and the farm sector, the demand for storage facilities in rural areas is likely to increase in future. Connectivity of rural and urban areas enhances the demand for quality storage infrastructure for better aggregation, supply chain and consumption with low wastages and costs, offering better value for consumers. The availability of good storage facilities in the rural areas facilitate better quality retention and value for the users. Thus the storage infrastructure facilities have vast potential to cater to the growing needs of various stakeholders.

During the year under review, the international economic situations and policy actions have influenced domestic business sentiments. The cost structure and performance of edible oil industry was adversely impacted during the substantial part of the year under review due to (a) higher landed cost of imported crude palm oil and lower refinery utilisation due to inverted import duty structure and (b) higher hedging cost due to volatility and depreciation in the value of Indian rupee. The performance of your company for the year 2013-14 may be viewed in the in the context of the above mentioned economic/market environment and challenges apart from GDP growth of less than 5% for the second year in succession.

## INDUSTRY OUTLOOK

There is a vast gap in the quantity of agricultural produce and the available storage. Agri-supply chain requires strong integration, posing challenges at each step. There are systemic gaps both in terms of capacity and integration. Despite the obvious need for improvement and new government initiatives to stimulate growth, private investment is in short supply for reasons such as lack of knowhow and trained manpower, lack of backward & forward linkages to supplement value chain, high capital outlay, high operational costs due to high cost of power, lack of two way cargo movements, connectivity, infrastructural bottlenecks, efficient utilization of fleets etc resulting in low returns and long pay back period.

Keeping in view the rural development and need for storage infrastructural needs to bring in efficiencies in the commodity value chain and linkage between the points of production and consumption with minimal wastage, the Government has accorded priority in framing appropriate policies and providing support mechanism for developmental activities in this regard. Also, the expected increasing volumes of global trade entail a strong demand for growing storage infrastructure needs, at the port based areas for commodities such as petroleum products, edible oil, liquid chemicals, oil seed extractions etc and at the inland areas for storage of various commodities to cater to the growing economy and demand. As per the industry sources, the projected traffic at the major ports in India is expected to grow over 100% in the next five years. The long term potential for growth in this sector is, therefore, promising and the demand for storage infrastructural requirements is likely to increase considerably in future.

Pursuant to the various representations made by the industry associations to protect the domestic refinery industry (including the associated dependent sectors) against the adverse impact on account of export duty regime changes by the Government of Indonesia relating to the palm segment and to promote domestic value addition, the Government of India positively responded by making appropriate changes in the import duty structure in January 2014 for import of refined palm products to have a level playing field for the domestic industry. However, the industry desires that the Government would continue to take appropriate counter measures proactively to encourage domestic refining industry and domestic value addition. Companies having large capacities and vast manufacturing presence at strategic locations with efficient sourcing, distribution and logistics arrangements across India, brand orientation on national basis to cater to various market segments and preferences and robust risk management systems will derive the benefits of economies of scale and consolidation in future.

## BUSINESS STRATEGY

Driven by growth in production and consumption, organized retail outlets across India, logistics outsourcing, increased agricultural production, food security initiatives and the likely consideration for implementation of Goods and services tax, the demand for storage infrastructure is expected to grow significantly in the coming years. Also, the demand for storage facilities at port based locations for storage of edible oils, petroleum products, liquid bulk chemicals etc. has also been growing. Your Company has storage infrastructure facilities in six port locations, strategically placed to cater to all major states in India. Further your Company also has storage terminals in five inland locations. Our storage facilities are well connected to the railways to enable long distance supply and the port based facilities are integrated with ports to facilitate transportation by pipelines. Keeping in view good demand for liquid storage facilities at port based areas, your Company is

# Management Discussion and Analysis Report (Contd.)

examining the possibilities of expanding the capacities at the existing locations and /or exploring in new strategic locations to cater to the growing requirements.

Having established ourselves as one of the major players in offering state of the art agri warehousing storage facilities at 22 locations in Madhya Pradesh, we are also examining the possibility of further extension into other states and diversification into value added services to deepen and widen our business areas and presence to strengthen our leadership position.

Your company has set to evaluate potential business opportunities and expand its presence in the core business of storage infrastructure including related business segments and exit non core areas such edible oil refining etc to have a clear direction and strategy in the core business activities.

## RISKS AND CONCERNS

In the edible oil business, the Company has exposures to commodity and currency fluctuations on its major raw materials, a significant portion of which is imported.

Government policies play an important role in the business of your Company. However, the policies announced by the Government have been progressive in the infrastructure segment and are expected to remain so in future considering various factors including the infrastructural needs, demand-supply gap, inflation, economic growth and equitable view towards various stakeholders.

## INTERNAL CONTROL SYSTEMS AND ADEQUACY

The Company's internal control systems are adequate and ensure that all corporate policies are strictly adhered to and that transparency is maintained at all levels and functions throughout the organization.

Systems have been put in place at all levels to ensure optimum usage of resources and to minimize risks across all activities undertaken by the Company. The internal control systems are designed to ensure the safety of all assets of the Company and also to ensure that all transactions are carried out as per the documented policies, guidelines and procedures. The management reviews the potential risk factors on an ongoing basis and appropriate measures are taken to mitigate the risks. Your Company has successfully implemented the FIVE-S Workplace Management System in its state of the arts facility for refining of edible oils and manufacture of vanaspati is located at Kakinada in Andhra Pradesh.

## ENERGY CONSERVATION

Average rate of Fuel (Husk and Diesel) was low during the year in the manufacturing unit of the Company located at Kakinada in Andhra Pradesh.

## FINANCIAL REVIEW AND ANALYSIS

	2013-14	2012-2013
Sales & Services	3,770.14	2,272.89
Operating Profit (PBDIT)	18.81	39.50
Depreciation	19.66	22.23
Profit before tax & extraordinary items	(0.85)	17.27
Extra Ordinary Items	—	—
Profit before tax	0.85	17.27
Provision for taxation	(1.78)	11.89
Profit after tax	0.93	5.38

## REVENUE AND PROFIT

The sales and services have increased from ₹ 2,272.89 crores in the previous year to ₹ 3,770.14 crores in current year, recording a rise of approximately 66%. The increase in turnover was primarily driven by increase in Export Sales from ₹ 22.78 crore to ₹ 1,240.39 crore Sales of edible oils reduced approximately by 2% to ₹ 2,174.06 crores as compared to ₹ 2,218.51 crores in 2012-2013. Revenue of infrastructure division grew by 1% to ₹ 43.38 crores as compared to ₹ 42.89 crores in 2012-2013. In view of intense competition and challenging business environment, the Operating Profit has fallen to ₹ 18.81 crores as against ₹ 39.50 crores in the previous year. The profit after tax is recorded at ₹ 0.93 crores in comparison to ₹ 5.38 crores for the previous year.

## SEGMENT PERFORMANCE

The various segments identified by your Company are Oils (Crude Oils, Refined Oils and Vanaspati), Infrastructure (Storage, Agri Warehousing and Wind Energy). The detailed Segment-wise Performance is given in Note 46 under the Notes forming integral part of financial statements of the Company.

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# Corporate Governance

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## 1. CORPORATE GOVERNANCE PHILOSOPHY

Ruchi Infrastructure Limited (RIL) believes in conducting its affairs in a fair, transparent and professional manner and in maintaining the highest ethical standards in its dealing with all its constituents. RIL looks on Corporate Governance as a necessary tool for achieving all round business excellence reflected in enhanced shareholders' value, without compromising on the needs and interests of other stakeholders. We have always aimed to build trust with shareholders, employees, customers, suppliers and diverse stakeholders and to meet the expectations of various elements of corporate environment. RIL has been discharging its statutory obligations and duties and has always complied with the statutory and regulatory requirements. Given below are the Company's Corporate Governance policies and practices in accordance with the provisions of Clause 49 of Listing Agreement entered into with the Stock Exchange.

## 2. BOARD OF DIRECTORS

The Board of Directors monitors Company performance, approves and reviews policies/strategies and evaluates management performance. The Board ensures legal and ethical conduct and accurate financial reporting to ensure that the long-term objectives of maximising profit and enhancing stakeholder value are met with.

### (a) Composition and size of the Board

The Board of RIL as on March 31, 2014 consists of Seven Directors, out of which Six Directors are Non-Executive. There are three Independent Directors on the Board of Directors.

Mr. Dinesh Khandelwal and Mr. Naveen Gupta are liable to retire by rotation. Their brief profile is as under:

Mr. Dinesh Khandelwal is B.Sc. D.M.I.T and B.L, retires by rotation and offer himself for re-appointment. Born in 1938, he has 25 years experience in Private Sector in field of Electronic equipments and components. Besides this he has 6 years experience in Research and Development in Government Defense Laboratory.

Mr. Naveen Gupta is B.Sc. (Chemical Engineering). Born in 1949, he has more than 40 years of experience in varied fields of banking, project management. He is also on the Board of Directors of Uttaranchal Bio-fuels Limited.

None of the above mentioned two Directors is related to any of the other Directors on the Board.

The Company is in receipt of Notices in terms of provisions of Section 160 of the Companies Act, 2013 for candidature of Mr. Sajeve Deora, Mr. Kantaprasad Harigovind Mandhana and Mr. Navamani Murugan as Independent Directors.

Mr. Sajeve Deora was born in 1959 and is B.Com. and FCA. He is a practicing Chartered Accountant having expertise in financial re-constructions, acquisitions, mergers and corporate restructuring. He is on the Boards of following public limited companies: Ruchi Soya Industries Limited, Vippy Industries Limited, Integrated Capital Services Limited, Jai Mata Glass Limited, Sun Links Limited and New Habitat Housing Finance and Development Limited.

He is the Chairman of Audit Committees of Ruchi Soya Industries Limited, Vippy Industries Limited and Jai Mata Glass Limited. He is also a member of Investors' Grievance Committee of Jai Mata Glass Limited and Audit Committee of Integrated Capital Services Limited and Remuneration Committee of Vippy Industries Limited and Nomination and Remuneration Committee of Ruchi Soya Industries Limited. He is not related to any other director of the Company.

Mr. Kantaprasad Harigovind Mandhana was born in 1962 and is Fellow Member of Institute of Chartered Accountants of India. He is practicing as a Chartered Accountant for more than two decades. He has wide experience in Accounts, Taxation and Finance. He is also experienced in internal control procedures and IT systems.

He is neither on the Board of any other Company nor related to any other director of the Company.

Mr. Navamani Murugan was born in 1946 and is M. SC. and MBA. He is a retired IAS officer and former Chairman and Managing Director of Tamil Nadu Urban Finance & Infrastructure Development Corporation Limited. He has also led different companies of Government in Textiles and Tourism industries, etc. He is on the Board of Ruchi Soya Industries Limited.

He is also a member of Nomination and Remuneration Committee of Ruchi Soya Industries Limited. He is not related to any other director of the Company.

Subject to approval of members, Mr. Dinesh Shahra is appointed as Managing Director of the Company. He was born in 1952 and is B.E. (Chemical Engineering). He has more than 40 years of industrial experience including Import, Export, Trading of edible oil, non-edible oil and other value-added Soya Products. Under his able leadership, the Company has come up with storage, jetty and other infrastructure related projects. He is on the Boards of following public limited companies: Ruchi Soya Industries Limited, Evershine Oleochem Limited and Ruchi Worldwide Limited.

He is also a member of Nomination and Remuneration Committee of Ruchi Soya Industries Limited. He is not related to any other director of the Company.

### (b) Board procedures

The Board of Directors met four times during the year on May 30, 2013, August 9, 2013, November 14, 2013 and February 13, 2014. The gap between any two meetings did not exceed four months, as mandated in Clause 49 of the Listing Agreement. The dates of the meetings were generally decided in advance.

# Corporate Governance (Contd.)

## (c) Attendance record of Directors

Name of Directors	Category	Board Meetings attended	Whether Attended last AGM	No. of other Boards in which he is Member or (Chairman)	No. of other Committees in which he is Member or (Chairman)
Mr. Dinesh Shahra	Promoter Non-Executive	3	Yes	3(0)	0(0)
Mr. Naveen Gupta	Non-Executive	1	No	2(0)	0(0)
Mr. Dinesh Khandelwal	Non-Executive	4	Yes	0(0)	0(0)
Mr. Kanta Prasad Mandhana	Independent Non-Executive	4	Yes	0(0)	0(0)
Mr. Navamani Murugan	Independent Non-Executive	3	Yes	1(0)	0(0)
Mr. Sajeve Deora	Non-Executive Independent	3	Yes	5(0)	6(4)
Mr. Vijay Kumar Jain	Non-Executive	0	No	4(0)	0(0)

Private Limited, Foreign Companies and Section 25 Companies, if any, where the Directors of the Company are Directors, have been excluded for the above purpose. Further, as per the Listing Agreement, only Audit Committee and Shareholders Grievance Committee are considered for the purpose of Committee positions.

## (d) Remuneration of Directors

Non-Executive Directors' Compensation:

During the financial year, there was no pecuniary relationship or transaction between the Company and any of its Non-Executive Directors.

The following table shows the amount of sitting fee paid to Non-Executive Directors for attending meetings of board of directors and committee thereof held during the financial year 2013-14 and their shareholding as on March 31, 2014:

Name of Director	Sitting Fees (₹)	No. and % of shares held on March 31, 2014
Mr. Dinesh Shahra	34,000	10,000 0.00%
Mr. Naveen Gupta	22,000	— —
Mr. Dinesh Khandelwal	44,000	100 0.00%
Mr. Kanta Prasad Mandhana	24,000	— —
Mr. Navamani Murugan	12,000	— —
Mr. Sajeve Deora	6,000	— —
Mr. Vijay Kumar Jain	—	500 0.00%

## (e) Code of Conduct

The Board of Directors has adopted a Code of Conduct for Directors and Senior Management. The said Code has been communicated to the Directors and Senior Management, who have affirmed the compliance thereof for the period ended March 31, 2014. The Code has been posted on the website of the Company.

## 3. AUDIT COMMITTEE

The objective of the Audit Committee is to keep a vigil on the Management's financial reporting process with a view to ensure timely and transparent disclosure in the financial statements.

The terms of reference of the Committee are extensive and include all the requirements as mandated in clause 49 of the Listing Agreement read with Section 292A of the Companies Act, 1956. The role of the Committee includes overseeing and monitoring the financial reporting system within the Company and considering/re-viewing un-audited and audited financial results, as may be applicable, for the relevant quarters and year before being adopted by the Board. The Committee also focused its attention on topics such as review of internal audit reports, legal compliance reporting system, presentation of segment-wise reporting, review of internal control systems, major accounting policies and practices, compliance with accounting standards and risk management. The Committee also continued to advice the management on areas where greater internal audit focus was needed and on new areas to be taken up for audit purpose.

### a) Constitution and Composition

The Audit Committee consists of three Non-Executive Directors namely Mr. Kanta Prasad Mandhana, Mr. Dinesh Khandelwal and Mr. Navamani Murugan. Mr. Kanta Prasad Mandhana, the Chairman of the Committee is an

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# Corporate Governance (Contd.)

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Independent Director who is a qualified Chartered Accountant by profession. Two out of the three Non-Executive Directors are Independent. Statutory Auditor and General Manager (Company Accounts & Taxation) are invited by the Audit Committee to be present at the meetings of the Committee. The Company Secretary acts as the Secretary to the Audit Committee.

## b) Meetings and Attendance

The Audit Committee met four times during the year on May 30, 2013, August 9, 2013, November 14, 2013 and February 13, 2014. The meetings were scheduled in advance. Mr. Kanta Prasad Mandhana and Mr. Dinesh Khandelwal attended all the Meetings. In addition to the Members of the Audit Committee, these meetings were attended by Statutory Auditor and General Manager (Accounts).

## 4. INVESTORS GRIEVANCE COMMITTEE

The Committee has the mandate to look into the shareholders and investors' requests on matters relating to transfer of shares and dematerialization of shares. The term of reference of the Committee also includes attending to complaints of non-receipt of Annual Report, non-receipt of dividend etc. In addition, the Committee also looks into matters which can facilitate better investor services and relations. Keeping these objectives in mind the Board of Directors of RIL constituted the "Investors Grievance Committee" of the Directors, which comprises Mr. Dinesh Khandelwal, Chairman, Mr. Kanta Prasad Mandhana and Mr. Dinesh Shaha. Mr. Ashish Mehta has been nominated as the Compliance Officer to ensure the due compliance of SEBI requirements and to look into shareholders' grievances on a day-to-day basis and to liaise with SEBI in the matter of investors' complaints.

During the period under review, Committee members met to discuss and review reports on investors' queries, complaints regarding transfer, dividend, Annual Reports etc and the status of investors services rendered. Share transfers as approved by the Committee are notified to the Board at regular intervals and are taken on record by the Board at their meetings.

The Committee met three times during the year on April 10, 2013, July 25, 2013, October 31, 2013. Chairman along with the Committee members attended all the three meetings.

During the financial year 2013- 2014, the Company duly resolved to the satisfaction of the shareholders, the complaints received for transfer of shares, non-receipt of Balance Sheet, non-receipt of dividend, etc. No complaint was pending for more than 30 days as on March 31, 2014.

## 5. MANAGEMENT

### (a) Management Discussion and Analysis

This is given as a separate chapter in this Annual Report.

### (b) Disclosures

- i. *Transactions with related parties:* The Company has not entered into any transaction of material nature with related parties that may have any potential conflict with the interest of the Company.
- ii. *Compliance by the Company:* The Company has complied with the requirements of the Stock Exchanges, SEBI and other statutory authorities on all matters related to capital markets during last three years. No penalties, strictures have been imposed on the Company by any Stock Exchange or SEBI or any other authorities relating to capital markets.
- iii. *Risk Management:* The Board of Directors regularly review the risk management strategy of the Company to ensure the effectiveness of risk management policy and procedures.

## 6. MEANS OF COMMUNICATION

The quarterly and half-yearly un-audited financial statements prepared in accordance with the Accounting Standards laid down by the Institute of Chartered Accountants of India are generally published in Free Press Journal & Navashakti. The Shareholders can visit the Company's website [www.ruchiinfrastructure.com](http://www.ruchiinfrastructure.com) for important Corporate Announcements. The website also contains financial and shareholding information of the Company. Besides being placed on the website, all the financial, vital and price sensitive official news releases are also properly communicated to the concerned stock exchanges.

## 7. GENERAL SHAREHOLDER INFORMATION

### (a) General Body Meetings:

- I. The last three Annual General Meetings of the Company were held at Sunville Deluxe Pavilion, Sunville Building, 9, Dr. Annie Besant Road, Worli, Mumbai - 400018. The dates and time of holding the said AGMs and particulars of Special Resolutions passed thereat are as under:

AGM	Date	Time	Special Resolutions, if any
27 <sup>th</sup>	September 30, 2011	01.00 P.M.	None
28 <sup>th</sup>	September 25, 2012	12.30 P.M.	None
29 <sup>th</sup>	August 30, 2013	09.45 A.M.	None

# Corporate Governance (Contd.)

## II. POSTAL BALLOT

Approval of shareholders was obtained through the means of postal ballot for sale and transfer of oil refining business of the Company being run at its plant situated at Kakinada in the state of Andhra Pradesh, to Ruchi Soya Industries Limited, for a lump sum consideration. The postal ballot process was conducted, as provided under the provisions mentioned under Section 192A of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011. Mr. Prashant D. Diwan, a Company Secretary in whole time practice was appointed as scrutinizer to conduct the postal ballot/e-voting process. The result of postal ballot was declared on 14<sup>th</sup> January, 2014 and was also posted on the website of the Company.

It is proposed to obtain approvals of the members, through postal ballot in terms of Section 110 of the Companies Act, 2013 and applicable Rules, by way of Special Resolution in terms of Section 186(3) of the Act for Loan/Guarantee/Acquisition and in terms of Section 180(1)(a) for mortgage of properties of the Company. E-voting facility for the proposed resolution will be provided in terms of Clause 35B of the listing agreements. Mr. Ajit Jain a Company Secretary in wholetime practice is appointed as scrutinizer to conduct the postal ballot/e-voting process.

### (b) Annual General Meeting

Date : September 26, 2014

Time : 10.00 A.M.

Venue : Sunville Deluxe Pavilion, Sunville Building, 9, Dr. Annie Besant Road, Worli, Mumbai - 400 018.

### (c) Financial Calendar of the Company:

Adoption of quarterly result within 45 days from the end of quarter.

Book Closure Date – September 24, 2014 to September 26, 2014 (both days inclusive)

Dividend payment date – on or before October 25, 2014.

### (d) Listing on Stock Exchange

The Equity Shares of the Company are listed on the BSE Limited (BSE) and National Stock Exchange of India Limited (NSE). The Company confirms that it has paid the requisite annual listing fees due to such Stock Exchanges for the year 2014-15.

### (e) Stock Code

Stock Exchange	Stock Code	ISIN Code	Security Listed
BSE Limited	509020	INE413B01023	Equity Shares
National Stock Exchange of India Limited	RUCHINFRA	INE413B01023	Equity Shares

### (f) Market Price Data

The monthly high and low quotations of shares traded at the Bombay Stock Exchange Limited during the financial year 2013-14 are given as under:

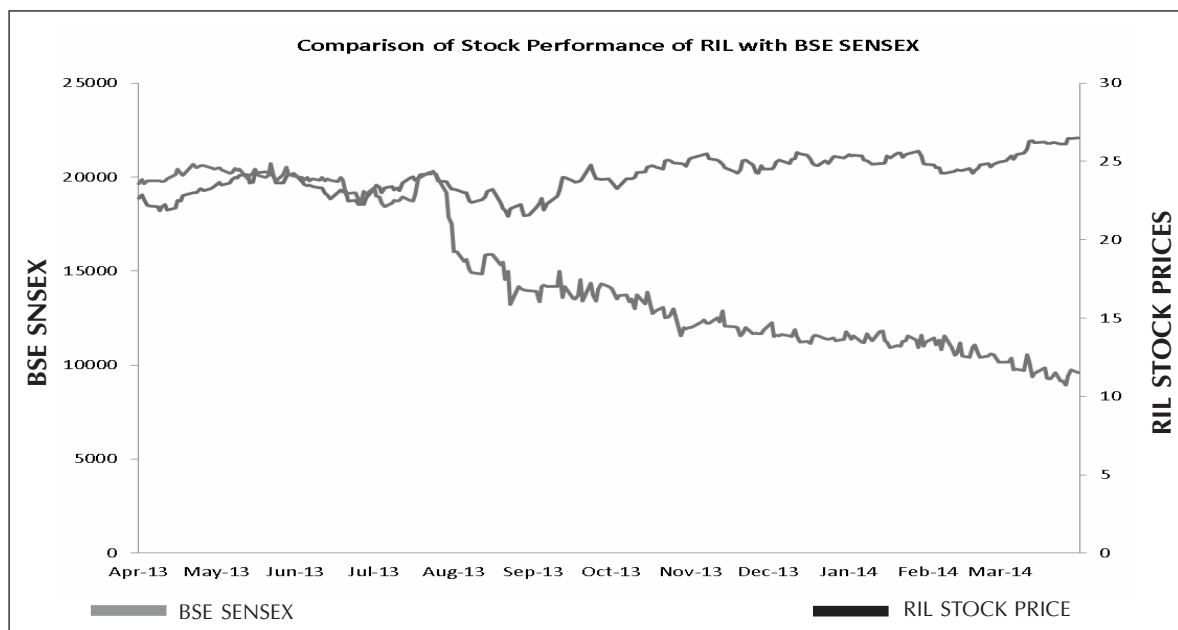
Period	Bombay Stock Exchange	
	High (₹)	Low (₹)
April, 2013	27.50	23.25
May, 2013	26.65	23.75
June, 2013	24.90	22.20
July, 2013	24.85	20.00
August, 2013	20.95	15.25
September, 2013	18.85	15.60
October, 2013	18.00	13.75
November, 2013	15.85	13.50
December, 2013	14.75	13.02
January, 2014	14.90	13.00
February, 2014	14.75	11.70
March, 2014	14.00	10.00



# Corporate Governance (Contd.)

(g) **Stock Price Performance - RIL vis-a vis BSE SENSEX**

Performance of stock prices of the Company during the financial year 2013-14 vis-a vis BSE SENSEX is given below:



(h) **Registrar and Share Transfer Agents:**

Sarthak Global Limited  
170/10, R.N.T. Marg, Film Colony, Indore - 452 001.  
Email: investors@sarthakglobal.com

(i) **Share Transfer System:**

Shares lodged in physical form with the Company/ its Registrar and Share Transfer Agent are processed and returned, duly transferred within 30 days normally, except in cases where litigation is involved.

In respect of shares held in dematerialized mode, the transfer takes place instantaneously between the transferor, transferee at the depository participant(s) through which electronic debit/credit of the accounts are involved.

(j) **Shareholding Pattern and Distribution of Shareholding**

i. Shareholding pattern as on March 31, 2014:

Category of Shareholder	No. of Shareholders	Total No. of Shares	% of Shareholding
<b>(A) SHAREHOLDING OF PROMOTER AND PROMOTER GROUP</b>			
<b>(1) Indian</b>			
(a) Individuals/ Hindu Undivided Family	18	5,19,20,881	25.30
(b) Bodies Corporate	8	5,98,56,084	29.16
<b>Sub-Total</b>	<b>26</b>	<b>11,17,76,965</b>	<b>54.46</b>
<b>(2) Foreign</b>	—	—	—
<b>Sub-Total</b>	—	—	—
<b>Total Shareholding of Promoter and Promoter Group</b>	<b>26</b>	<b>11,17,76,965</b>	<b>54.46</b>
<b>(B) PUBLIC SHAREHOLDING</b>			
<b>(1) Institutions</b>			
(a) Foreign Institutional Investors	4	2,94,78,885	14.36
<b>Sub-Total</b>	<b>4</b>	<b>2,94,78,885</b>	<b>14.36</b>

# Corporate Governance (Contd.)

<b>(2) Non-institutions</b>			
(a) Bodies Corporate	263	5,79,24,338	28.22
(b) Individual Shareholders holding nominal share capital up to ₹ 1 lac.	6,624	51,09,386	2.49
(c) Individual Shareholders holding nominal share capital in excess of ₹ 1 lac	4	9,36,339	0.46
(d) Clearing Members	24	14,029	0.01
<b>Sub-Total</b>	<b>6,915</b>	<b>6,39,84,092</b>	<b>31.18</b>
<b>Total Public Shareholding</b>	<b>6,919</b>	<b>9,34,62,977</b>	<b>45.54</b>
<b>TOTAL (A)+(B)</b>	<b>6,945</b>	<b>20,52,39,942</b>	<b>100.00</b>
<b>(C) SHARES HELD BY CUSTODIANS AND AGAINST WHICH DEPOSITORY RECEIPTS HAVE BEEN ISSUED</b>	—	—	—
<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>6,945</b>	<b>20,52,39,942</b>	<b>100.00</b>

ii. Distribution of shareholding as on March 31, 2014:

Range of Shares	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
Upto 2500	6506	93.665	24,86,933	1.212
2501 – 5000	215	3.110	8,16,080	0.397
5001 – 10000	97	1.396	7,09,840	0.346
10001 – 20000	47	0.677	6,56,185	0.320
20001 – 30000	18	0.259	4,43,478	0.216
30001 – 40000	3	0.043	1,03,964	0.051
40001 – 50000	2	0.029	88,334	0.043
50001 – 100000	11	0.158	7,62,817	0.372
100001 & Above	46	0.662	19,91,72,311	97.043
<b>TOTAL</b>	<b>6945</b>	<b>100.00</b>	<b>20,52,39,942</b>	<b>100.00</b>

**(k) Dematerialization of Shares and Liquidity:**

The shares of the Company are compulsorily traded in the dematerialised form and are available for trading under both the Depository Systems in India-NSDL and CDSL. 14,64,79,742 equity shares of the Company were in dematerialised form as on March 31, 2014.

**(l) Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, conversion date and likely on equity:**

As on 31<sup>st</sup> March, 2014, there were no outstanding GDRs/ADRs/Warrants or any other Convertible Instruments.

**(m) Plant Locations of the Company:**

Ruchi Infrastructure Limited, Beach Road, Dummulpet, Kakinada, Andhra Pradesh - 533 008.	Ruchi Infrastructure Limited, Village Sejwaya, Ghatabhillood, Distt. Dhar, Madhya Pradesh - 454 773.
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**(n) Address for Communication:**

The shareholders may address their communications, queries, suggestions and grievances to:

The Company Secretary & Compliance Officer  
Ruchi Infrastructure Limited  
615, Tulsiani Chambers, Nariman Point,  
Mumbai - 400 021.  
Tel.No: (022) 22824851/66560600, Fax No: (022) 22023160  
e-mail: ashish\_mehta@ruchigroup.com;

The shareholders may also e-mail their queries, suggestions and grievances at 'ruchiinfrasecretarial@ruchigroup.com'

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# Corporate Governance (Contd.)

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**(o) Certificates by Director and General Manager (Corporate Accounts and Taxation):**

The Board of Directors has received certificate issued by the Director and General Manager (Accounts) as envisaged under Clause 49(V) of the Listing Agreement.

**(p) Report on Corporate Governance:**

This chapter, read together with the information given in the chapter entitled as 'Management Discussion and Analysis Report', constitutes a detailed compliance report on Corporate Governance during 2013-14. This report is annexed to the Directors' Report for the year 2013-14 in terms of Clause 49 of the Listing Agreement.

**(q) Auditor's certificate on Corporate Governance:**

The Company has obtained the Certificate from the Auditors of the Company regarding compliance with the provisions relating to Corporate Governance laid down in Clause 49 of the Listing Agreement with the Stock Exchanges. This Certificate will be sent to the Stock Exchanges, along with the Annual Report to be filed by the Company.

**(r) Declaration:**

As provided under Clause 49 of the Listing Agreement with the Stock Exchanges, we affirm that the Board Members and Senior Management personnel of the Company have confirmed compliance with the Code of Conduct of the Company for the year ended March 31, 2014.

For and on behalf of the Board of Directors

Place : Mumbai  
Date : August 14, 2014

**Dinesh Shahra**  
Managing Director

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## CERTIFICATE

To the Members of  
**RUCHI INFRASTRUCTURE LIMITED**

We have examined the compliance of conditions of Corporate Governance by Ruchi Infrastructure Limited for the year ended March 31, 2014 as stipulated in Clause 49 of the Standard Listing Agreement of the said Company with Stock Exchanges.

The compliance of condition of Corporate Governance is the responsibility of the management. Our examination has been limited to a review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of the certificate of Corporate Governance as stipulated in the said Clause. 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 explanations given to us and the representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement.

As informed to us, the records relating to investors grievances pending against the Company, if any is maintained by the Registrars of the Company, who have certified that as at March 31, 2014, no grievances were unattended/pending for redressal.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **ASHOK KHASGIWALA & CO.,**  
**CHARTERED ACCOUNTANTS.**

Place : Mumbai  
Date : August 14, 2014

**CA Ashok Khasgiwala**  
Partner  
Membership No. 70288

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# Independent Auditors' Report

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To,  
The Members of  
**RUCHI INFRASTRUCTURE LIMITED**

## **Report on the Financial Statements**

We have audited the accompanying financial statements of Ruchi Infrastructure Limited ("The Company") which comprise the Balance Sheet as at 31<sup>st</sup> March, 2014 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 the 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') read with the General Circular 15/2013 dated 13<sup>th</sup> September, 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013. 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 depends 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, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. 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 accompanying financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with accounting principles generally accepted in India:

- i. in the case of the Balance Sheet, of the state of affairs of the Company as at 31<sup>st</sup> March, 2014;
- ii. in the case of the Statement of Profit and Loss, of the Profit of the Company for the year ended on that date; and
- iii. in the case of the Cash Flow Statement, of the cash flows of the Company 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 (as amended), issued by the Central Government of India in terms of Sub Section (4A) of Section 227 of the Companies Act, 1956, 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 and proper returns adequate for the purposes of our audit have been received from the branches not visited by us;
  - c) The Balance Sheet, the Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account and with the returns received from the branches not visited by us;
  - d) In our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting standards referred to in Section 211 (3C) of the Companies Act, 1956 read with the General Circular 15/2013 dated 13<sup>th</sup> September, 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013;
  - e) On the basis of written representations received from the directors, as on 31<sup>st</sup> March, 2014 and taken on record by the Board of Directors none of the directors is disqualified as on 31<sup>st</sup> March, 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 **ASHOK KHASGIWALA & CO.,**  
**Chartered Accountants**  
(Firm Reg. No. 0743C)

**CA Ashok Khasgiwala**  
Partner  
M.No. 70288

Place : Camp Mumbai  
Date : May 30, 2014

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# Independent Auditors' Report (Contd.)

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## ANNEXURE TO INDEPENDENT AUDITORS' REPORT

Referred to in paragraph (1) under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date :

- i. In respect of its Fixed Assets :
  - a. The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
  - b. The fixed assets have been physically verified by the management during the year and there is a regular program of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its fixed assets. No material discrepancies were noticed on such verification.
  - c. During the year, the Company has not disposed off a substantial part of its fixed assets and we are of the opinion that the going concern status of the company is not affected.
- ii. In respect of its Inventories:
  - a. The Inventories have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
  - b. In our opinion, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
  - c. In our opinion, the Company is maintaining proper records of inventory. As explained to us, there were no material discrepancies noticed on physical verification of inventories as compared to the book records.
- iii. a. According to the information and explanations given to us, and in our opinion the Company has not granted any loan secured or unsecured to company, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Hence the provisions of clauses iii(b), iii (c) and iii(d) of the said Order are not applicable to the Company.
  - b. According to the information and explanations given to us, and in our opinion the Company has not taken any loan secured or unsecured from company, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Hence the provisions of clauses iii(f) and iii(g) of the said Order are not applicable to the Company.
- iv. In our opinion and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the Company and the nature of its business with regard to purchases of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system in respect of these areas.
- v. a. According to the information and explanations given to us, we are of the opinion that the particulars of contract or arrangements that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.
  - b. In our opinion and according to the information and explanations given to us, the transactions made in pursuance of such contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 and exceeding the value of the rupees five lakhs in respect of each party during the year, have been made at prices which appear reasonable having regard to prevailing market prices at the relevant time.
- vi. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public to which the provisions of section 58A, 58AA or any other relevant provisions of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975 apply.
- vii. In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- viii. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Accounting Records) Rules 2011 prescribed by the Central Government under Section 209 (1)(d) of the Companies Act, 1956 and are of the opinion that prima facie the prescribed cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- ix. a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education protection fund, employee's state insurance, income tax, sales tax, service tax, wealth tax, custom duty, excise duty, cess and other material statutory dues applicable to it. There were no arrears, as at 31<sup>st</sup> March, 2014 for a period of more than six months from the date they became payable.

- b) In our opinion and according to the information and explanations given to us and the records of the Company examined by us, the particulars of dues of sales tax, entry tax, customs duty, excise duty, service tax and income tax which have not been deposited with appropriate authorities on account of any disputes as at 31<sup>st</sup> March, 2014 are as under :

Name of the Statute	Nature of Dues	Amount Involved (₹)	Period to which amount relates	Forum where dispute is pending
The Sales Tax Act	Sales Tax/ VAT	33,51,405	2002-2003 to 2003-2004	Jt Comm Commercial Taxes, Hyderabad
The Sales Tax Act	Sales Tax/ VAT	6,91,53,119	2002-2003	High Court ( A.P) Hyderabad
The Sales Tax Act	Sales Tax/ VAT	44,82,290	2003-2004	Dy Commissioner, Kanpur
The Sales Tax Act	Sales Tax/ VAT	8,78,530	2003-2004 & 2008-2009	Joint Commissioner Appeal, Kanpur
The Sales Tax Act	Sales Tax/ VAT	4,65,401	2008-2009 & 2009-2010	Sales Tax Tribunal, Kanpur
The Sales Tax Act	Sales Tax/ VAT	72,304	2003-2004	Commercial Tax Officer, Cuttack
The Sales Tax Act	Sales Tax/ VAT	1,11,572	2005-2006	Asst Commissioner, Cuttack
The Sales Tax Act	Sales Tax/ VAT	17,82,958	2007-2008	Commissioner, Cuttack
The Sales Tax Act	Entry Tax	7,82,788	2007-08 & 2009-2010	Addl Commissioner of Commercial taxes, Indore
The Sales Tax Act	Sales Tax/ VAT	3,53,79,329	2001-2002 & 2002-2003	High Court (T.N.) Chennai
Customs Act	Customs Duty	72,51,340	2002-2003	High Court ( A.P) Hyderabad
Customs Act	Customs Duty	65,07,702	2006-2007	CESTAT, Bangalore
Customs Act	Customs Duty	2,11,90,804	2001-2002	High Court (Kerala) Cochin
Central Excise & Service Tax Act	Excise Duty	13,58,100	2012-13	Commissioner Appeal, Vizag
Central Excise & Service Tax Act	Excise Duty	14,89,019	2004-2005	CESTAT, Bangalore
Central Excise & Service Tax Act	Excise Duty	5,42,045	2004-2005	High Court ( A.P) Hyderabad
Central Excise & Service Tax Act	Excise Duty	18,54,983	2008-2009 to 2012-2013	Additional Commissioner, Vizag
Central Excise & Service Tax Act	Service Tax	1,45,88,768	2009-2010, 2011-12 & 2012-2013	CESTAT New Delhi
Central Excise & Service Tax Act	Service Tax	35,74,753	2010-2011	Commissioner Appeal, Indore
The Income Tax Act	Income Tax	32,97,742	2007-2008 to 2009-2010	CIT ( Appeals) Mumbai

- x. The company does not have accumulated losses as at 31<sup>st</sup> March, 2014. The company has not incurred cash losses during the year under audit and in the immediately preceding financial year.
- xi. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to any financial institution or bank as at Balance Sheet date. The company has not issued any debenture.
- xii. In our opinion and according to the information and explanations given to us, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- xiii. In our opinion, the Company is not a chit fund or a nidhi /mutual benefit fund/society. Therefore, the provisions of clause 4 (xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
- xiv. In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4 (xiv) of the Companies (Auditor Report) Order, 2003 are not applicable to the Company.
- xv. In our opinion and according to the information and explanations given to us, and the representations made by the management, the company has not given any guarantee for loan taken by others from any bank or financial institution.

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- xvi. According to the information and explanations given to us and on an overall examination of the balance sheet of the Company we report that the term loans have been applied for the purpose it was raised.
- xvii. According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, we are of the opinion that no funds raised on short term basis have been utilised for long term purposes.
- xviii. According to the information and explanations given to us, the Company has not made preferential allotment of shares to parties or Companies covered in the register maintained under section 301 of the Act during the year.
- xix. The Company has not issued any debenture.
- xx. The Company has not raised money by public issues during the year.
- xxi. During the course of our examination of the books of account and records of the Company, carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, we have not come across any instance of material fraud on or by the Company noticed or reported during the year, nor have we been informed of such case by the management.

For **ASHOK KHASGIWALA & CO.,**  
**Chartered Accountants**  
(Firm Reg. No. 0743C)

**CA Ashok Khasgiwala**  
Partner  
M.No. 70288

Place : Camp Mumbai  
Date : May 30, 2014

# Balance Sheet

AS AT MARCH 31, 2014

(Amounts in ₹)

Particulars	Note No.	As at March 31, 2014	As at March 31, 2013
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholders' Funds</b>			
(a) Share capital	1	75,13,01,242	75,13,01,242
(b) Reserves and surplus	2	150,90,96,095	155,52,42,475
		<b>226,03,97,337</b>	<b>230,65,43,717</b>
<b>(2) Non-Current Liabilities</b>			
(a) Long-term borrowings	3	69,32,89,668	100,21,85,338
(b) Deferred tax liabilities (Net)	4	4,81,84,494	6,60,12,084
(c) Long-term Provisions	5	31,45,224	46,80,140
		<b>74,46,19,386</b>	<b>107,28,77,562</b>
<b>(3) Current Liabilities</b>			
(a) Short-term borrowings	6	264,25,27,240	208,45,20,460
(b) Trade payables	7	495,55,04,457	348,03,23,105
(c) Other current liabilities	8	62,77,60,042	47,35,41,723
(d) Short-term Provisions	9	5,38,56,831	5,60,53,878
		<b>827,96,48,570</b>	<b>609,44,39,166</b>
<b>TOTAL</b>		<b>1128,46,65,293</b>	<b>947,38,60,445</b>
<b>II. ASSETS</b>			
<b>(1) Non-Current Assets</b>			
(a) Fixed assets	10		
(i) Tangible assets		183,98,31,943	201,96,02,495
(ii) Intangible assets		66,796	1,11,326
(iii) Capital work-in-progress		85,98,700	1,92,98,696
		<b>184,84,97,439</b>	<b>203,90,12,517</b>
(b) Non-current Investments	11	89,73,19,107	107,28,56,152
(c) Long-term loans and advances	12	16,37,20,291	10,55,66,375
(d) Other non-current assets	13	12,55,19,945	12,31,97,359
		<b>303,50,56,782</b>	<b>334,06,32,403</b>
<b>(2) Current Assets</b>			
(a) Current Investments	14	10,78,06,000	41,70,661
(b) Inventories	15	410,78,52,700	289,81,90,605
(c) Trade Receivables	16	283,67,61,128	63,94,52,495
(d) Cash and Bank Balances	17	25,59,15,079	229,17,81,669
(e) Short-term loans and advances	18	52,56,91,060	26,62,77,648
(f) Other current assets	19	41,55,82,544	3,33,54,964
		<b>824,96,08,511</b>	<b>613,32,28,042</b>
<b>TOTAL</b>		<b>1128,46,65,293</b>	<b>947,38,60,445</b>
The accompanying notes to accounts forming integral part to the financial statements	1 to 49		
Significant accounting policies	50		

As per our Report of even date attached

For and on behalf of the Board of Directors

**For ASHOK KHASGIWALA & CO.**  
Chartered Accountants

**Dinesh Shahra**  
Director

**Naveen Gupta**  
Director

**CA Ashok Khasgiwala**  
Partner

**N.K. Maheshwari**  
General Manager - Accounts

**Ashish Mehta**  
Company Secretary

Membership No. 70288  
Mumbai, May 30, 2014

Mumbai, May 30, 2014



# Statement of Profit & Loss

FOR THE YEAR ENDED MARCH 31, 2014

(Amounts in ₹)

Particulars	Note No.		For the year 2013-2014	For the Year 2012-2013
<b>REVENUE</b>				
I. Revenue from operations (Gross)	20	3777,16,72,309		2278,27,84,806
Less : Excise Duty		7,02,26,576	3770,14,45,733	5,38,85,010
Net Revenue from Operations			3770,14,45,733	2272,88,99,796
II. Other income	21		19,26,82,990	22,68,75,080
<b>III. Total Revenue (I + II)</b>			<b>3789,41,28,723</b>	<b>2295,57,74,876</b>
<b>IV. EXPENSES</b>				
Cost of materials consumed	22		1020,62,40,850	1368,48,75,058
Purchases of Stock-in-Trade	23		2720,85,08,755	778,11,51,260
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	24		(188,04,56,308)	(28,47,18,417)
Employee benefits expense	25		9,74,30,574	9,70,01,756
Finance costs	26		41,85,16,952	24,74,63,781
Depreciation and amortisation expenses	10		19,66,42,616	22,22,80,040
Other expenses	27		165,57,89,959	103,49,86,575
<b>Total expenses</b>			<b>3790,26,73,398</b>	<b>2278,30,40,053</b>
<b>V. Profit before exceptional and extraordinary items and tax (III-IV)</b>			<b>(85,44,675)</b>	<b>17,27,34,823</b>
<b>VI. Exceptional / Extraordinary items</b>			—	—
<b>VII. Profit before tax (V - VI)</b>			<b>(85,44,675)</b>	<b>17,27,34,823</b>
<b>VIII. Tax expense:</b>				
Current tax			—	7,10,00,000
Deferred tax			(1,78,27,590)	4,78,91,420
<b>IX. Profit for the Year (VII - VIII)</b>			<b>92,82,915</b>	<b>5,38,43,403</b>
<b>X. Earning per equity share: (Face Value of ₹ 1/- each)</b>				
(1) Basic			(0.14)	0.08
(2) Diluted			(0.14)	0.08
The accompanying notes to accounts forming integral part to the financial statements	1 to 49			
Significant accounting policies	50			

As per our Report of even date attached

For and on behalf of the Board of Directors

**For ASHOK KHASGIWALA & CO.**  
Chartered Accountants

**Dinesh Shahra**  
Director

**Naveen Gupta**  
Director

**CA Ashok Khasgiwala**  
Partner

**N.K. Maheshwari**  
General Manager - Accounts

**Ashish Mehta**  
Company Secretary

Membership No. 70288  
Mumbai, May 30, 2014

Mumbai, May 30, 2014

# Cash Flow

CASH FLOW STATEMENT ANNEXED TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

Particulars	2013-2014 ₹	2012-2013 ₹
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net profit before tax & Extra ordinary item	(85,44,675)	17,27,34,823
Adjustment For :		
Depreciation	19,66,42,616	22,22,80,040
Finance Cost	41,85,16,952	24,74,63,781
Interest Received	(16,36,59,341)	(18,10,28,165)
Dividend Income	(27,42,425)	(27,42,425)
Amortisation of Forex Expenses in FCMITDA	(26,90,201)	—
Depreciation and amortisation adjustments	—	(1,67,31,210)
(Profit)/Loss on Sale of Fixed Assets	(10,31,583)	(96,69,459)
Provision for diminution in value of investment	—	2,24,100
Share in Profit of Partnership Firm	(2,28,39,374)	(41,18,378)
Investments written off	—	6,27,150
<b>Operating profit before working capital changes</b>	<b>41,36,51,969</b>	<b>42,90,40,257</b>
Adjustment For :		
Trade and other receivables	(283,72,28,112)	71,87,01,340
Inventories	(120,96,62,095)	(128,96,67,128)
Trade and Other Payables	159,32,21,835	49,76,06,683
	(245,36,68,372)	(7,33,59,105)
<b>Cash Generated from Operations</b>	<b>(204,00,16,403)</b>	<b>35,56,81,152</b>
Direct Taxes Paid	(5,94,12,260)	(8,36,66,447)
<b>Net cash flow from/ (used in) operating activities</b>	<b>(209,94,28,663)</b>	<b>27,20,14,705</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of fixed assets	(2,36,72,981)	(3,21,57,631)
Sale of fixed assets	1,79,50,252	4,30,95,903
Subsidy Received on Fixed Assets	—	8,80,59,000
Purchase of New Investment	(23,37,79,277)	(41,75,378)
Sale of Investment	30,56,80,983	3,38,25,000
Interest Received	16,36,59,341	18,10,28,165
Dividend Received	27,42,425	27,42,425
(Investment in ) / Redemption of bank deposit with maturity more than three months	207,60,77,794	(200,15,11,022)
Share in Profit of Partnership Firm	2,28,39,374	41,18,378
<b>Net cash flow from / (used in) Investing Activities</b>	<b>233,14,97,911</b>	<b>(168,49,75,160)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from long and short term Borrowing	260,08,69,842	16,85,01,211
Repayment of long and short term Borrowing	(231,93,12,860)	(15,41,67,400)
Finance Cost	(41,85,16,952)	(24,74,63,781)
Dividend and Dividend Tax Paid	(5,27,39,093)	(5,23,90,865)
<b>Net cash flow from/ (used in) financing activities</b>	<b>(18,96,99,063)</b>	<b>(28,55,20,835)</b>
<b>D. Net Increase/ (Decrease) in Cash and Cash Equivalents</b>	<b>4,23,70,185</b>	<b>(169,84,81,290)</b>
Cash and Cash Equivalents at Beginning of the Year	19,15,16,042	188,99,97,333
<b>Cash and Cash Equivalents at End of the Year</b>	<b>23,38,86,227</b>	<b>19,15,16,043</b>
Bank balances not considered as cash and cash equivalent	2,20,28,852	210,02,65,626
<b>Cash and bank balances as at the year end</b>	<b>25,59,15,079</b>	<b>229,17,81,669</b>

As per our Report of even date attached

For and on behalf of the Board of Directors

**For ASHOK KHASGIWALA & CO.**  
Chartered Accountants

**Dinesh Shahra**  
Director

**Naveen Gupta**  
Director

**CA Ashok Khasgiwala**  
Partner

**N.K. Maheshwari**  
General Manager - Accounts

**Ashish Mehta**  
Company Secretary

Membership No. 70288  
Mumbai, May 30, 2014

Mumbai, May 30, 2014

# Notes

## NOTES FORMING INTEGRAL PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

(Amounts in ₹)

	As at March 31, 2014	As at March 31, 2013
<b>NOTE - 1 : SHARE CAPITAL</b>		
<b>A Authorised</b>		
i) Equity Shares 50,00,00,000 equity shares (Previous Year 50,00,00,000 equity shares) of ₹ 1/- each	50,00,00,000	50,00,00,000
ii) Preference Shares 2,00,00,000 (Previous Year 2,00,00,000) Non Convertible, Cumulative, Redeemable Preference Shares of ₹ 100/- each	200,00,00,000	200,00,00,000
	<b>250,00,00,000</b>	<b>250,00,00,000</b>
<b>B Issued, Subscribed and paid-up</b>		
i) Equity Shares 20,52,39,942 Equity Shares (Previous Year 20,52,39,942 equity shares) of ₹ 1/- each fully paid up	20,52,39,942	20,52,39,942
ii) Preference Shares 54,60,613 (Previous Year 54,60,613) 6% Non Convertible, Cumulative, Redeemable Preference Shares of ₹ 100/- each fully paid up	54,60,61,300	54,60,61,300
<b>Total</b>	<b>75,13,01,242</b>	<b>75,13,01,242</b>

### 1.1 The reconciliation of the number of shares and amount outstanding is set out below:

Particulars	As at March 31, 2014		As at March 31, 2013	
	No. of Shares	Amount	No. of Shares	Amount
<b>A. Equity Shares :</b>				
Equity Shares at the beginning of the year	20,52,39,942	20,52,39,942	20,52,39,942	20,52,39,942
Add: Shares issued during the year	—	—	—	—
Equity Shares at the end of the Year	<b>20,52,39,942</b>	<b>20,52,39,942</b>	<b>20,52,39,942</b>	<b>20,52,39,942</b>
<b>B. Preference Shares :</b>				
Preference Shares at the beginning of the year	54,60,613	54,60,61,300	54,60,613	54,60,61,300
Shares issued during the year	—	—	—	—
Preference Shares at the end of the year	<b>54,60,613</b>	<b>54,60,61,300</b>	<b>54,60,613</b>	<b>54,60,61,300</b>

### 1.2 Terms / Rights attached to Equity Shares :

The company has one class of equity shares having a par value of Re. 1/- per share. Each shareholder is eligible for one vote per share. The dividend proposed by the Board of Directors is subject to the approval of shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders will be entitled to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion to their shareholding.

### 1.3 Terms / Rights attached to Preference Shares :

Preference Shares are Non Convertible, Cumulative, Redeemable and have a Par Value of ₹ 100/- per share. Each Preference Shareholder is eligible for one vote per share only on resolutions affecting their rights and interest. Shareholders are entitled to dividend at the rate of 6 % p.a. which is cumulative. In the event of liquidation of the Company before redemption, the holders of Preference shares will have priority over equity shares in the payment of dividend and repayment of capital.

# Notes

## NOTES FORMING INTEGRAL PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

### 1.4 The details of shareholders' holding more than 5 % Shares

#### A. EQUITY SHARES :

Name of shareholder	As at March 31, 2014		As at March 31, 2013	
	No. of Shares held	% of holding	No. of Shares held	% of holding
Bunkim Finance and Investments Pvt Ltd	2,89,86,321	14.12	2,89,86,321	14.12
Ruchi Soya Industries Ltd	2,73,24,239	13.31	2,73,24,239	13.31
Mahakosh Holding Pvt Ltd	1,50,57,840	7.34	1,50,57,840	7.34
Mavi Investment Fund Ltd	1,47,04,752	7.17	1,47,04,752	7.17

#### B. PREFERENCE SHARES :

Name of shareholder	As at March 31, 2014		As at March 31, 2013	
	No. of Shares held	% of holding	No. of Shares held	% of holding
Wellway Development Ltd	27,96,281	51.21	27,96,281	51.21
Apec Investments Ltd	17,33,345	31.74	17,33,345	31.74
Everlead Trading Ltd	9,30,987	17.05	9,30,987	17.05

### 1.5 The Company had allotted 6% Non Convertible, Cumulative, Redeemable Preference Shares of ₹ 100/- each as under :

17,33,345 Shares were allotted on March 31, 2006

37,27,268 Shares were allotted on October 9, 2006

The aforesaid Preference Shares are redeemable as under :

₹ 33/- to be redeemed after 12 years from date of allotment

₹ 33/- to be redeemed after 13 years from date of allotment

₹ 34/- to be redeemed after 14 years from date of allotment

The Company at its sole discretion has an option to prematurely redeem the preference shares in full or in part after completion of three years from the date of allotment.

### 1.6 For the period of five years immediately preceding the date at which the Balance Sheet is prepared, i.e. 31.03.2014, the company has not:

- allotted any shares pursuant to Contract(s) without payment being received in Cash,
- allotted any shares as fully paid up by way of bonus shares,
- bought back any shares / class of shares.

(Amounts in ₹)

	As at March 31, 2014	As at March 31, 2013
<b>NOTE - 2 : RESERVES &amp; SURPLUS</b>		
<b>Capital Reserve</b>		
Balance as at the beginning of the year	33,78,73,450	33,78,73,450
Add : Received during the year	—	—
Balance as at the end of the year	33,78,73,450	33,78,73,450
<b>Securities Premium Account</b>		
Balance as at the beginning of the year	11,79,04,024	11,79,04,024
Add : Received during the year	—	—
Balance as at the end of the year	11,79,04,024	11,79,04,024
<b>Capital Subsidy</b>		
Balance as at the beginning of the year	20,00,000	20,00,000
Less : Transfer to General Reserve	—	—
Balance as at the end of the year	20,00,000	20,00,000
<b>General Reserve</b>		
Balance as at the beginning of the year	88,86,40,864	87,86,40,864
Add : Transfer from Statement of Profit and Loss	—	1,00,00,000
Balance as at the end of the year	88,86,40,864	88,86,40,864
<b>Foreign Currency Monetary Items Translation Difference Account (Refer Note 30)</b>	<b>(6,07,42,665)</b>	<b>(5,80,52,464)</b>

# Notes

## NOTES FORMING INTEGRAL PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

(Amounts in ₹)

	As at March 31, 2014	As at March 31, 2013
<b>Surplus in Statement of Profit and Loss</b>		
Balance as at the beginning of the year	26,68,76,601	27,57,72,292
Add : Surplus for the Year	92,82,915	5,38,43,403
	<b>27,61,59,516</b>	<b>32,96,15,695</b>
Less : Appropriations		
Transferred to General Reserve	—	1,00,00,000
Proposed Dividend - Preference Shares	3,27,63,678	3,27,63,678
Proposed Dividend - Equity Shares	1,23,14,397	1,23,14,397
Tax on Proposed Dividend	76,61,019	76,61,019
Balance as at the end of the year	<b>22,34,20,422</b>	<b>26,68,76,601</b>
	<b>150,90,96,095</b>	<b>155,52,42,475</b>

### NOTE - 3 : LONG - TERM BORROWINGS

#### a) Secured

Term Loans		
From State Bank of India	29,19,60,027	36,85,36,353
From Standard Chartered Bank PLC (Foreign Currency Loan)	68,30,96,334	80,54,62,825
From HDFC Bank Ltd	52,04,392	—
	<b>98,02,60,753</b>	<b>117,39,99,178</b>
Less : Shown under current maturities of Long Term Debt		
Loan Installments due within 12 months		
State Bank of India	8,25,00,000	7,60,68,000
Standard Chartered Bank PLC	20,34,29,689	18,48,28,165
HDFC Bank Ltd	10,41,396	—
	<b>28,69,71,085</b>	<b>26,08,96,165</b>
	<b>69,32,89,668</b>	<b>91,31,03,013</b>

#### b) Unsecured

Deferred Sales Tax Loan	8,90,82,325	17,17,93,698
Less : Shown under current maturities of Long Term Debt	8,90,82,325	8,27,11,373
	—	8,90,82,325
	<b>69,32,89,668</b>	<b>100,21,85,338</b>

#### a) Term Loan from State Bank of India

- Term Loan from State Bank of India is secured by (a) exclusive first charge on the fixed assets of the Company created at various locations under the Rural Warehouses and Agri Marketing Infrastructure Facility project of the Company (b) personal guarantee of a Director of the Company.
- Rate of interest on Term Loan for acquisition of assets is 13.30% p.a. (Previous year 13 %) as at the year end and 16.95% p.a (Previous year 16.65%.) on the interest bearing portion of Loan against subsidy receivable from NABARD. (Refer Note No. 35)
- Term Loan of ₹ 6,783.02 lacs, outstanding ₹ 1,687.70 lacs (Previous year ₹ 2,453.46 lacs) from State Bank of India is repayable in 26 scattered instalments starting from quarter ending June 2009 and last installment of ₹ 1,823.92 lacs (Including subsidy received/receivable to be adjusted. Refer Note No. 35) is payable in September, 2015.

Year	No of Installments	Amount of Installments ₹	Total Amount ₹
2009-2010	3	2,38,50,000	7,15,50,000
2009-2010	1	1,00,00,000	1,00,00,000
2010-2011	4	1,90,17,000	7,60,68,000
2011-2012	1	1,90,17,000	1,90,17,000
2011-2012	3	1,90,25,000	5,70,75,000
2012-2013	4	1,90,25,000	7,61,00,000
2013-2014	4	1,90,25,000	7,61,00,000
2014-2015	4	2,06,25,000	8,25,00,000
2015-2016	1	2,75,00,000	2,75,00,000
2015-2016	1	18,23,92,000	18,23,92,000
<b>TOTAL</b>	<b>26</b>		<b>67,83,02,000</b>

# Notes

## NOTES FORMING INTEGRAL PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

### b. Foreign Currency Term Loan from Standard Chartered Bank PLC

- Foreign Currency Term Loan from Standard Chartered Bank PLC is secured by (i) First Charge by way of hypothecation of whole of the movable fixed assets including its movable plant and machinery, machinery spares, tools and accessories situated at refinery plant at Kakinada or any part thereof both present and future (ii) storage tank (s) at XXIV/2045, Indira Gandhi Road, Willington Island Cochin, A 2 Reclaimed Area Matsyapuri Cochin, at East Mada Church Street, Royapuram, Chennai and at Dock Zone, Chiranjibpur, Haldia, (iii) 18 Windmills collectively having capacity of 10.80 Mw situated at Village Palsodi, Tahsil Selana, Dist. Ratlam, M.P and Village Nagda, Dist Ujjain. and (iv) First charge on escrow account opened with Standard Chartered Bank, Chennai where lease payments received from Ruchi Soya Industries Ltd will be deposited.
- Rate of interest is LIBOR + 3.40% p.a. as at the year end. (Previous Year LIBOR + 3.40% p.a)
- The Foreign Currency Term Loan of US \$ 15,895,000/-, outstanding \$ 11,377,354/- (Previous year \$ 14,765,588/-) from Standard Chartered Bank PLC is repayable in 18 scattered quarterly installments starting from quarter ending November 2012 and last installment is payable in February 2017.

Year	No of Installments	Amount of Installments US\$	Total Amount US\$
2012-2013	2	5,64,706	11,29,412
2013-2014	2	7,52,941	15,05,882
2013-2014	2	9,41,176	18,82,352
2014-2015	4	8,47,059	33,88,236
2015-2016	2	2,82,353	5,64,706
2015-2016	2	3,76,471	7,52,942
2016-2017	3	16,94,118	50,82,354
2016-2017	1	15,89,116	15,89,116
<b>TOTAL</b>	<b>18</b>		<b>1,58,95,000</b>

- Term Loan of ₹ 59,70,000/- from HDFC Bank outstanding ₹ 52,04,392/- secured by charge on specific assets financed by bank. The loan is repayable in 60 Equated Monthly installment of ₹. 1,24,700/- each (including interest) commencing from July, 2013 and last installment being due on June, 2018.
- Interest Free Sales Tax Deferment Loan of ₹ 19,19,42,262 availed from the Government of Andhra Pradesh is repayable in three annual instalments as under :

Year	No of Installments	Amount of Installments ₹
2012-2013	1	2,01,48,564
2013-2014	1	8,27,11,373
2014-2015	1	8,90,82,325
<b>TOTAL</b>	<b>3</b>	<b>19,19,42,262</b>

- Secured long term borrowings aggregating to ₹ 29,41,87,545/- (Previous year ₹ 37,17,22,517/-) including interest accrued but not due ₹ 22,27,518/- (Previous year ₹ 31,86,164/-) are secured by personal guarantee of Director.

(Amounts in ₹)

	As at March 31, 2014	As at March 31, 2013
<b>NOTE - 4 : DEFERRED TAX LIABILITIES (NET)</b>		
Deferred Tax Liability		
Due to Depreciation Difference on Fixed Assets	<b>4,81,84,494</b>	6,86,06,037
	<b>4,81,84,494</b>	6,86,06,037
Deferred Tax Assets		
Disallowances under Income Tax Act, 1961	—	25,93,953
	—	25,93,953
Deferred Tax Liability (Net)	<b>4,81,84,494</b>	6,60,12,084
<b>NOTE - 5 : LONG TERM PROVISIONS</b>		
Provision for employee benefits	<b>31,45,224</b>	46,80,140
(Refer Note No 37 for disclosure as per AS-15)	<b>31,45,224</b>	46,80,140

# Notes

## NOTES FORMING INTEGRAL PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

(Amounts in ₹)

	As at March 31, 2014	As at March 31, 2013
<b>NOTE - 6 : SHORT TERM BORROWINGS</b>		
<b>Loans Repayable on Demand</b>		
(i) Secured :		
From Banks		
a. Export Packing Credit	174,56,65,450	—
b. Working Capital Demand Loan	85,00,00,000	—
(ii) Unsecured:		
a. From Banks - Buyerline Credit	—	203,76,58,670
b. Intercompany Deposits	4,68,61,790	4,68,61,790
	<b>264,25,27,240</b>	<b>208,45,20,460</b>

### Note

Export Packing Credit / Working capital demand loan(s) from bank are secured by exclusive charge on all present and future specific current assets including book debts, stock, raw material and receivables.

### NOTE - 7 : TRADE PAYABLES

Due to Micro, Small and Medium Enterprises	—	—
Due to others	495,55,04,457	348,03,23,105
	<b>495,55,04,457</b>	<b>348,03,23,105</b>

### Note:-

Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

a. Trade Payables includes Nil (Previous Year Nil) amount due to micro and small enterprises registered under the Micro, Small and Medium Enterprises Development Act, 2006 (MSME).

b. The details of amount outstanding to Micro, Small and Medium Enterprises are as under :

Particulars	As at 31 <sup>st</sup> March, 2014	As at 31 <sup>st</sup> March, 2013
Principle amount due and remain unpaid	—	—
Interest due on above and unpaid interest	—	—
Interest payment made beyond appointed day during the year	—	—
Interest due and payable for the period of delay	—	—
Interest accrued and remaining unpaid	—	—
Amount of further interest remaining due and payable in succeeding years	—	—

c. The information has been determined to the extent such parties have been identified on the basis of information available with the Company.

### NOTE - 8 : OTHER CURRENT LIABILITIES

a. Current maturities of long-term debt (Refer Note 3 for security details)	37,60,53,410	34,36,07,538
b. Interest accrued but not due on borrowings	1,34,94,413	1,21,35,105
c. Unclaimed Dividends (Refer Note below)	18,81,057	1,88,297
d. Other Payables		
(i) Statutory Dues	5,91,38,843	3,69,84,626
(ii) Advances from Customers	13,94,73,659	4,07,64,553
(iii) Security Deposits from Customers	78,74,182	95,19,353
(iv) Creditors for capital expenses	—	33,87,048
(v) Other Liabilities	2,98,44,478	2,69,55,203
	<b>62,77,60,042</b>	<b>47,35,41,723</b>

**Note :** There are no amounts due for payments to the Investor Education and Protection Fund Under Section 205 C of the Companies Act, 1956 as at the year end.

### NOTE - 9 : SHORT TERM PROVISIONS

a Provision for employee benefits (Refer Note No 37 for disclosure as per AS-15)	11,17,737	33,14,784
b Provision - Others		
(i) For Proposed Preference Dividend	3,27,63,678	3,27,63,678
(ii) For Proposed Equity Dividend	1,23,14,397	1,23,14,397
(iii) For Corporate Tax on Dividend	76,61,019	76,61,019
	<b>5,38,56,831</b>	<b>5,60,53,878</b>

# Notes

## NOTES FORMING INTEGRAL PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

### NOTE - 10 : FIXED ASSETS

(Amounts in ₹)

	GROSS BLOCK				DEPRECIATION & AMORTISATION				NET BLOCK	
	As on 01.04.2013	Additions	Deductions	As on 31.03.2014	Upto 31.03.2013	For the year	Adjustment	Upto 31.03.2014	As on 31.03.2014	As on 31.03.2013
<b>Tangible Assets</b>										
LAND - FREE HOLD	42,63,09,001	—	—	42,63,09,001	—	—	—	—	42,63,09,001	42,63,09,001
LAND - LEASEHOLD	3,30,52,902	—	—	3,30,52,902	1,14,72,293	12,11,676	—	1,26,83,969	2,03,68,933	2,15,80,609
BUILDINGS	103,17,55,192	1,43,610	—	103,18,98,802	38,87,34,457	6,47,15,537	—	45,34,49,994	57,84,48,808	64,30,20,735
PLANT AND MACHINERY	249,58,24,133	2,34,35,079	2,86,48,404	249,06,10,808	165,50,50,749	11,41,02,346	1,17,69,873	175,73,83,222	73,32,27,586	84,07,73,384
FURNITURE & FIXTURES	5,74,93,382	3,81,924	—	5,78,75,306	3,06,45,898	49,36,915	—	3,55,82,813	2,22,92,493	2,68,47,484
VEHICLES	5,27,93,820	85,08,891	—	6,13,02,711	3,12,65,229	69,49,247	—	3,82,14,476	2,30,88,235	2,15,28,591
OFFICE EQUIPMENT	1,18,84,816	12,76,699	55,726	1,31,05,789	72,94,319	11,87,146	15,588	84,65,877	46,39,912	45,90,497
JETTY	13,31,31,996	—	—	13,31,31,996	9,81,79,802	34,95,219	—	10,16,75,021	3,14,56,975	3,49,52,194
<b>TOTAL .....</b>	<b>424,22,45,242</b>	<b>3,37,46,203</b>	<b>2,87,04,130</b>	<b>424,72,87,315</b>	<b>222,26,42,747</b>	<b>19,65,98,086</b>	<b>1,17,85,461</b>	<b>240,74,55,372</b>	<b>183,98,31,943</b>	<b>201,96,02,495</b>
Previous Year	431,10,09,936	5,66,52,666	12,54,17,360	424,22,45,242	202,10,90,557	22,22,15,316	2,06,63,126	222,26,42,747	201,96,02,495	—
<b>Intangible Assets</b>										
SOFTWARE	2,77,250	—	—	2,77,250	1,65,924	44,530	—	2,10,454	66,796	1,11,326
<b>TOTAL .....</b>	<b>2,77,250</b>	<b>—</b>	<b>—</b>	<b>2,77,250</b>	<b>1,65,924</b>	<b>44,530</b>	<b>—</b>	<b>2,10,454</b>	<b>66,796</b>	<b>1,11,326</b>
Previous Year	2,30,000	47,250	—	2,77,250	1,01,200	64,724	—	1,65,924	1,11,326	—
<b>TOTAL</b>	<b>424,25,22,492</b>	<b>3,37,46,203</b>	<b>2,87,04,130</b>	<b>424,75,64,565</b>	<b>222,28,08,671</b>	<b>19,66,42,616</b>	<b>1,17,85,461</b>	<b>240,76,65,826</b>	<b>183,98,98,739</b>	<b>201,97,13,821</b>
Previous Year	431,12,39,936	5,66,99,916	12,54,17,360	424,25,22,492	202,11,91,757	22,22,80,040	2,06,63,126	222,28,08,671	201,97,13,821	—

(Amounts in ₹)

	As at March 31, 2014	As at March 31, 2013
<b>NOTE - 11 : NON CURRENT INVESTMENTS</b>		
<b>A. In Equity Shares (Non Trade Investments)</b>		
<b>Quoted</b>		
12,54,675 (Previous Year 12,54,675) Equity Shares of ₹ 10/- each fully paid up of National Steel & Agro Industries Ltd.	<b>48,03,500</b>	48,03,500
9,500 (Previous Year 9,500) Equity Shares of ₹ 10/- each fully paid up of Ruchi Strips & Alloys Ltd.	<b>1,11,155</b>	1,11,155
82,59,625 (Previous Year 48,20,077) Equity Shares of ₹ 2/- each fully paid up of Ruchi Soya Industries Ltd.	<b>32,75,16,711</b>	20,15,37,434
	<b>33,24,31,366</b>	20,64,52,089
<b>Unquoted</b>		
<b>In Subsidiary Companies</b>		
70,00,000 (Previous Year 70,00,000) Equity shares of ₹ 10 each fully paid up in Peninsular Tankers Pvt Ltd.	<b>3,78,00,001</b>	3,78,00,001
5,000 (Previous Year 5,000) Equity Shares of US \$ 1 each fully paid up of Ruchi Resources Pte Ltd.	<b>2,24,100</b>	2,24,100
Less : Provision for diminution in value of Investment	<b>2,24,100</b>	(2,24,100)
10,000 (Previous Year 10,000) Equity Shares of ₹ 10/- each fully paid up of Union Infrastructure Solutions Pvt Ltd.	<b>1,00,000</b>	1,00,000
<b>In Other than Subsidiary Companies</b>		
7,00,000 (Previous Year 7,00,000) Equity Shares of ₹ 10/- each fully paid up of Ruchi Acroni Industries Ltd.	<b>70,00,000</b>	70,00,000
1,25,000 (Previous Year 1,25,000) Equity Shares of ₹ 10/- each fully paid up of Ruchi Global Ltd.	<b>12,50,000</b>	12,50,000
29,95,100 (Previous Year 29,95,100) Equity Shares of ₹ 10/- each fully paid up of Indian Steel Corporation Ltd.	<b>14,97,55,000</b>	14,97,55,000
4,08,459 (Previous Year 4,08,459) Equity Shares of ₹ 10/-each fully paid up of Arandi Investments Pvt Ltd.	<b>12,88,52,310</b>	12,88,52,310
	<b>32,47,57,311</b>	32,47,57,311



# Notes

## NOTES FORMING INTEGRAL PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

(Amounts in ₹)

	As at March 31, 2014	As at March 31, 2013
<b>Unquoted</b>		
<b>In Subsidiary Companies (Trade Investments)</b>		
5,100 (Previous Year 5,100) Equity Shares of ₹ 10/- each fully paid up of Mangalore Liquid Impex Pvt Ltd.	51,000	51,000
	<u>51,000</u>	<u>51,000</u>
<b>B In Preference Shares- Unquoted</b>		
2,00,000 (Previous Year 2,00,000) 6% Redeemable Non convertible cumulative Preference Shares of ₹ 100/- each fully paid up of Ruchi Soya Industries Ltd.	2,00,00,000	2,00,00,000
9,50,000 (Previous Year 34,50,000) 6% Non Convertible Redeemable cumulative Preference Shares of ₹ 100/- each fully paid up of Ruchi Realty Holdings Ltd	10,07,00,000	36,57,00,000
	<u>12,07,00,000</u>	<u>38,57,00,000</u>
<b>C In Government Securities</b>		
6 Years National Savings Certificates (Deposited with Government authorities)	77,000	77,000
Less : Shown under Current Investments - (Note 14)	6,000	—
	<u>71,000</u>	<u>77,000</u>
<b>D In Partnership Firm (Trade Investments)</b>		
Capital Account of Narang & Ruchi Developers (Refer Note 33)	11,93,08,430	15,58,18,752
	<u>11,93,08,430</u>	<u>15,58,18,752</u>
	<u>89,73,19,107</u>	<u>107,28,56,152</u>
<b>NOTE :</b>		
a. Investments are valued at Cost less provision for other than temporary diminution.		
b. Aggregate cost of Quoted Investments	33,24,31,366	20,64,52,089
c. Market Value of Quoted Investments	25,83,25,915	33,94,25,324
d. Aggregate cost of Unquoted Investments-		
In Equity Shares	32,50,32,411	32,50,32,411
In Preference Shares	12,07,00,000	38,57,00,000
In Government Securities	71,000	77,000
In Partnership Firm	11,93,08,430	15,58,18,752
e. Aggregate provision for diminution in value of Unquoted Investments	2,24,100	2,24,100
<b>NOTE - 12 : LONG-TERM LOANS AND ADVANCES</b>		
<b>Unsecured, Considered Good</b>		
a Capital advances	1,22,94,750	1,16,67,974
b Security and Other Deposits	3,29,72,602	3,28,66,492
c Balance with Government Authorities	2,47,45,320	2,67,36,550
d Advance Income Tax and Tax deducted at Source (Net of Provision for taxation of ₹ 15,12,04,500/- Previous Year ₹ 15,12,04,500/-)	9,37,07,619	3,42,95,359
	<u>16,37,20,291</u>	<u>10,55,66,375</u>

# Notes

## NOTES FORMING INTEGRAL PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

(Amounts in ₹)

	As at March 31, 2014	As at March 31, 2013
<b>NOTE - 13 : OTHER NON-CURRENT ASSETS</b>		
<b>Unsecured, Considered Good</b>		
a. Interest Accrued on Investment	4,485	7,172
b. Interest Accrued on Deposits	1,66,843	—
c. Balance with Banks in Deposit Accounts having maturity over 12 months (earmarked as security)	21,58,980	—
d. Balance with Bank in Subsidy Deposit Account (Refer Note No. 35)	12,31,89,637	12,31,90,187
	<u>12,55,19,945</u>	<u>12,31,97,359</u>
<b>NOTE - 14 : CURRENT INVESTMENTS</b>		
<b>A Investment in Debentures (Quoted)</b>		
1,10,000 (Previous year nil) 12.25 % Non Convertible Debentures of ₹ 1,000/- each fully paid up in Religare Finvest Ltd. (Pledged as security for currency dealing)	11,12,37,500	
Less: Provision for diminution in value of Investment	34,37,500	
	<u>10,78,00,000</u>	—
<b>Unquoted</b>		
<b>B Investment in Partnership Firm</b>		
Balance in Current Account of Narang & Ruchi Developers	—	41,70,661
<b>C Investment in Government Securities</b>		
6 Years National Savings Certificates (Deposited with Government authorities)	6,000	—
	<u>10,78,06,000</u>	<u>41,70,661</u>
<b>Note:</b>		
a. Aggregate amount of Quoted Investments	11,12,37,500	—
b. Fair market Value of Quoted Investments	10,78,00,000	—
c. Aggregate amount of unquoted Investments	6,000	41,70,661
d. Aggregate Provision for diminution in value of Investment	34,37,500	—
e. Current Investments are valued at lower of cost or at market/fair value		
<b>NOTE - 15 : INVENTORIES</b>		
<b>(As valued and certified by the management)</b>		
a) Raw Materials (Including Packing Material)	94,78,57,950	162,35,24,995
b) Work-in-progress	43,92,41,404	43,64,36,612
c) Finished goods	100,54,76,197	65,44,18,103
d) Stock in trade	167,43,99,476	14,17,89,843
e) Stores, Spares and Consumables	4,08,77,673	4,20,21,052
	<u>410,78,52,700</u>	<u>289,81,90,605</u>
<b>Note:</b> Inventories are valued at lower of cost or net realisable value, except by-products/scrap, which are valued at net realisable value		
<b>Broad Categories of Inventory</b>		
<b>a) Details of Raw Materials</b>		
Oils	88,24,06,325	158,09,15,081
Soaps	7,94,466	8,85,054
Packing Materials	6,46,57,159	4,17,24,860
	<u>94,78,57,950</u>	<u>162,35,24,995</u>
<b>b) Details of Work in Progress</b>		
Oils	43,90,86,704	43,62,45,332
Soaps	1,54,700	1,91,280
	<u>43,92,41,404</u>	<u>43,64,36,612</u>

# Notes

## NOTES FORMING INTEGRAL PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

(Amounts in ₹)

	As at March 31, 2014	As at March 31, 2013
<b>c) Details of Finished Goods</b>		
Oils	83,84,18,181	51,52,78,939
Vanaspati	13,22,57,805	10,74,85,423
By Products	3,43,17,643	3,06,09,883
Soaps	4,82,568	10,43,858
	<u>100,54,76,197</u>	<u>65,44,18,103</u>
<b>d) Details of Stock In Trade</b>		
Oils	4,37,03,233	14,14,93,634
Food Products	2,53,770	2,96,209
Extractions	39,83,67,795	—
Gaugum	2,94,21,746	—
Castor Seed	120,26,52,932	—
	<u>167,43,99,476</u>	<u>14,17,89,843</u>
<b>NOTE - 16 : TRADE RECEIVABLES</b>		
<b>Unsecured, considered good</b>		
Outstanding for a period exceeding six months from the date they are due for payment	3,73,01,803	3,19,86,875
Other trade receivables	279,94,59,325	60,74,65,620
	<u>283,67,61,128</u>	<u>63,94,52,495</u>
<b>NOTE - 17 : CASH AND BANK BALANCES</b>		
<b>Cash and cash equivalents</b>		
a. Balances with Banks		
In Current Accounts	21,24,23,844	15,52,15,843
In Deposit Accounts having maturity less than 3 months	1,79,84,887	3,29,97,808
b. Cash on hand	34,77,496	33,02,392
	<u>23,38,86,227</u>	<u>19,15,16,043</u>
<b>Other Bank Balances</b>		
a. In Deposit Accounts having maturity 3 to 12 months	2,01,47,795	210,00,77,329
b. In Deposit accounts having maturity of more than 12 months	21,58,980	—
Less: Shown under Other Non Current Assets (Refer Note 13)	21,58,980	—
	—	—
c. In unclaimed dividend account	18,81,057	1,88,297
	<u>25,59,15,079</u>	<u>229,17,81,669</u>
<b>Note :</b>		
Earmarked Balances in Deposit Accounts		
(i) Deposit having maturity less than 3 months	1,79,84,887	3,29,97,808
(ii) Deposit having maturity 3 to 12 months	2,01,47,795	210,00,77,329
(iii) Deposits having maturity over 12 months	21,58,980	—
<b>NOTE - 18 : SHORT-TERM LOANS AND ADVANCES</b>		
<b>Unsecured, Considered Good</b>		
a. Intercompany Deposits - To Related Parties	—	4,00,00,000
b. Intercompany Deposits - To Others	2,50,00,000	4,55,00,000
c. Advance to Suppliers	13,99,77,083	5,63,47,408
d. Balance with Government Authorities	26,88,19,429	1,40,48,233
e. Other Advances Recoverable in Cash or In Kind or for value to be received	9,18,94,548	11,03,82,007
	<u>52,56,91,060</u>	<u>26,62,77,648</u>
<b>NOTE - 19 : OTHER CURRENT ASSETS</b>		
<b>Unsecured, Considered Good</b>		
a. Interest Accrued		
(i) On Fixed Deposits with Banks	29,32,819	2,54,34,099
(ii) On Others	1,34,77,686	—
b. Insurance claim receivable	5,24,000	—
c. Other Receivable	39,86,48,039	79,20,865
	<u>41,55,82,544</u>	<u>3,33,54,964</u>

# Notes

## NOTES FORMING INTEGRAL PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

(Amounts in ₹)

	For the year 2013-2014		For the year 2012-2013	
<b>NOTE - 20 : REVENUE FROM OPERATIONS</b>				
A. Sales of products (Gross)	3674,04,32,096		2231,34,95,780	
Less : Excise Duty	7,02,26,576	3667,02,05,520	5,38,85,010	2225,96,10,770
B. Sale of Services				
Processing charges	3,10,44,657		3,87,27,787	
Rental Income from Storage Tanks and Agri Warehouse	27,92,75,611		27,46,42,661	
Cargo Handling Income	8,50,62,055	39,53,82,323	7,86,09,495	39,19,79,943
C. Sale of Wind Power Generated		7,04,92,453		7,46,89,102
		3713,60,80,296		2272,62,79,815
D. Other Operating Revenues				
Export Incentive	56,49,84,891		8,23,915	
Other Operating Income	3,80,546	56,53,65,437	17,96,066	26,19,981
		3770,14,45,733		2272,88,99,796
<b>Details of Sales of Products</b>				
Oils	1841,61,31,144		1975,81,83,287	
Vanaspati	184,67,79,441		193,94,78,539	
Cotton	18,39,33,190		8,25,65,085	
Extractions	523,96,11,494		72,46,050	
Gaugum	341,71,21,418		—	
Coffee	284,70,41,608		—	
Castor Seeds	328,17,04,180		—	
By Products / Oleochem	145,65,93,172		48,90,16,161	
Others	2,90,15,924		1,32,27,534	
Soaps	2,25,00,525		2,37,79,124	
	3674,04,32,096		2231,34,95,780	
<b>NOTE - 21 : OTHER INCOME</b>				
a Interest Income		16,36,59,341		18,10,28,165
b Dividend Income From Long Term Investments from other than subsidiary Companies		27,42,425		27,42,425
c Share in Profit of Partnership firm		2,28,39,374		41,18,378
d Profit on sale of Fixed Assets		10,31,583		96,69,459
e Other Non Operating Income		24,10,267		2,93,16,653
		19,26,82,990		22,68,75,080
<b>NOTE - 22 : COST OF MATERIALS CONSUMED</b>				
a) Raw Materials Consumed		968,55,37,030		1312,95,68,038
b) Packing Materials Consumed		52,07,03,820		55,53,07,020
<b>Materials Consumed</b>		1020,62,40,850		1368,48,75,058
a) <b>Details of Raw Material Consumed</b>				
Oils		966,91,40,531		1311,11,98,170
Soap		1,63,96,499		1,83,69,868
b) <b>Details of Imported and Indegenous Raw Material Consumed</b>				
		2013-2014		2012-2013
	Amt in ₹	%	Amt in ₹	%
i) <b>Raw Materials</b>				
Imported	417,41,07,513	43.10	680,43,67,292	51.82
Indegenous	551,14,29,517	56.90	632,52,00,746	48.18
ii) <b>Packing Materials</b>				
Imported	—	—	—	—
Indigenous	52,07,03,820	100	55,53,07,020	100

# Notes

## NOTES FORMING INTEGRAL PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

(Amounts in ₹)

	For the year 2013-2014	For the year 2012-2013
<b>NOTE - 23 : PURCHASES OF STOCK-IN-TRADE</b>		
Purchase of Stock in Trade	2720,85,08,755	778,11,51,260
	<u>2720,85,08,755</u>	<u>778,11,51,260</u>
<b>Details of Purchase of Stock in Trade</b>		
Oils	1045,19,55,879	766,53,11,413
Vanaspati	4,94,73,792	2,74,32,620
Cotton	16,70,58,947	8,14,47,344
Extractions	563,76,68,425	69,59,883
Gaur	339,07,69,976	—
Coffee	282,65,13,152	—
Castor Seeds	460,10,67,281	—
Others	8,40,01,303	—
	<u>2720,85,08,755</u>	<u>778,11,51,260</u>
<b>NOTE - 24 : CHANGES IN INVENTORIES OF FINISHED GOODS WORK-IN-PROGRESS AND STOCK-IN-TRADE</b>		
Inventory at the beginning of the year		
Finished goods	65,44,18,103	70,86,57,333
Work-in-progress	43,64,36,612	20,82,36,665
Stock In Trade	14,17,89,843	3,03,20,672
	<u>123,26,44,558</u>	<u>94,72,14,670</u>
Less : Inventory at the end of the year		
Finished goods	100,54,76,197	65,44,18,103
Work-in-progress	43,92,41,404	43,64,36,612
Stock In Trade	167,43,99,476	14,17,89,843
	<u>311,91,17,077</u>	<u>123,26,44,558</u>
Net ( Increase )/ Decrease in inventories	<u>(188,64,72,519)</u>	<u>(28,54,29,888)</u>
Add : Variation in Excise duty on closing stock	60,16,211	7,11,471
	<u>(188,04,56,308)</u>	<u>(28,47,18,417)</u>
<b>NOTE - 25 : EMPLOYEE BENEFITS EXPENSES</b>		
Salary, Wages and Bonus	8,80,57,947	7,91,33,821
Contribution to Provident and Other Funds	54,51,362	1,12,76,797
Workmen & Staff Welfare expenses	39,21,265	65,91,138
	<u>9,74,30,574</u>	<u>9,70,01,756</u>
<b>NOTE - 26 : FINANCE COSTS</b>		
Interest Expenses	26,46,99,505	11,17,19,125
Other borrowing costs	3,50,71,504	3,29,22,126
Net Loss on Foreign Currency transactions and translation	11,87,45,943	10,28,22,530
	<u>41,85,16,952</u>	<u>24,74,63,781</u>

# Notes

## NOTES FORMING INTEGRAL PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

(Amounts in ₹)

	For the year 2013-2014	For the year 2012-2013
<b>NOTE - 27 : OTHER EXPENSES</b>		
Stores, Spares and Chemical Consumed	8,45,76,427	7,63,27,360
Processing Charges	10,58,97,454	7,30,231
Packing Expenses	3,96,65,690	2,66,63,586
Power and Fuel	15,52,60,602	18,04,08,744
Rent	3,76,83,641	3,13,22,964
Repairs and Maintenance		
Of Buildings	87,20,829	54,03,036
Of Plant and Machinery	3,04,90,131	4,00,23,662
Of Others	1,49,24,838	84,13,448
Manufacturing Expenses	4,58,71,104	3,98,52,033
Insurance	1,22,78,537	72,11,678
Rates and Taxes	5,55,97,671	2,38,46,103
Bank Charges and Commission	1,50,198	4,80,416
Brokerage and Commission	8,67,81,705	96,29,870
Postage and Telephone	30,87,887	30,54,689
Freight and Forwarding Charges	31,10,05,665	25,77,53,487
Export Expenses	37,85,17,521	16,74,433
Material Handling Expenses	9,14,10,066	5,73,81,303
Net Loss on Foreign Currency transactions and translation	11,23,79,318	14,72,46,744
Donation	25,73,500	15,70,000
Diminution in value of Investment	34,37,500	2,24,100
Miscellaneous Expenses	7,54,79,675	11,57,68,688
	<b>165,57,89,959</b>	<b>103,49,86,575</b>

(Amounts in ₹)

	2013-2014	2012-2013
<b>28. Contingent Liabilities and commitments</b> (to the extent not provided for)		
a. Contingent liabilities :		
i) Guarantees issued by Bank	25,79,73,840	35,79,21,640
ii) Bills Discounted	55,90,22,048	—
iii) Income Tax/ Sales Tax/Customs Duty/ Excise Duty demands disputed in appeals.	17,81,14,951	19,24,82,757
b. Commitments :		
i) Estimated amount of contracts remaining to be executed on capital commitment (Net of Advances)	2,29,54,385	39,51,597

29. Trade payables include bills payable for purchase of goods ₹ 423,32,87,529/- (Previous Year ₹ 296,24,30,534/-).

30. a. In line with the notification dated 31<sup>st</sup> March 2009, and subsequently issued on 29<sup>th</sup> December 2011 by the Ministry of Corporate Affairs amending Accounting Standard AS-11 "Effects of Changes in Foreign Exchange Rates", the Company has chosen to exercise the option under paragraph 46 A inserted in the standard by the notification.

b. Accordingly the exchange differences on long term monetary items related to Foreign Currency Liabilities and Assets in so far as they are related to acquisition of Fixed Assets has been added/ deducted from the cost of the relevant fixed assets and depreciation has been charged in the books of accounts after taking the effect of such changes.

# Notes

## NOTES FORMING INTEGRAL PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

- c. In respect of exchange differences on long term monetary items related to Foreign Currency Liabilities in so far as they are not related to the acquisition of Fixed Assets, the Company has accounted the exchange differences in "Foreign Currency Monetary Item Translation Difference Account" and the same is amortised over the balance period of long term borrowings. Accordingly, an amount of ₹ 5,97,71,472/- (Previous Year ₹ 2,21,27,402/-) has been charged to Statement of Profit and Loss as Finance Cost included in Net Loss on Foreign Currency transactions and translation relating to Borrowing (Note No 26) and the unamortized amount of ₹ 6,07,42,665/- (Previous Year ₹ 5,80,52,464) has been shown under Reserves & Surplus.

31. In the opinion of Board of Directors, non current and current assets, Loans and Advances have value on realization in the ordinary course of business, at least equal to the amount at which they are stated in the Balance sheet and that the provision for known liabilities is adequate and reasonable. There are no contingent liabilities other than stated herein above.

### 32. Auditors Remuneration

(Including Service Tax)

	2013-2014	2012-2013
(i) Statutory Auditor		
(a) Statutory Audit	4,77,530	4,77,530
(b) Tax Audit	1,12,360	84,270
(c) Other Services	2,49,247	261,827
(d) Reimbursement of Expenses	24,395	25,672
(ii) Cost Auditor		
Cost Audit	44,944	44,944

### 33. Details of Investment in Capital Account of Partnership firm :

Narang & Ruchi Developers :

Name of the Partner	2013-2014			2012-2013		
	Balance in Capital Account	Balance in Current Account	% age of share in Profit /Loss	Balance in Capital Account	Balance in Current Account	% age of share in Profit /Loss
Ruchi Infrastructure Ltd	11,93,08,430	—	70	15,58,18,752	41,70,661	70
Narang Developers Pvt Ltd	1,32,56,493	—	30	1,73,13,195	11,46,213	30

### 34. EARNING PER SHARE (EPS)

	2013-14	2012-13
<b>I. Basic and Diluted Earning Per Share</b>		
(a) Net Profit/(Loss) after tax	92,82,914	5,38,43,403
(b) Less : Preference Dividend including tax thereon	3,83,31,865	3,83,31,865
(c) Profit/(Loss) available for Equity Shareholders	(2,90,48,950)	1,55,11,538
(d) Weighted Average Number of Equity Shares	20,52,39,942	20,52,39,942
(e) Nominal Value of Per ordinary Share	1	1
(f) Basic and Diluted Earning per Share	(0.14)	0.08

35. a. The Company has set up Agri-warehousing and Marketing infrastructure at various locations against which company is entitled to back ended subsidy as per the Scheme of Ministry of Agriculture, Govt of India .
- b. The eligible amount of subsidy is disbursed by NABARD directly to the financing bank, which is kept in separate account by the bank and interest charged by bank on term loan amount equivalent to subsidy received is refunded/ credited to the company. While payment of last installment of term loan or five years from the date of disbursement of first installment of term loan, whichever is later, the balance in subsidy account will be adjusted with credited in the term loan.
- c. The amount of subsidy of ₹ 12,31,89,637/- (previous year ₹ 12,31,90,187/-) directly received by the Bank and kept under lien for term loan is shown in Other Non Current Assets in Note No. 13.

# Notes

## NOTES FORMING INTEGRAL PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

### 36. Disclosure on Financial and Derivative Instruments:

The Company uses foreign currency forward exchange contracts to hedge its exposures in foreign currency related to firm commitment and highly probable forecasted transactions.

(i) Notional amounts of forward contract entered into by the company and outstanding

Particulars	2013-2014			2012-2013			
	Currency	No. of Contracts	Amount in Foreign Currency	Amount in INR	No. of Contracts	Amount in Foreign Currency	Amount in INR
Import of goods and buyers credit availed	US \$	12	2,17,18,291	140,38,97,028	20	5,56,36,467	310,60,82,092
Export of Goods	US \$	35	2,42,33,232	154,61,62,513	1	26,88,000	15,20,33,280

All the above contracts are for hedging purpose and not for speculation

(ii) Foreign currency exposure which are not hedged as at year end :

a) Payable in Foreign Currency

Particulars	2013-2014			2012-2013		
	Currency	Amount in Foreign Currency	Amount in In INR	Currency	Amount in Foreign Currency	Amount in In INR
	US \$	3,87,74,240	232,80,05,399	US \$	4,38,26,164	239,07,17,279
	Euro	10,43,280	86,34,1853	Euro	—	—

b) Receivable in Foreign Currency

Particulars	2013-2014			2012-2013		
	Currency	Amount in Foreign Currency	Amount in In INR	Currency	Amount in Foreign Currency	Amount in In INR
	US \$	1,14,91,173	68,39,54,642	US \$	4,38,26,164	239,07,17,279

### 37. Disclosure as per AS-15 – EMPLOYEE BENEFITS

#### A) GRATUITY

i) The Company has opted for scheme with Life Insurance Corporation of India to cover its liabilities towards employees gratuity. The annual premium paid to Life Insurance Corporation of India is charged to Profit and Loss Account. The Company also carries out actuarial valuation of gratuity using Projected Unit Credit Method as required by Accounting Standard 15 "Employee Benefits" (Revised 2005) and difference between fair value of plan assets and liability as per actuarial valuation as at year end is recognized in statement of Profit and Loss.

Disclosure as per AS-15 is as under :

	2013-2014	2012-2013
<b>Change in obligation during the year ended 31<sup>st</sup> March 2014</b>		
Obligation at the beginning of the year	87,14,497	50,07,007
Current Service cost	13,58,763	7,47,197
Interest Cost	7,18,946	4,25,596
Actuarial (Gains)/Losses	(26,54,088)	29,05,249
Benefits payments	(5,34,458)	(3,70,552)
Obligations at the end of the year	76,03,660	87,14,497
<b>Change in the fair value of plan assets</b>		
Fair value of plan assets at the beginning of the year	59,75,860	48,61,269
Expected return on plan assets	5,19,900	4,18,069
Contributions	11,68,596	9,97,633
Benefits paid	(5,34,458)	(3,70,552)
Actuarial Gains/(Losses) on plan assets	50,376	69,441
Fair value of plan assets at the end of the year	71,80,274	59,75,860



# Notes

## NOTES FORMING INTEGRAL PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

<b>Amount recognised in Balance Sheet</b>		
Present value of defined benefit obligation at the end of the year	<b>(76,03,660)</b>	87,14,497
Fair value of plan assets at the end of the year	<b>71,80,274</b>	59,75,860
Net (Liability)/Asset recognized in balance sheet	<b>(4,23,386)</b>	(27,38,637)
<b>Balance Sheet Reconciliation</b>		
Net Liability at the beginning of the year	<b>27,38,637</b>	1,45,738
Expenses recognized during the year	<b>(11,46,655)</b>	35,90,532
Contributions during the year	<b>(11,68,596)</b>	(9,97,633)
Net (Liability)/Asset recognized in balance sheet	<b>4,23,386</b>	27,38,637
<b>Amounts recognised in Statement of profit and loss</b>		
Current service cost	<b>13,58,763</b>	7,47,197
Interest cost	<b>7,18,946</b>	4,25,596
Expected return on plan assets for the year	<b>(5,19,900)</b>	(4,18,069)
Actuarial (Gains)/Losses	<b>(27,04,464)</b>	28,35,808
Expenditure recognized in the profit and loss account	<b>(11,46,655)</b>	35,90,532
<b>Actual return on plan assets</b>		
Expected return on plan assets for the year	<b>5,19,900</b>	4,18,069
Actuarial Gains/(Losses) on plan assets	<b>50,,376</b>	69,441
Actual return on plan assets	<b>5,70,276</b>	4,87,510
<b>Percentage of each category of plan assets to fair value of plan assets</b>		
Insurer managed funds	<b>71,80,274</b>	59,75,860
Percentage	<b>100%</b>	100%
<b>Actuarial assumptions</b>		
Discount Rate Current	<b>9.31%</b>	8.25%
Salary escalation Current	<b>5.00%</b>	5.00%
Rate of return on plan assets Current	<b>8.70%</b>	8.70%

The Company's gratuity funds are managed by the Life Insurance Corporation of India and therefore the composition of the fund assets is not presently ascertained.

### ii) Expected Contribution to the Fund in the Next Year

	<b>2013-2014</b>	2012-2013
Gratuity	<b>13,45,536</b>	36,97,624

### iii) Amounts recognized in current year and previous four years

Particulars	<b>31<sup>st</sup> March 2014</b>	31 <sup>st</sup> March 2013	31 <sup>st</sup> March 2012	31 <sup>st</sup> March 2011	31 <sup>st</sup> March 2010
<b>Gratuity</b>					
Defined Benefit Obligation	<b>76,03,660</b>	87,14,497	50,07,007	37,70,774	29,32,751
Fair Value of Plan Assets	<b>71,80,274</b>	59,75,860	48,61,269	41,34,106	33,67,429
Surplus/ (Deficit)	<b>(4,23,386)</b>	(27,38,637)	(1,45,738)	3,63,332	4,34,678
Experience adjustments on plan liabilities Loss / (Gains)	<b>(20,34,002)</b>	27,27,992	8,76,982	3,56,831	(1,96,384)
Experience adjustments on plan assets (Loss) / Gains	<b>50,376</b>	69,441	62,724	64,714	33,606

## B. LEAVE ENCASHMENT

The liability in respect of leave encashment is determined using actuarial valuation carried out as at Balance Sheet date. Actuarial gains and losses are recognized in full in Statement of Profit and Loss for the year in which they occur. Liability on account of Leave Encashment as at the year end ₹ 38,39,575/- (Previous Year ₹ 52,56,287/-).

# Notes

## NOTES FORMING INTEGRAL PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

38. Miscellaneous Expenses in Note 27 includes ₹ 71,72,224/- (Previous Year ₹ 2,48,73,570/-) bad debts written off.

### 39. Value Of Imported And Indigenous Stores & Spares Consumed

	2013-2014		2012-2013	
	Value	%	Value	%
Imported	1,37,390	0.16%	Nil	0%
Indegeneous	8,44,39,037	99.84%	7,63,27,360	100%

### 40. Value Of Imports Calculated On CIF Basis

Raw Materials & Stock in Trade	386,94,13,225	470,38,83,638
Stores, Spares & Consumables	1,37,390	—
Capital Goods	8,48,850	—

#### Expenditure In Foreign Currency

Interest	4,73,00,074	6,95,46,692
Ocean Freight	2,82,67,092	—
Brokerage on Exports	4,23,91,580	—
Others	—	3,53,726

### 41. Dividend remitted in foreign currency to Non Resident Shareholders

#### EQUITY SHARES

Number of Non Resident Equity Shareholders	1	1
Number of Equity Shares held by them	5822800	5822800
(i) Amount of Dividend Paid	3,49,368	3,49,368
(ii) Year to which dividend relates	2012-13	2011-12

#### PREFERENCE SHARES

Number of Non Resident Preference	3	3
Number of Preference Shares held by them	5460613	5460613
(i) Amount of Dividend Paid	3,27,63,678	3,27,63,678
(ii) Year to which dividend relates	2012-13	2011-12

### 42. EARNING IN FOREIGN CURRENCY

Exports of goods – calculated on FOB basis	1240,39,46,610	22,78,51,484
Sale of Carbon Credits	3,80,456	17,96,066

### 43. Disclosure Pursuant to Clause 32 of Listing Agreement with Stock Exchanges

#### A) Loans and Advances in the nature of Advance to Subsidiary

Name of the Company	As at		Maximum Balance During the Year	
	March 31, 2014	March 31, 2013	March 31, 2014	March 31, 2013
Union Infrastructure Services Pvt Ltd	—	—	—	53,619

#### B) Loans and Advances in the nature of Advance to Related Party

Name of the Company	As at		Maximum Balance During the Year	
	March 31, 2014	March 31, 2013	March 31, 2014	March 31, 2013
Nirvana Housing Pvt Ltd	—	4,00,00,000	4,00,00,000	500,00,000

- c. i) None of the parties to whom loans were given have made investment in the shares of the Company.  
ii) The above Advances fall under the category of loans and advances, which are repayable on demand and are interest-free.

# Notes

## NOTES FORMING INTEGRAL PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

### 44. (a) Leases -Where Company is Lessor

The assets given on operating leases by the Company are included in fixed assets. Lease income is recognized in the statement of Profit and Loss on a straight line basis over the lease term . Costs , including depreciation are recognized as an expense in the Statement of Profit and Loss. Initial direct costs are recognized immediately in the statement of Profit and Loss. The Company has not given any premises under non cancellable operating lease.

(i) The total future lease rental receivable as at the balance sheet date is as under :

	2013-2014 ₹	2012-2013 ₹
For a period not latter than one year	6,84,91,988	3,35,20,995
For a period later then one year and not later then five year	2,32,59,500	1,82,90,000
For a period later then five years	—	—

(ii) The aggregate amount of Operating lease income recognized in the Statement of Profit and Loss is ₹ 27,92,75,611/- (Previous Year ₹ 27,28,68,659/-).

### (b) Leases - Where Company is Lessee

The Company has taken office premises and warehouses under operating lease agreements. These are renewable on periodic basis at the option of both lessor and lessee. There is no escalation clause in the lease agreement. There is no sub leases. There are no restriction imposed by the lease agreements.

The company has not recognized any contingent rent as expense in the statement of profit and loss.

The total future lease rental payable as at the balance sheet date is as under :

	2013-2014 ₹	2012-2013 ₹
For a period not later than one year	1,15,70,384	1,45,30,274
For a period later than one year and not later than five years	1,24,45,806	1,55,20,409
For a period later than five years	—	—

(c) The aggregate amount of operating lease payments recognized in the statement of profit and loss is ₹ 2,24,71,055/- (Previous Year ₹ 1,45,60,940/-).

### 45. RELATED PARTY DISCLOSURE

#### List of Related Party Relationships :

#### a. Parties where control exists :

Peninsular Tankers Private Limited (Subsidiary)  
Ruchi Resources Pte. Limited (Subsidiary)  
Mangalore Liquid Impex Private Limited (Subsidiary)  
Union Infrastructure Solutions Private Limited (Subsidiary)  
Narang and Ruchi Developers (Associate)

#### b. Key Management Personnel & their relatives where there are transactions during the year

Mr. Dinesh Shahra, Director  
Mr. Kailash Shahra, Brother of Director  
Mr. Santosh Shahra, Brother of Director  
Mr. Sarvesh Shahra, Son of Director  
Mrs. Vidhya Devi Khandelwal, Sister of Director  
Mr. E. Srinivasulu (upto 12.01.2014)

#### c. Entities where Key Management Personnel & their relatives have significant influence and there are transactions during the year :

Nirvana Housing Pvt. Ltd.  
Ruchi Soya Industries Limited  
Ruchi Biofuels Private Limited  
Mahadeo Shahra Sukrut Trust  
Disha Foundation (Trust)  
Suresh Shahra (HUF)

**Note:** Related Party relationship are identified by the Company and is relied upon by the auditors.

# Notes

NOTES FORMING INTEGRAL PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

Nature of Relationship	Subsidiary				Associate	KMP have significant influence	Relatives of KMP have significant influence		Key Management Personnel		Relatives of Key Management Personnel							
	Peninsular Tankers Pvt Ltd	Mangalore Liquid Impex Pvt Ltd	Ruchi Resources Pte Ltd	Union Infrastructure Solutions Pvt Ltd			Narang & Ruchi Developers	Ruchi Soya Industries Ltd	Nirvana Housing Pvt Ltd	Ruchi Bio Fuels Pvt Ltd	Mahadeo Shahra Sulrat Trust	E Srinivasulu Manager	Dinesh Shahra Director	Dinesh Shahra (trustee of Dishra Foundation)	Kalash Shahra	Suresh Chandra Shahra (HUF)	Santosh Shahra	Sarvesh Shahra
Purchase of Goods	-	-	-	-	-	1325,68,02,247	-	-	-	-	-	-	-	-	-	-	-	-
Interest Paid	-	-	-	-	-	821,23,82,989	-	-	-	-	-	-	-	-	-	-	-	-
Processing Charged Paid	-	-	-	-	-	6,32,555	-	-	-	-	-	-	-	-	-	-	-	-
Rent Paid	-	-	-	-	-	5,97,705	-	-	-	-	-	-	-	-	-	-	-	-
Service Charges Paid	-	-	-	-	-	1,99,96,169	-	-	-	-	-	-	-	-	-	-	-	-
Dividend Paid	-	1,44,000	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Donation	-	96,000	-	-	-	16,39,454	-	-	-	600	2,10,336	4,32,000	4,32,000	72,000	432,000	358	30	
Sale of Goods	-	-	-	-	-	16,39,454	-	-	-	600	2,10,336	4,32,000	4,32,000	72,000	432,000	358	60	
Storage / Warehousing Charges Received	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Dividend Received	-	-	-	-	-	166,01,85,896	-	-	-	-	-	-	-	-	-	-	-	-
Share in Profit of Partnership Firm	-	-	-	-	-	134,34,06,275	-	-	-	-	-	-	-	-	-	-	-	-
Advance given/received Back	-	-	-	-	-	8,92,69,535	-	23,44,155	-	-	-	-	-	-	-	-	-	-
Investment in Share / Partner Capital	-	-	-	-	-	13,63,80,752	-	-	-	-	-	-	-	-	-	-	-	-
Investment Sold / Reduction of Capital	-	-	-	-	-	27,42,425	-	-	-	-	-	-	-	-	-	-	-	-
Managerial Remuneration	-	-	-	-	-	27,42,425	-	-	-	-	-	-	-	-	-	-	-	-
Directors Sitting Fees	-	-	-	-	-	2,28,39,374	-	-	-	-	-	-	-	-	-	-	-	-
OUTSTANDING AT YEAR END	-	-	-	-	-	41,18,368	-	-	-	-	-	-	-	-	-	-	-	-
Amount Payable at year end	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Sundry Creditors	-	-	-	-	-	91,70,24,878	-	1,38,641	-	-	-	-	-	-	-	-	-	-
Other Liabilities	-	-	-	-	-	19,10,33,076	-	-	-	-	-	-	-	-	-	-	-	-
Amount Receivable at Year end	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Advance Recoverable	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Investment	3,78,00,001	51,000	2,24,100	1,00,000	11,93,08,430	32,75,16,711	-	-	-	-	-	-	-	-	-	-	-	-
Balance in Current Account	3,78,00,001	51,000	2,24,100	1,00,000	15,58,18,752	22,15,37,434	-	-	-	-	-	-	-	-	-	-	-	-
NOTE : Figures in Italics represent previous year	-	-	-	-	-	41,70,661	-	-	-	-	-	-	-	-	-	-	-	-

# Notes

## NOTES FORMING INTEGRAL PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

### NOTE 46 : SEGMENT REPORTING

#### (a) Primary Segment - Business Segment

	Oils	Other Commodities	Infrastructure	Others	Unallocable	Total
Segment Revenue	2174,06,36,604	1550,36,43,075	43,38,15,529	2,33,50,525	—	3770,14,45,733
	<i>2218,50,64,709</i>	<i>9,03,18,639</i>	<i>42,88,87,324</i>	<i>2,46,29,124</i>	—	<i>2272,88,99,796</i>
Segment Result Before Finance Cost & Tax	(9,32,94,549)	22,66,05,707	14,89,84,376	28,95,773	12,47,80,969	40,99,72,276
Finance Cost	10,75,98,085	85,77,960	15,73,44,501	26,62,851	14,89,69,458	42,51,52,855
						41,85,16,952
						25,24,18,032
Profit Before Taxes						(85,44,676)
						17,27,34,823
Provision for Taxes						—
Current Taxes						7,10,00,000
Deferred Taxes						(1,78,27,590)
						4,78,91,420
Profit After Taxes						92,82,914
						5,38,43,403
Segment Assets	420,55,47,470	373,82,69,880	172,03,44,400	1,57,23,140	61,37,53,675	1029,36,38,565
	<i>397,69,15,134</i>	—	<i>169,88,66,635</i>	<i>1,52,40,620</i>	<i>267,56,86,545</i>	<i>836,67,08,934</i>
Segment Liabilities	401,34,58,131	113,29,11,726	3,93,97,754	13,71,371	2,32,17,331	521,03,56,313
	<i>356,29,79,683</i>	—	<i>3,76,97,175</i>	<i>5,94,444</i>	<i>1,69,80,912</i>	<i>361,82,52,214</i>
Segment Depreciation	4,48,77,307	—	13,90,24,148	56,847	1,26,84,315	19,66,42,617
	<i>5,03,14,088</i>	—	<i>15,79,07,316</i>	<i>58,664</i>	<i>1,39,99,972</i>	<i>22,22,80,040</i>
Cost Incurred to Acquire Fixed Assets	1,08,04,157	—	1,51,48,821	22,166	77,71,059	3,37,46,203
	<i>63,91,728</i>	—	<i>5,01,15,500</i>	<i>27,572</i>	<i>1,65,116</i>	<i>5,66,99,916</i>
Non Cash Expenditure other than Depreciaton	—	—	—	—	—	—

Note : Figures in Italics represent previous year figures

	Year Ended March 31, 2014	Year Ended March 31, 2013
(b) Secondary Segment - Geographical Segment	₹	₹
All Operating facilities of the Company are located in India		
Domestic Revenue	2518,57,54,195	2250,10,48,310
Export Revenue	1251,56,91,538	22,78,51,485
<b>Total Revenue</b>	<b>3770,14,45,733</b>	<b>2272,88,99,795</b>
<b>Unallocated Segment Liabilities Exclude the Following</b>		
Long Term Borrowings	106,93,43,078	134,57,92,876
Short Term Borrowings	264,25,27,240	208,45,20,460
Deferred Tax Liabilities	4,81,84,494	6,60,12,084
Provision for Dividend	4,50,78,075	4,50,78,075
Corporate Tax on Dividend	76,61,019	76,61,019
<b>Unallocated Segment Assets Exclude the Following</b>		
Non Current Investments	89,73,19,107	107,28,56,152
Advance Tax & TDS	9,37,07,619	3,42,95,359

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# Notes

## NOTES FORMING INTEGRAL PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

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47. The Ministry of Corporate affairs , Government of india Vide General Circular No 2 and 3 dated 8<sup>th</sup> February 2011 and 21<sup>st</sup> February 2011 respectively, granted a general exemption from Compliance with Section 212 of the Companies Act, 1956,subject to fulfillment of conditions stipulated in the circular. Necessary information relating to the subsidiaries has been included in the Consolidated Financial Statements.
48. The financial statements have been prepared in line with the requirements of Revised Schedule VI of Companies Act, 1956 as introduced by the Ministry of Corporate Affairs from the financial year ended on 31<sup>st</sup> March 2012. Accordingly, assets and liabilities are classified between current and non-current considering 12 month period as operating cycle.
49. Previous years figures have been re grouped or rearranged where ever considered necessary to make them comparable with current year's figures.
50. General Company Information Significant Accounting policies and practices adopted by the Company are disclosed as under :-

### 1. GENERAL COMPANY INFORMATION

Ruchi Infrastructure Ltd is a Public Limited Company incorporated on 28<sup>th</sup> August 1984 as Columbia Leasing and Finance Ltd . The Name of the Company was changed to Ruchi Infrastructure and Finance Ltd on 2<sup>nd</sup> September 1994 and to Ruchi Infrastructure Ltd on 14<sup>th</sup> June, 1995 . The Company is engaged in the business of infrastructure, development and operation of Storage Tanks, Warehouses and Jetty. The Company also operates a Edible Oil Refinery. The Company is also engaged in Trading in various products, goods and generation of power from wind energy. The Registered Office of the company is situated at 615, Tulsiani Chambers, Nariman Point, Mumbai-400021. The Company's shares are listed on the BSE Limited and the National Stock Exchange of India Limited.

### 2. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

#### a) Basis of Accounting

The Accounts have been prepared in accordance with the historical cost convention. The financial statements are prepared as a going concern under the historical cost convention on an accrual basis of accounting in accordance with the Generally Accepted Accounting Principles (GAAP), Accounting Standards Issued by the Institute of Chartered Accountants of India, as applicable, and the relevant provisions of the Companies Act, 1956.

#### b) Use of Estimates

The preparation and presentation of financial statements requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of financial statements and the reported amounts of revenue and expenses during the reported period. The difference between actual results and estimates are recognized in the period in which the results are known / materialized.

#### c) Revenue recognition

The Company follows mercantile system of the accounting and recognises income and expenditure on accrual basis except those with significant uncertainties.

Sales revenue is recognised on transfer of the significant risks and rewards of ownership of the goods to the buyer and stated net of sales tax, VAT, trade discounts and rebates but includes excise duty.

Income from services is recognised as they are rendered based on arrangement / agreement with the concern customers.

The Export incentives are accounted for on accrual basis taking into account certainty of realisation and its subsequent utilisation.

Interest income is recognised on time proportion basis.

#### d) Fixed Assets

##### i) Fixed Assets

Fixed assets (Tangible and Intangible) are stated at cost of acquisition or construction, development, net of tax / duty credit availed if any, including any cost attributable for bringing the assets to its working condition for its intended use, less depreciation, amortization and impairment, if any (except freehold land).

##### ii) Capital Expenditure

Assets under erection/installation are shown as "Capital work in progress", Expenditure during construction period are shown as "pre-operative expenses" to be capitalized on erection/installations of the assets.

#### e) Depreciation

Depreciation on fixed assets is provided on written down value method at the rates and in the manner specified in Schedule XIV of the Companies Act, 1956. Depreciation on assets added/disposed off during the year has been provided on pro-rata basis with reference to the date of addition / disposal, except for low value items costing ₹ 5,000/- or less are written off fully in the year of purchase. Premium on Lease hold land is amortized over the period of lease.

Intangible assets - Computer software are amortized over its useful life.

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# Notes

## NOTES FORMING INTEGRAL PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

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**f) Borrowing cost**

Borrowing cost attributable to the acquisition and constructions of qualifying assets are capitalised as part of the cost of such asset up to the date when such asset is ready for its intended use. Other borrowing costs are charged to statement of Profit and Loss as an expenses in the year in which they are incurred.

**g) Valuation of inventories**

Inventories are valued at lower of cost or net realisable value, except by-product/scrap is valued at net realisable value. Cost of inventory is arrived at by using Moving Average Price Method. Cost of inventory of finished goods and work in progress is generally comprises of cost of purchases, cost of conversion and other cost incurred in bringing the inventories to their present location and condition. The excise duty in respect of closing inventory of realizable by products is included as cost of the product.

**h) Government Grant**

Government grants and subsidies from Government are recognized when there is reasonable certainty that the grant / subsidy will be received and all attaching conditions will be complied with. Government grants whose primary condition is that the Company should purchase , construct or otherwise acquire capital assets are presented by deducting them from the carrying value of the assets. The grant is recognized as income over the life of a depreciable asset by way of a reduced depreciation charge. Government grants in the nature of promotor's contribution like investment subsidy, where no repayment is ordinarily expected in respect thereof, are treated as capital reserve.

**i) Investment**

Investment are valued at cost of acquisition. In case of long term investments, no provision is made for diminution in the value of investments, where, in the opinion of the Board of Directors such diminution is temporary.

Current Investments are stated at lower of cost or market/fair value.

**j) Foreign currency transaction**

a) All transactions in foreign currency are recorded at the rates of the exchange prevailing on the dates when the relevant transactions took place; any gain/ loss on account of the fluctuations in the rate of exchange is recognized in the statement of Profit and Loss.

b) Monetary items in the form of loans, current assets and current liabilities in foreign currencies at the close of the year are converted in the Indian currency at the appropriate rate of exchange prevailing on the dates of the Balance Sheet. Resultant gain or loss on account of fluctuation in the rate of exchange is recognized in the statement of Profit and Loss .

c) In respect of the Forward Exchange Contracts entered into to hedge foreign currency risks, the difference between the Forward Rate and Exchange Rate at the inception of the contract is recognized as income or expense over the life of the contract. Further, the exchange difference arising on such contracts are recognized as income or expense along with the exchange difference on the underlying assets/ liabilities.

**k) Employee Benefits.**

**(a) Post-employment benefit plans**

i) Defined Contribution Plan - Contributions to Provident Fund and Family Pension fund are accrued in accordance with applicable statute and deposited with appropriate authorities.

ii) Defined Benefit Plan

a. The liability in respect of leave encashment is determined using actuarial valuation carried out as at Balance Sheet date. Actuarial gains and losses are recognized in full in Statement of Profit and Loss for the year in which they occur.

b. The Company has opted for scheme with Life Insurance Corporation of India to cover its liabilities towards employees gratuity. The annual premium paid to Life Insurance Corporation of India is charged to Statement of Profit and Loss. The Company also carries out actuarial valuation of gratuity using Projected Unit Credit Method as required by Accounting Standard 15 "Employee Benefits" (Revised 2005) and difference between fair value of plan assets and liability as per actuarial valuation as at year end is recognized in Statement of Profit and Loss.

**(b) Short term employee benefits**

The undiscounted amount of short term employee benefits expected to be paid in exchange for services rendered by employees is recognized during the period when the employees render the services. These benefits include compensated absence also.

**l) Provision, Contingent Liabilities and Contingent Asset**

Provision involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is possible that there will be an outflow of resources . Contingent liabilities are not recognized but are disclosed in the Financial statements. Contingent assets are neither recognized nor disclosed in the financial statements.

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# Notes

## NOTES FORMING INTEGRAL PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

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### m) Taxes on Income

Provision for Current Tax is the amount of tax payable on taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

Deferred tax is recognised on the timing difference, being the difference between taxable income and the accounting income for the year and quantified using the tax rates and laws enacted or substantively enacted as on the balance sheet date.

Deferred tax assets are recognised and carried forward to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax asset can be realized.

### n) Segment Accounting

Segment Accounting Policies :-

Following accounting policies have been followed by the company for segment reporting.

(1) The Company has disclosed business segment as the primary segment. Segments have been identified taking into account the type of products, the differing risk and returns and the internal reporting system. The various segments identified by the Company comprised as under :

Name of Segment	Comprised of
Oils	– Manufacturing and trading of Oils and Vanaspati
Other Commodities	– Trading of other commodity
Infrastructure	– Storage, Agri Warehousing, Wind Energy
Others	– Manufacturing of Soaps, other.

By products related to each segment have been included in respective segment.

(2) Segment revenue, segment results, segment assets and segment liabilities includes respective amounts directly identified with the segment and also an allocation on reasonable basis of amounts not directly identified. The expenses which are not directly relatable to the business segment are shown as un-allocable corporate cost. Assets and liabilities that cannot be allocated between the segments are shown as un-allocable corporate assets and liabilities respectively. Inter segment revenue are recognised at sale price.

### o) Impairment of Assets

The carrying amount of assets are reviewed at each Balance Sheet date, if there is any indication of impairment based on internal/ external factors.

An asset is impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the statement of profit and loss in the year in which an asset is identified as impaired. An impairment loss recognized in prior period is reversed if there has been an indication that impairment loss recognised for an asset no longer exists or may have decreased.

### p) Leases

a) As a Lessee

Leases, where risk and reward of ownership, are significantly retained by the lessor are classified as operating leases and lease rental thereon are charged to the statement of profit and loss over the period of lease.

b) As a Lessor

Assets subject to operating leases are included in fixed assets, lease income is recognized in the statement of profit and loss on straight line basis over the lease term. Cost including depreciation are recognized as an expenses in the statement of profit and loss. Initial direct costs such as legal cost, brokerage cost etc. recognized immediately in the statement of profit and loss account.

### q) Cash Flow Statement

Cash Flows are reported using indirect method, whereby Profit ( loss ) before extraordinary items and tax is adjusted for the effect of transactions of non cash nature and any deferrals or accruals of the past or future cash receipts or payments. The Cash Flow from Operating , Investing and Financial activities of the Company are segregated based on the available information.

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As per our Report of even date attached

For and on behalf of the Board of Directors

**For ASHOK KHASGIWALA & CO.**  
Chartered Accountants

**Dinesh Shahra**  
Director

**Naveen Gupta**  
Director

**CA Ashok Khasgiwala**  
Partner

**N.K. Maheshwari**  
General Manager - Accounts

**Ashish Mehta**  
Company Secretary

Membership No. 70288  
Mumbai, May 30, 2014

Mumbai, May 30, 2014



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# Independent Auditors' Report

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TO  
THE BOARD OF DIRECTORS  
RUCHI INFRASTRUCTURE LIMITED

## Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statement of Ruchi Infrastructure Limited (the Company), its subsidiaries and associates (collectively referred to as the Group) which comprise the consolidated Balance Sheet as at 31<sup>st</sup> March, 2014 and the consolidated Statement of Profit and Loss and consolidated Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

## Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position and consolidated financial performance and the consolidated cash flows of the company in accordance with the accounting principles generally accepted in India including Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ('the Act') read with the General Circular 15/2013 dated 13<sup>th</sup> September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated 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 consolidated financial statements based on our audit. We conducted our audit in accordance with 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 consolidated financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depends on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated 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 consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. 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 consolidated 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 and based on the consideration of the reports of the other Auditors on the financial statements of the subsidiaries and associate as noted below, the consolidated financial statements give a true and fair view in conformity with accounting principles generally accepted in India:

- i. in the case of the Consolidated Balance Sheet, of the state of affairs of the Company as at 31<sup>st</sup> March, 2014;
- ii. in the case of the Consolidated Statement of Profit and Loss, of the Profit for the year ended on that date; and
- iii. in the case of the Consolidated Cash Flow Statement, of the cash flows for the year ended on that date.

## Other Matter

We did not audit the financial statements of three subsidiaries included in the consolidated financial statements, which constitutes total assets of ₹ 2,17,43,481/- and net assets of ₹ 5,24,254/- as at 31<sup>st</sup> March 2014 and total revenues of ₹ 1,44,000/-, net loss of ₹ 45,610/- and net cash outflows amounting to ₹ 7,21,027/- for the year then ended and one associate firm whose net profit of ₹ 3,26,27,677/- for the year then ended. These financial statements and other financial information have been audited by other auditors whose reports have been furnished to us and our opinion on the consolidated financial statements to the extent they have been derived from such financial statements is based solely on the report of such other auditors.

Our opinion is not qualified in respect of other matters.

For **Ashok Khasgiwala & Co.**  
Chartered Accountants  
(Firm Reg. No. 0743C)

(**CA Ashok Khasgiwala**)  
Partner  
M.No 70288

Place : Camp Mumbai  
Date : 30<sup>th</sup> May, 2014

# Consolidated Balance Sheet

AS AT MARCH 31, 2014

(Amounts in ₹)

Particulars	Note No	As at 31st March 2014	As at 31st March 2013
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholders' Funds</b>			
(a) Share capital	1	75,13,01,242	75,13,01,242
(b) Reserves and surplus	2	154,21,85,522	158,78,90,733
		<b>229,34,86,764</b>	233,91,91,975
<b>(2) Non-Current Liabilities</b>			
(a) Long-term borrowings	3	69,32,89,668	100,21,85,338
(b) Deferred tax liabilities (Net)	4	1,68,50,906	3,44,68,000
(c) Long-term Provisions	5	31,45,224	46,80,140
		<b>71,32,85,798</b>	104,13,33,478
<b>(3) Current Liabilities</b>			
(a) Short-term borrowings	6	266,36,14,546	210,56,07,766
(b) Trade payables	7	495,41,62,215	350,57,98,864
(c) Other current liabilities	8	62,77,77,212	47,12,72,461
(d) Short-term Provisions	9	5,38,56,831	5,60,53,878
		<b>829,94,10,804</b>	613,87,32,969
<b>Minority Interest</b>		<b>2,44,013</b>	2,60,069
<b>TOTAL</b>		<b>1130,64,27,379</b>	<b>951,95,18,491</b>
<b>II. ASSETS</b>			
<b>(1) Non-Current Assets</b>			
(a) Fixed assets	10		
(i) Tangible assets		185,40,03,109	203,37,73,661
(ii) Intangible assets		66,796	1,11,326
(iii) Capital work-in-progress		85,98,700	1,92,98,696
		<b>186,26,68,605</b>	205,31,83,683
(b) Non-current Investments	11	85,93,68,106	103,49,05,151
(c) Long-term loans and advances	12	16,40,86,460	10,59,06,664
(d) Other non-current assets	13	12,55,19,945	12,31,97,359
		<b>301,16,43,116</b>	331,71,92,857
<b>(2) Current Assets</b>			
(a) Current Investments	14	10,78,06,000	41,70,661
(b) Inventories	15	410,78,52,700	289,81,90,605
(c) Trade Receivables	16	287,67,36,453	70,19,20,195
(d) Cash and Bank Balances	17	25,91,01,884	229,58,21,676
(e) Short-term loans and advances	18	52,76,61,782	26,88,67,239
(f) Other current assets	19	41,56,25,444	3,33,55,258
		<b>829,47,84,263</b>	620,23,25,634
<b>TOTAL</b>		<b>1130,64,27,379</b>	<b>951,95,18,491</b>

The accompanying notes to accounts forming integral part to the financial statements 1 to 42  
Significant accounting policies 43

As per our Report of even date attached

For and on behalf of the Board of Directors

**For ASHOK KHASGIWALA & CO.**  
Chartered Accountants

**Dinesh Shahra**  
Director

**Naveen Gupta**  
Director

**CA Ashok Khasgiwala**  
Partner

**N.K. Maheshwari**  
General Manager - Accounts

**Ashish Mehta**  
Company Secretary

Membership No. 70288  
Mumbai, May 30, 2014

Mumbai, May 30, 2014

# Statement of Consolidated Profit and Loss

FOR THE YEAR ENDED MARCH 31, 2014

(Amounts in ₹)

Particulars	Note No		For the year 2013-14	For the year 2012-13
<b>REVENUE</b>				
I. Revenue from operations (Gross)	20	3779,61,12,934		228,052,30,806
Less : Excise Duty		7,02,26,576	3772,58,86,358	5,38,85,010
Net Revenue from Operations			3772,58,86,358	2275,13,45,796
II. Other income	21		17,01,59,108	22,42,26,900
<b>III. Total Revenue (I + II)</b>			<b>3789,60,45,466</b>	<b>2297,55,72,696</b>
<b>IV. EXPENSES</b>				
Cost of materials consumed	22		1020,62,40,850	1368,48,75,058
Purchases of Stock-in-Trade	23		2723,25,50,630	780,15,97,260
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	24		(188,04,56,308)	(28,47,18,417)
Employee benefits expense	25		9,74,30,574	9,70,01,756
Finance costs	26		41,85,16,952	24,74,63,781
Depreciation and amortisation expenses	10		19,66,42,616	22,22,80,040
Other expenses	27		165,58,68,591	103,49,33,656
<b>Total expenses</b>			<b>3792,67,93,905</b>	<b>2280,34,33,134</b>
<b>V. Profit before exceptional and extraordinary items and tax (III-IV)</b>			<b>(3,07,48,439)</b>	<b>17,21,39,562</b>
VI. Exceptional / Extraordinary items			—	—
<b>VII. Profit before tax (V - VI)</b>			<b>(3,07,48,439)</b>	<b>17,21,39,562</b>
<b>VIII. Tax expense:</b>				
Current tax			—	7,10,21,000
Deferred tax			(1,76,17,094)	4,85,05,964
<b>IX. Profit for the Year after taxation, before share in Profit of associate and minority interest (VII-VIII)</b>			<b>(1,31,31,345)</b>	<b>5,26,12,598</b>
X. Share in Profit of associate			2,28,39,374	41,18,378
XI. Minority Interest			(16,055)	21,945
<b>XII. Profit for the Year (IX + X - XI)</b>			<b>97,24,084</b>	<b>5,67,09,031</b>
<b>XIII. Earning per equity share: (Face Value of ₹ 1/- each)</b>				
(1) Basic			(0.14)	0.09
(2) Diluted			(0.14)	0.09
The accompanying notes to accounts forming integral part to the financial statements	1 to 42			
Significant accounting policies	43			

As per our Report of even date attached

For and on behalf of the Board of Directors

**For ASHOK KHASGIWALA & CO.**  
Chartered Accountants

**CA Ashok Khasgiwala**  
Partner

Membership No. 70288  
Mumbai, May 30, 2014

**Dinesh Shahra**  
Director

**N.K. Maheshwari**  
General Manager - Accounts

**Naveen Gupta**  
Director

**Ashish Mehta**  
Company Secretary

Mumbai, May 30, 2014

# Cash Flow

## CASH FLOW STATEMENT ANNEXED TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

Particulars	2013-2014 ₹	2012-2013 ₹
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net profit before tax & Extraordinary Item	(3,07,48,439)	17,21,39,562
Adjustment For :		
Depreciation	19,66,42,616	22,22,80,041
Finance Cost	41,85,16,952	25,24,18,032
Interest Received	(16,36,62,016)	(18,10,30,443)
Dividend Income	(27,42,425)	(27,42,425)
Amortisation of Forex Expenses in FCMITDA	(26,90,201)	
Depreciation and amortisation adjustments	—	(1,67,31,210)
(Profit) / Loss on Sale of Fixed Assets	(10,31,583)	(96,69,459)
Dimunition in Value of Investment	34,37,500	4,30,079
Investments written off	—	6,27,150
<b>Operating profit before working capital changes</b>	<b>41,77,22,404</b>	<b>43,77,21,327</b>
Adjustment For :		
Trade and other receivables	(281,41,59,473)	70,56,20,340
Inventories	(120,96,62,095)	(128,96,67,128)
Trade and Other Payables	156,86,90,263	50,86,47,813
	(245,51,31,305)	(7,53,98,975)
<b>Cash Generated from Operations</b>	<b>(2,03,74,08,901)</b>	<b>36,23,22,352</b>
Direct Taxes Paid	(5,94,38,140)	(8,36,67,582)
<b>Net cash flow from / (used in) operating activities</b>	<b>(2,09,68,47,041)</b>	<b>27,86,54,770</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of fixed assets	(2,36,72,981)	(3,21,57,631)
Sale of fixed assets	1,79,50,252	4,30,95,903
Subsidy Received on Fixed Assets	—	8,80,59,000
Purchase of New Investment	(21,43,77,403)	(57,000)
Sale of Investment	30,56,80,983	3,38,52,150
Interest Received	16,36,62,016	18,10,30,443
Dividend Received	27,42,425	27,42,425
(Investment in) / Redemption of bank deposit with maturity more than three months	207,61,07,085	(199,59,39,814)
<b>Net cash flow from / (used in) Investing Activities</b>	<b>2,32,80,92,377</b>	<b>(1,67,93,74,524)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from long and short term Borrowing	260,08,69,842	16,85,01,211
Repayment of long and short term Borrowing	(231,93,12,860)	(15,41,67,400)
Finance Cost	(41,85,16,952)	(25,24,18,032)
Dividend and Dividend Tax Paid	(5,27,39,093)	(5,23,90,865)
<b>Net cash flow from / (used in) financing activities</b>	<b>(18,96,99,063)</b>	<b>(29,04,75,086)</b>
<b>D. Net Increase / (Decrease) in Cash and Cash Equivalents</b>	<b>4,15,46,273</b>	<b>(169,11,94,840)</b>
Cash and Cash Equivalents at Beginning of the Year	19,55,26,759	188,67,21,599
<b>Cash and Cash Equivalents at End of the Year</b>	<b>23,70,73,032</b>	<b>19,55,26,759</b>
Bank balances not considered as cash and cash equivalent	2,20,28,852	210,02,94,917
<b>Cash and bank balances as at the year end</b>	<b>25,91,01,884</b>	<b>229,58,21,676</b>

As per our Report of even date attached

For and on behalf of the Board of Directors

**For ASHOK KHASGIWALA & CO.**  
Chartered Accountants

**Dinesh Shahra**  
Director

**Naveen Gupta**  
Director

**CA Ashok Khasgiwala**  
Partner

**N.K. Maheshwari**  
General Manager - Accounts

**Ashish Mehta**  
Company Secretary

Membership No. 70288  
Mumbai, May 30, 2014

Mumbai, May 30, 2014

# Notes

NOTES FORMING INTEGRAL PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

(Amounts in ₹)

Particulars	As at	
	31st March 2014	31st March 2013
<b>Note - 1 : SHARE CAPITAL</b>		
<b>A Authorised</b>		
i) Equity Shares 50,00,00,000 equity shares (Previous Year 50,00,00,000 equity shares) of Re 1/- each	50,00,00,000	50,00,00,000
ii) Preference Shares 2,00,00,000 (Previous Year 2,00,00,000) Non Convertible, Cumulative, Redeemable Preference Shares of ₹ 100/- each	200,00,00,000	200,00,00,000
	<b>250,00,00,000</b>	<b>250,00,00,000</b>
<b>B Issued, Subscribed and Fully Paid-up</b>		
i) Equity Shares 20,52,39,942 Equity Shares (Previous Year 20,52,39,942 equity shares) of Re 1/- each fully paid up	20,52,39,942	20,52,39,942
ii) Preference Shares 54,60,613 (Previous Year 54,60,613) 6% Non Convertible, Cumulative, Redeemable Preference Shares of ₹ 100/- each fully paid up	54,60,61,300	54,60,61,300
<b>TOTAL</b>	<b>75,13,01,242</b>	<b>75,13,01,242</b>

1.1 The reconciliation of the number of shares and amount outstanding is set out below:

Particulars	As at March 31, 2014		As at March 31, 2013	
	No. of Shares	Amount	No. of Shares	Amount
<b>A. Equity Shares :</b>				
Equity Shares at the beginning of the year	20,52,39,942	20,52,39,942	20,52,39,942	20,52,39,942
Add: Shares issued during the year	—	—	—	—
Equity Shares at the end of the Year	<b>20,52,39,942</b>	<b>20,52,39,942</b>	<b>20,52,39,942</b>	<b>20,52,39,942</b>
<b>B. Preference Shares :</b>				
Preference Shares at the beginning of the year	54,60,613	54,60,61,300	54,60,613	54,60,61,300
Shares issued during the year	—	—	—	—
Preference Shares at the end of the year	<b>54,60,613</b>	<b>54,60,61,300</b>	<b>54,60,613</b>	<b>54,60,61,300</b>

## 1.2 Terms / Rights attached to Equity Shares :

The company has one class of equity shares having a par value of ₹ 1/- per share. Each shareholder is eligible for one vote per share. The dividend proposed by the Board of Directors is subject to the approval of shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders will be entitled to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion to their shareholding.

## 1.3 Terms / Rights attached to Preference Shares :

Preference Shares are Non Convertible, Cumulative, Redeemable and have a Par Value of ₹ 100/- per share. Each Preference Shareholder is eligible for one vote per share only on resolutions affecting their rights and interest. Shareholders are entitled to dividend at the rate of 6% p.a. which is cumulative. In the event of liquidation of the Company before redemption, the holders of Preference shares will have priority over equity shares in the payment of dividend and repayment of capital.

# Notes

NOTES FORMING INTEGRAL PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

## 1.4 The details of shareholders' holding more than 5 % Shares

### A. EQUITY SHARES :

Name of shareholder	As at March 31, 2014		As at March 31, 2013	
	No. of Shares held	% of holding	No. of Shares held	% of holding
Bunkim Finance and Investments Pvt Ltd	2,89,86,321	14.12	2,89,86,321	14.12
Ruchi Soya Industries Ltd	2,73,24,239	13.31	2,73,24,239	13.31
Mahakosh Holding Pvt Ltd	1,50,57,840	7.34	1,50,57,840	7.34
Mavi Investment Fund Ltd	1,47,04,752	7.17	1,47,04,752	7.17

### B. PREFERENCE SHARES :

Name of shareholder	As at March 31, 2014		As at March 31, 2013	
	No. of Shares held	% of holding	No. of Shares held	% of holding
Wellway Development Ltd	27,96,281	51.21	27,96,281	51.21
Apec Investments Ltd	17,33,345	31.74	17,33,345	31.74
Everlead Trading Ltd	9,30,987	17.05	9,30,987	17.05

## 1.5 The Company had allotted 6% Non Convertible, Cumulative, Redeemable Preference Shares of ₹ 100/- each as under :

17,33,345 Shares were allotted on 31st March 2006

37,27,268 Shares were allotted on 9th October 2006

The aforesaid Preference Shares are redeemable as under :

₹ 33/- to be redeemed after 12 years from date of allotment

₹ 33/- to be redeemed after 13 years from date of allotment

₹ 34/- to be redeemed after 14 years from date of allotment

The Company at its sole discretion has an option to prematurely redeem the preference shares in full or in part after completion of three years from the date of allotment.

## 1.6 For the period of five years immediately preceding the date at which the Balance Sheet is prepared, i.e. 31.03.2014 the company has not:

- allotted any shares pursuant to Contract(s) without payment being received in Cash,
- allotted any shares as fully paid up by way of bonus shares,
- bought back any shares / class of shares.

(Amounts in ₹)

	As at March 31, 2014	As at March 31, 2013
<b>NOTE - 2 : RESERVES &amp; SURPLUS</b>		
<b>Capital Reserve</b>		
Balance as at the beginning of the year	55,20,47,632	55,20,47,632
Add : Received during the year	—	—
Balance as at the end of the year	55,20,47,632	55,20,47,632
<b>Securities Premium Account</b>		
Balance as at the beginning of the year	11,79,04,024	11,79,04,024
Add : Received during the year	—	—
Balance as at the end of the year	11,79,04,024	11,79,04,024
<b>Capital Subsidy</b>		
Balance as at the beginning of the year	20,00,000	20,00,000
Less : Transfer to General Reserve	—	—
Balance as at the end of the year	20,00,000	20,00,000
<b>General Reserve</b>		
Balance as at the beginning of the year	88,86,40,864	87,86,40,864
Add : Transfer from Statement of Profit and Loss	—	1,00,00,000
Balance as at the end of the year	88,86,40,864	88,86,40,864
<b>Foreign Currency Monetary Items Translation Difference Account (Refer Note 30)</b>	<b>(6,07,42,665)</b>	<b>(5,80,52,464)</b>

# Notes

NOTES FORMING INTEGRAL PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

(Amounts in ₹)

	As at March 31, 2014	As at March 31, 2013
<b>Surplus in Statement of Profit and Loss</b>		
Balance as at the beginning of the year	8,53,50,677	9,13,80,740
Add : Surplus for the Year	97,24,084	5,67,09,031
	<b>9,50,74,761</b>	<b>14,80,89,771</b>
Less : Appropriations		
Transfer to General Reserve	—	1,00,00,000
Proposed Dividend - Preference	3,27,63,678	3,27,63,678
Proposed Dividend - Equity	1,23,14,397	1,23,14,397
Tax on Proposed Dividend	76,61,019	76,61,019
	<b>4,23,35,667</b>	<b>8,53,50,677</b>
Balance as at the end of the year	<b>1,54,21,85,522</b>	<b>1,58,78,90,733</b>
<b>NOTE - 3 : LONG -TERM BORROWINGS</b>		
<b>a) Secured</b>		
Term Loans		
From State Bank of India	29,19,60,027	36,85,36,353
From Standard Chartered Bank PLC (Foreign Currency Loan)	68,30,96,334	80,54,62,825
From HDFC Bank Ltd	52,04,392	—
	<b>98,02,60,753</b>	<b>117,39,99,178</b>
Less : Shown under current maturities of Long Term Debt		
Loan Installments due within 12 months		
State Bank of India	8,25,00,000	7,60,68,000
Standard Chartered Bank PLC	20,34,29,689	18,48,28,165
HDFC Bank Ltd	10,41,396	—
	<b>28,69,71,085</b>	<b>26,08,96,165</b>
	<b>69,32,89,668</b>	<b>91,31,03,013</b>
<b>b) Unsecured</b>		
Deferred Sales Tax Loan	8,90,82,325	17,17,93,698
Less : Shown under current maturities of Long Term Debt	8,90,82,325	8,27,11,373
	—	8,90,82,325
	<b>69,32,89,668</b>	<b>100,21,85,338</b>

## a. Term Loan from State Bank of India

- i) Term Loan from State Bank of India is secured by (a) exclusive first charge on the fixed assets of the Company created at various locations under the Rural Warehouses and Agri Marketing Infrastructure Facility project of the Company (b) personal guarantee of a Director of the Company.
- ii) Rate of interest on Term Loan for acquisition of assets is 13.30 % p.a. (Previous year 13%) as at the year end and 16.95% p.a (Previous year 16.65%.) on the interest bearing portion of Loan against subsidy receivable from NABARD. (Refer Note No 33)
- iii) Term Loan of ₹ 6,783.02 lacs, Outstanding ₹ 1,687.70 lac (Previous year ₹ 2453.46 lac) from State Bank of India is repayable in 26 scattered instalments starting from quarter ending June 2009 and last installment of ₹ 1,823.92 lacs (Including subsidy received/receivable to be adjusted-Refer note 33) is payable in September 2015.

Year	No of Installments	Amount of Installments	Total Amount (₹)
2009-2010	3	2,38,50,000	7,15,50,000
2009-2010	1	1,00,00,000	1,00,00,000
2010-2011	4	1,90,17,000	7,60,68,000
2011-2012	1	1,90,17,000	1,90,17,000
2011-2012	3	1,90,25,000	5,70,75,000
2012-2013	4	1,90,25,000	7,61,00,000
2013-2014	4	1,90,25,000	7,61,00,000
2014-2015	4	2,06,25,000	8,25,00,000
2015-2016	1	2,75,00,000	2,75,00,000
2015-2016	1	18,23,92,000	18,23,92,000
<b>TOTAL</b>	<b>26</b>		<b>67,83,02,000</b>

# Notes

NOTES FORMING INTEGRAL PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

## b. Foreign Currency Term Loan from Standard Chartered Bank PLC

- Foreign Currency Term Loan from Standard Chartered Bank PLC is secured by (i) First Charge by way of hypothecation of whole of the movable fixed assets including its movable plant and machinery, machinery spares, tools and accessories situated at refinery plant at Kakinada or any part thereof both present and future (ii) storage tank(s) at XXIV/2045, Indira Gandhi Road, Willington Island Cochin, A 2 Reclaimed Area Matsyapuri Cochin, at East Mada Church Street, Royapuram, Chennai and at Dock Zone, Chiranjibpur, Haldia, (iii) 18 Windmills collectively having capacity of 10.80 Mw situated at Village Palsodi, Tehsil Selana, Dist. Ratlam, M.P. and Village Nagda, Dist Ujjain. and (iv) First charge on escrow account opened with Standard Chartered Bank, Chennai where lease payments received from Ruchi Soya Industries Ltd will be deposited.
- Rate of interest is LIBOR + 3.40% p.a. as at the year end. (Previous Year LIBOR + 3.40% p.a)
- The Foreign Currency Term Loan of US \$ 15,895,000 outstanding \$11,377,354 (Previous year \$14,765,588) from Standard Chartered Bank PLC is repayable in 18 scattered quarterly installments starting from quarter ending November 2012 and last installment is payable in February 2017.

Year	No of Installments	Amount of Installments (US \$)	Total Amount (US \$)
2012-2013	2	5,64,706	11,29,412
2013-2014	2	7,52,941	15,05,882
2013-2014	2	9,41,176	18,82,352
2014-2015	4	8,47,059	33,88,236
2015-2016	2	2,82,353	5,64,706
2015-2016	2	3,76,471	7,52,942
2016-2017	3	16,94,118	50,82,354
2016-2017	1	15,89,116	15,89,116
<b>TOTAL</b>	<b>18</b>		<b>1,58,95,000</b>

- Term Loan of ₹ 59,70,000/- from HDFC Bank outstanding ₹ 52,04,392/-secured by charge on specific assets financed by bank. The loan is repayable in 60 Equated Monthly installment of ₹ 1,24,700/- each (including interest) commencing from July, 2013 and last installment being due on June, 2018
- Interest Free Sales Tax Defferment Loan of ₹, 19,19,42,262 availed from the Government of Andhra Pradesh is repayable in three annual installments as under :

Year	No of Installments	Amount of Installments ₹
2012-2013	1	2,01,48,564
2013-2014	1	8,27,11,373
2014-2015	1	8,90,82,325
<b>TOTAL</b>	<b>3</b>	<b>19,19,42,262</b>

- Secured long term borrowings aggregating to ₹ 29,41,87,545/- (Previous year ₹ 37,17,22,517/-) including interest accrued but not due ₹ 22,27,518/- (previous year ₹ 31,86,164/-) are secured by personal guarantee of director.

(Amounts in ₹)

	As at 31st March 2014	As at 31st March 2013
<b>NOTE - 4 : DEFERRED TAX LIABILITIES (NET)</b>		
Deferred Tax Liability		
Due to Depreciation Difference on Fixed Assets	4,81,84,494	6,86,06,037
	4,81,84,494	6,86,06,037
Deferred Tax Assets		
Disallowances under Income Tax Act, 1961	—	25,93,953
Other Timing Differences	3,13,33,588	3,15,44,084
	3,13,33,588	3,41,38,037
Deferred Tax Liability (Net)	1,68,50,906	3,44,68,000
<b>NOTE - 5 : LONG TERM PROVISIONS</b>		
Provision for employee benefits	31,45,224	46,80,140
(Refer Note No 35 for disclosure as per AS-15)	31,45,224	46,80,140



# Notes

NOTES FORMING INTEGRAL PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

(Amounts in ₹)

	As at March 31, 2014	As at March 31, 2013
<b>NOTE - 6 : SHORT TERM BORROWINGS</b>		
<b>Loans Repayable on Demand</b>		
(i) Secured :		
From Banks		
a. Export Packing Credit	174,56,65,450	—
b. Working Capital Demand Loan	85,00,00,000	
(ii) Unsecured :		
a. From Banks - Buyerline Credit	—	203,76,58,670
b. Intercompany Deposits	6,79,49,096	6,79,49,096
	<b>266,36,14,546</b>	<b>210,56,07,766</b>

**Note :** Export Packing Credit / Working capital demand loan(s) from banks are secured by exclusive charge on all, present and future specific current assets including book debts, stock, raw material and receivables.

## NOTE - 7 : TRADE PAYABLES

- Due to Micro, Small and Medium Enterprises	—	—
- Due to others	495,41,62,215	350,57,98,864
	<b>495,41,62,215</b>	<b>350,57,98,864</b>

**Note:** Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

- a. Trade Payables includes Nil (Previous Year Nil) amount due to micro and small enterprises registered under the Micro, Small and Medium Enterprises Development Act, 2006 (MSME).
- b. The details of amount outstanding to Micro, Small and Medium Enterprises are as under :
- |  |   |   |
|--|---|---|
| Principle amount due and remain unpaid                                   | — | — |
| Interest due on above and unpaid interest                                | — | — |
| Interest payment made beyond appointed day during the year               | — | — |
| Interest due and payable for the period of delay                         | — | — |
| Interest accrued and remaining unpaid                                    | — | — |
| Amount of further interest remaining due and payable in succeeding years | — | — |
- c. The information has been determined to the extent such parties have been identified on the basis of information available with the Company.

## NOTE - 8 : OTHER CURRENT LIABILITIES

a Current maturities of long-term debt (Refer Note 3 for security details)	37,60,53,410	34,36,07,538
b Interest accrued but not due on borrowings	1,22,39,493	1,21,35,105
c Unclaimed Dividends (Refer Note below)	18,81,057	1,88,297
d Other Payables		
(i) Statutory Dues	5,91,38,842	3,69,84,626
(ii) Advances from Customers	13,94,73,659	4,07,64,553
(iii) Security Deposits from Customers	78,74,182	95,19,353
(iv) Creditors for capital expenses	—	33,87,048
(v) Other Liabilities	3,11,16,569	2,46,85,941
	<b>62,77,77,212</b>	<b>47,12,72,461</b>

**Note :** There are no amounts due for payments to the Investor Education and Protection Fund Under Section 205 C of the Companies Act, 1956 as at the year end.

# Notes

## NOTES FORMING INTEGRAL PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

(Amounts in ₹)

	As at March 31, 2014	As at March 31, 2013
<b>NOTE - 9 : SHORT TERM PROVISIONS</b>		
a. Provision for employee benefits (Refer Note No 35 for disclosure as per AS-15)	11,17,737	33,14,784
b. Provision - Others		
(i) For Proposed Preference Dividend	3,27,63,678	3,27,63,678
(ii) For Proposed Equity Dividend	1,23,14,397	1,23,14,397
(iii) For Corporate Tax on Dividend	76,61,019	76,61,019
	<b>5,38,56,831</b>	<b>5,60,53,878</b>

## NOTE - 10 : FIXED ASSETS

(Figures in ₹)

	GROSS BLOCK			DEPRECIATION & AMORTISATION				NET BLOCK		
	As on 01.04.2013	Additions	Deductions	As on 31.03.2014	Upto 31.03.2013	For the year	Adjustment	Upto 31.03.2014	As on 31.03.2014	As on 31.03.2013
<b>Tangible Assets</b>										
LAND - FREE HOLD	42,63,09,001	—	—	42,63,09,001	—	—	—	—	42,63,09,001	42,63,09,001
LAND - LEASEHOLD	3,30,52,902	—	—	33,052,902	1,14,72,293	12,11,676	—	1,26,83,969	2,03,68,933	2,15,80,609
BUILDINGS	10,45,926,358	1,43,610	—	104,60,69,968	38,87,34,457	6,47,15,537	—	45,34,49,994	59,26,19,974	65,71,91,901
PLANT AND MACHINERY	249,58,24,133	2,34,35,079	2,86,48,404	249,06,10,808	165,50,50,749	11,41,02,346	1,17,69,873	175,73,83,222	73,32,27,586	84,07,73,384
FURNITURE & FIXTURES	5,74,93,382	3,81,924	—	57,875,306	3,06,45,898	49,36,915	—	3,55,82,813	2,22,92,493	2,68,47,484
VEHICLES	5,27,93,820	85,08,891	—	6,13,02,711	3,12,65,229	69,49,247	—	3,82,14,476	2,30,88,235	2,15,28,591
OFFICE EQUIPMENT	1,18,84,816	12,76,699	55,726	1,31,05,789	72,94,319	11,87,146	15,588	84,65,877	46,39,912	45,90,497
JETTY	13,31,31,996	—	—	13,31,31,996	9,81,79,802	34,95,219	—	10,16,75,021	3,14,56,975	3,49,52,194
<b>TOTAL .....</b>	<b>425,64,16,408</b>	<b>3,37,46,203</b>	<b>2,87,04,130</b>	<b>426,14,58,481</b>	<b>222,26,42,747</b>	<b>19,65,98,086</b>	<b>1,17,85,461</b>	<b>240,74,55,372</b>	<b>185,40,03,109</b>	<b>203,37,73,661</b>
Previous Year	432,51,81,102	5,66,52,666	12,54,17,360	425,64,16,408	202,10,90,557	22,22,15,316	2,06,63,126	222,26,42,747	203,37,73,661	—
<b>Intangible Assets</b>										
SOFTWARE	2,77,250	—	—	2,77,250	1,65,924	44,530	—	2,10,454	66,796	1,11,326
<b>TOTAL .....</b>	<b>2,77,250</b>	<b>—</b>	<b>—</b>	<b>2,77,250</b>	<b>1,65,924</b>	<b>44,530</b>	<b>—</b>	<b>2,10,454</b>	<b>66,796</b>	<b>1,11,326</b>
Previous Year	2,30,000	47,250	—	2,77,250	1,01,200	64,724	—	1,65,924	1,11,326	—
<b>TOTAL</b>	<b>425,66,93,658</b>	<b>3,37,46,203</b>	<b>2,87,04,130</b>	<b>426,17,35,731</b>	<b>222,28,08,671</b>	<b>19,66,42,616</b>	<b>1,17,85,461</b>	<b>240,76,65,826</b>	<b>185,40,69,905</b>	<b>203,38,84,987</b>
Previous Year	432,54,11,102	5,66,99,916	12,54,17,360	425,66,93,658	202,11,91,757	22,22,80,040	2,06,63,126	222,28,08,671	203,38,84,987	—

(Amounts in ₹)

	As at 31st March 2014	As at 31st March 2013
<b>Note - 11 : NON CURRENT INVESTMENTS</b>		
<b>A In Equity Shares (Non Trade Investments)</b>		
<b>Quoted</b>		
12,54,675 (Previous Year 12,54,675) Equity Shares of ₹ 10/- each fully paid up of National Steel & Agro Industries Ltd.	48,03,500	48,03,500
9,500 (Previous Year 9,500) Equity Shares of ₹ 10/- each fully paid up of Ruchi Strips & Alloys Ltd.	1,11,155	1,11,155
82,59,625 (Previous Year 48,20,077) Equity Shares of ₹ 2/- each fully paid up of Ruchi Soya Industries Ltd.	32,75,16,711	20,15,37,434
	<b>33,24,31,366</b>	<b>20,64,52,089</b>
<b>In Other than Subsidiary Companies</b>		
7,00,000 (Previous Year 7,00,000) Equity Shares of ₹ 10/- each fully paid up of Ruchi Acroni Industries Ltd.	70,00,000	70,00,000
1,25,000 (Previous Year 1,25,000) Equity Shares of ₹ 10/- each fully paid up of Ruchi Global Ltd.	12,50,000	12,50,000
29,95,100 (Previous Year 29,95,100) Equity Shares of ₹ 10/- each fully paid up of Indian Steel Corporation Ltd.	14,97,55,000	14,97,55,000
4,08,459 (Previous Year 4,08,459) Equity Shares of ₹ 10/- each fully paid up of Arandi Investments Pvt Ltd.	12,88,52,310	12,88,52,310
	<b>28,68,57,310</b>	<b>28,68,57,310</b>

# Notes

NOTES FORMING INTEGRAL PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

(Amounts in ₹)

	As at March 31, 2014	As at March 31, 2013
<b>B In Preference Shares- Unquoted</b>		
2,00,000 (Previous Year 2,00,000) 6% Redeemable Non convertible cumulative Preference Shares of ₹ 100 each fully paid up of Ruchi Soya Industries Ltd	2,00,00,000	2,00,00,000
9,50,000 (Previous Year 34,50,000) 6% Non Convertible Redeemable cumulative Preference Shares of ₹ 100 each fully paid up of Ruchi Realty Holdings Ltd	10,07,00,000	36,57,00,000
	<b>12,07,00,000</b>	<b>38,57,00,000</b>
<b>C In Government Securities</b>		
6 Years National Savings Certificates (Deposited with Government authorities)	77,000	77,000
Less : Shown under Current Investments - (Note 14)	6,000	—
	<b>71,000</b>	<b>77,000</b>
<b>D In Partnership Firm (Trade Investments)</b>		
Capital Account of Narang & Ruchi Developers	11,93,08,430	15,58,18,752
	<b>11,93,08,430</b>	<b>15,58,18,752</b>
	<b>85,93,68,106</b>	<b>10,34,905,151</b>
<b>NOTE :</b>		
a. Investments are valued at Cost less provision for other than temporary diminution.		
b. Aggregate cost of Quoted Investments	33,24,31,366	20,64,52,089
c. Market Value of Quoted Investments	25,83,25,915	33,94,25,324
d. Aggregate cost of Unquoted Investments-		
In Equity Shares	28,68,57,310	28,68,57,310
In Preference Shares	12,07,00,000	38,57,00,000
In Government Securities	71,000	77,000
In Partnership Firm	11,93,08,430	15,58,18,752
<b>NOTE - 12 : LONG-TERM LOANS AND ADVANCES</b>		
<b>Unsecured, Considered Good</b>		
a. Capital advances	1,22,94,750	1,16,67,974
b. Security and Other Deposits	3,33,11,526	3,32,05,416
c. Balance with Government Authorities	2,47,45,320	2,67,36,550
d. Advance Income Tax and Tax deducted at Source (Net of Provision for taxation of ₹ 15,12,25,500/- Previous Year ₹ 15,12,25,500/-)	9,37,34,864	3,42,96,724
	<b>16,40,86,460</b>	<b>10,59,06,664</b>
<b>NOTE - 13 : OTHER NON-CURRENT ASSETS</b>		
<b>Unsecured, Considered Good</b>		
a. Interest Accrued on Investment	4,485	7,172
b. Interest Accrued on Deposits	1,66,843	—
c. Balance with Banks in Deposit Accounts having maturity over 12 months (earmarked as security)	21,58,980	—
d. Balance with Bank in Subsidy Deposit Account (Refer Note No. 33)	12,31,89,637	12,31,90,187
	<b>12,55,19,945</b>	<b>12,31,97,359</b>

# Notes

NOTES FORMING INTEGRAL PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

(Amounts in ₹)

	As at March 31, 2014	As at March 31, 2013
<b>NOTE - 14 : CURRENT INVESTMENTS</b>		
<b>A Investment in Debentures (Quoted)</b>		
1,10,000 (Previous Year Nil) 12.25 % Non Convertible		
Debentures of ₹ 1000/- each fully paid up in Religare Finvest Ltd. (Pledged as security for currency dealing)	11,12,37,500	
Less : Provison for dimunition in value of Investment	34,37,500	
	<b>10,78,00,000</b>	—
<b>Unquoted</b>		
<b>B Investment in Partnership Firm</b>		
Balance in Current Account of Narang & Ruchi Developers	—	41,70,661
<b>C Investment In Government Securities</b>		
6 Years National Savings Certificates (Deposited with Government authourities)	6,000	—
	<b>10,78,06,000</b>	<b>41,70,661</b>
<b>Note:</b>		
a. Aggregate cost of Quoted Current Investments	11,12,37,500	—
b. Fair Market Value of Quoted Current Investments	10,78,06,000	—
c. Aggregate amount of Unquoted Investments	6,000	41,70,661
d. Aggregate Provision for dimunition in value of Investment	34,37,500	—
e. Current Investments are valued at lower of cost or at market/fair value.		
<b>NOTE - 15 : INVENTORIES</b>		
(As valued and certified by the management)		
a) Raw Materials (Including Packing Material)	94,78,57,950	162,35,24,995
b) Work-in-progress	43,92,41,404	43,64,36,612
c) Finished goods	1,00,54,76,197	65,44,18,103
d) Stock in trade	167,43,99,476	14,17,89,843
e) Stores,Spares and Consumables	4,08,77,673	4,20,21,052
	<b>410,78,52,700</b>	<b>289,81,90,605</b>
<b>Note:</b> Inventories are valued at lower of cost or net realisable value, except by-products/scrap, which are valued at net realisable value		
<b>Broad Catogories of Inventory</b>		
<b>a) Details of Raw Materials</b>		
Oils	88,24,06,325	158,09,15,081
Soaps	7,94,466	8,85,054
Packing Materials	6,46,57,159	4,17,24,860
	<b>94,78,57,950</b>	<b>162,35,24,995</b>
<b>b) Details of Work in Progress</b>		
Oils	43,90,86,704	43,62,45,332
Soaps	1,54,700	1,91,280
	<b>43,92,41,404</b>	<b>43,64,36,612</b>
<b>c) Details of Finished Goods</b>		
Oils	83,84,18,181	51,52,78,939
Vanaspati	13,22,57,805	10,74,85,423
By Products	3,43,17,643	3,06,09,883
Soaps	4,82,568	10,43,858
	<b>100,54,76,197</b>	<b>65,44,18,103</b>
<b>d) Details of Stock In Trade</b>		
Oils	4,37,03,233	14,14,93,634
Food Products	2,53,770	2,96,209
Extractions	39,83,67,795	—
Gaugum	2,94,21,746	—
Castor Seed	120,26,52,932	—
	<b>167,43,99,476</b>	<b>14,17,89,843</b>

# Notes

NOTES FORMING INTEGRAL PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

(Amounts in ₹)

	As at March 31, 2014	As at March 31, 2013
<b>NOTE - 16 : TRADE RECEIVABLES</b>		
<b>Unsecured, considered good</b>		
Outstanding for a period exceeding six months from the date they are due for payment	5,28,36,503	7,20,08,575
Other trade receivables	282,38,99,950	62,99,11,620
	<u>287,67,36,453</u>	<u>70,19,20,195</u>
<b>NOTE - 17 : CASH AND BANK BALANCES</b>		
<b>Cash and cash equivalents</b>		
a. Balances with Banks		
In Current Accounts	21,55,19,123	15,91,64,324
In Deposit Accounts having maturity less than 3 months	1,80,14,178	3,29,97,808
b. Cash on hand	35,39,731	33,64,627
	<u>23,70,73,032</u>	<u>19,55,26,759</u>
<b>Other Bank Balances</b>		
a. In Deposit Accounts having maturity 3 to 12 months	2,01,47,795	210,01,06,620
b. In Deposit accounts having maturity of more than 12 months	21,58,980	—
Less : Shown under Other Non Current Assets (Refer Note 13)	21,58,980	—
	—	—
c. In unclaimed dividend account	18,81,057	1,88,297
	<u>25,91,01,884</u>	<u>229,58,21,676</u>
Note : Earmarked Balances in Deposit Accounts		
(i) Deposit having maturity less than 3 months	1,80,14,178	3,29,97,808
(ii) Deposit having maturity 3 to 12 months	2,01,47,795	210,01,06,620
(iii) Deposits having maturity over 12 months	21,58,980	—
<b>NOTE - 18 : SHORT-TERM LOANS AND ADVANCES</b>		
<b>Unsecured, Considered Good</b>		
a. Intercompany Deposits - To Related Parties	—	4,00,00,000
b. Intercompany Deposits - To Others	2,50,00,000	4,55,00,000
c. Advance to Suppliers	13,99,77,083	5,63,47,408
d. Balance with Government Authorities	26,88,19,429	1,40,48,233
e. Other Advances Recoverable in Cash or In Kind	9,38,65,270	11,29,71,598
	<u>52,76,61,782</u>	<u>26,88,67,239</u>
<b>NOTE - 19 : OTHER CURRENT ASSETS</b>		
<b>Unsecured, Considered Good</b>		
a. Interest Accrued		
(i) On Fixed Deposits with Banks	29,35,789	2,54,34,394
(ii) On Others	1,34,77,686	—
b. Insurance claim receivable	5,24,000	—
c. Other Receivable	39,86,87,969	79,20,864
	<u>41,56,25,444</u>	<u>3,33,55,258</u>

# Notes

NOTES FORMING INTEGRAL PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

	For the year 2013-2014		For the year 2012-2013	
(Amounts in ₹)				
<b>NOTE - 20 : REVENUE FROM OPERATIONS</b>				
A. Sales of products (Gross )	3676,48,72,721		2233,59,41,780	
Less: Excise duty	7,02,26,576	3669,46,46,145	5,38,85,010	2228,20,56,770
B. Sale of Services				
Processing charges	3,10,44,657		3,87,27,787	
Rental Income from storage and Warehouse	27,92,75,611		27,46,42,661	
Cargo Handling Income	8,50,62,055	39,53,82,323	7,86,09,495	39,19,79,943
C. Sale of Wind Power Generated		7,04,92,453		7,46,89,102
		3716,05,20,921		2274,87,25,815
D. Other Operating Revenues				
Export Incentive	56,49,84,891		8,23,915	
Other Operating Income	3,80,546	56,53,65,437	17,96,066	26,19,981
		3772,58,86,358		2275,13,45,796
<b>Details of Sales of Products</b>				
Oils		1841,61,31,144		1975,81,83,287
Vanaspati		184,67,79,441		193,94,78,539
Cotton		18,39,33,190		8,25,65,085
Extractions		523,96,11,494		2,96,92,050
Gaugum		341,71,21,418		—
Coffee		284,70,41,608		—
Castor Seeds		328,17,04,180		—
By Products / Oleochem		145,65,93,172		48,90,16,161
Others		5,34,56,549		1,32,27,534
Soaps		2,25,00,525		2,37,79,124
		3676,48,72,721		2233,59,41,780
<b>NOTE-21 : OTHER INCOME</b>				
a. Interest Income		16,36,62,016		18,10,30,443
b. Dividend Income From Long Term Investments from other than subsidiary Companies		27,42,425		27,42,425
c. Profit on sale of Fixed Assets		10,31,583		96,69,459
d. Other Non Operating Income		27,23,084		3,07,84,573
		17,01,59,108		22,42,26,900
<b>NOTE-22 : COST OF MATERIALS CONSUMED</b>				
a. Raw Materials Consumed		968,55,37,030		1312,95,68,038
b. Packing Materials Consumed		52,07,03,820		55,53,07,020
<b>Materials Consumed</b>		1020,62,40,850		1368,48,75,058
a) <b>Details of Raw Material Consumed</b>				
Oils		966,91,40,531		1311,11,98,170
Soap		1,63,96,499		1,83,69,868
b) <b>Details of Imported and Indigenous Materials Consumed</b>				
		2013-2014		2012-2013
	Amt in ₹	%	Amt in ₹	%
i) <b>Raw Materials</b>				
Imported	417,41,07,513	43.10	680,43,67,292	51.82
Indigenous	551,14,29,517	56.90	632,52,00,746	48.18
ii) <b>Packing Materials</b>				
Imported	—	—	—	—
Indigenous	52,07,03,820	100	55,53,07,020	100

# Notes

NOTES FORMING INTEGRAL PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

(Amounts in ₹)

	For the year 2013-2014	For the year 2012-2013
<b>NOTE-23 : PURCHASES OF STOCK-IN-TRADE</b>		
Purchase of Stock in Trade	2723,25,50,630	780,15,97,260
	<u>2723,25,50,630</u>	<u>780,15,97,260</u>
<b>Details of Purchase of Stock in Trade</b>		
Oils	1045,19,55,879	766,53,11,413
Vanaspati	4,94,73,792	2,74,32,620
Cotton	16,70,58,947	8,14,47,344
Extractions	563,76,68,425	2,74,05,883
Gaur	339,07,69,976	—
Coffee	282,65,13,152	—
Castor Seeds	460,10,67,281	—
Others	10,80,43,178	—
	<u>2723,25,50,630</u>	<u>780,15,97,260</u>
<b>NOTE-24 : CHANGES IN INVENTORIES OF FINISHED GOODS WORK-IN-PROGRESS AND STOCK-IN-TRADE</b>		
Inventory at the beginning of the year		
Finished goods	65,44,18,103	70,86,57,333
Work-in-progress	43,64,36,612	20,82,36,665
Stock In Trade	14,17,89,843	3,03,20,672
	<u>123,26,44,558</u>	<u>94,72,14,670</u>
Less : Inventory at the end of the year		
Finished goods	100,54,76,197	65,44,18,103
Work-in-progress	43,92,41,404	43,64,36,612
Stock In Trade	167,43,99,476	14,17,89,843
	<u>311,91,17,077</u>	<u>123,26,44,558</u>
Net ( Increase )/ Decrease in inventories	(188,64,72,519)	(28,54,29,888)
Add : Variation in Excise duty on closing stock	60,16,211	7,11,471
	<u>(188,04,56,308)</u>	<u>(28,47,18,417)</u>
<b>NOTE-25 : EMPLOYEE BENEFITS EXPENSES</b>		
Salary, Wages and Bonus	8,80,57,947	7,91,33,821
Contribution to Provident and Other Funds	54,51,362	1,12,76,797
Workmen & Staff Welfare expenses	39,21,265	65,91,138
	<u>9,74,30,574</u>	<u>9,70,01,756</u>
<b>NOTE-26 : FINANCE COSTS</b>		
Interest Expenses	26,46,99,505	11,17,19,125
Other borrowing costs	3,50,71,504	3,29,22,126
Net Loss on Foreign Currency transactions and translation	11,87,45,943	10,28,22,530
	<u>41,85,16,952</u>	<u>24,74,63,781</u>

# Notes

NOTES FORMING INTEGRAL PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

(Amounts in ₹)

	For the year 2013-2014	For the year 2012-2013
<b>NOTE - 27 : OTHER EXPENSES</b>		
Stores, Spares and Chemical Consumed	8,45,76,427	7,63,27,360
Processing Charges	10,58,97,454	7,30,231
Packing Expenses	3,96,65,690	2,66,63,586
Power and Fuel	15,52,60,602	18,04,08,744
Rent	3,76,83,641	3,13,22,964
Repairs and Maintenance		
Of Buildings	87,20,829	54,03,036
Of Plant and Machinery	3,04,90,131	4,00,23,662
Of Others	1,49,24,838	84,13,448
Manufacturing Expenses	4,58,71,104	3,98,52,033
Insurance	1,22,78,537	72,11,678
Rates and Taxes	5,55,97,671	2,38,46,103
Bank Charges and Commission	1,50,201	4,80,416
Brokerage and Commission	8,67,81,705	96,29,870
Postage and Telephone	30,87,887	30,54,689
Freight and Forwarding Charges	31,10,05,665	25,77,53,487
Export Expenses	37,85,17,521	16,74,433
Material Handling Expenses	9,14,10,066	5,73,81,303
Net Loss on Foreign Currency transactions and translation	11,23,79,318	14,72,46,744
Donation	25,73,500	15,70,000
Diminution in value of Investment	34,37,500	—
Miscellaneous Expenses	7,55,58,304	11,59,39,869
	<b>165,58,68,591</b>	<b>103,49,33,656</b>

(Amounts in ₹)

	2013-2014	2012-2013
<b>28. Contingent Liabilities and commitments</b> (to the extent not provided for )		
a. Contingent liabilities :		
i) Guarantees issued by Bank	25,79,73,840	35,79,21,640
ii) Bills Discounted	55,90,22,048	—
iii) Income Tax/ Sales Tax/Customs Duty/ Excise Duty demands disputed in appeals	17,81,14,951	19,24,82,757
b. Commitments :		
i) Estimated amount of contracts remaining to be executed on capital commitment (Net of Advances)	2,29,54,385	39,51,597

29. Trade payables include bills payable for purchase of goods ₹ 423,49,06,047/- (Previous Year ₹ 298,79,06,293/-).

30. a. In line with the notification dated 31<sup>st</sup> March 2009, and subsequently issued on 29<sup>th</sup> December 2011 by the Ministry of Corporate Affairs amending Accounting Standard AS-11 "Effects of Changes in Foreign Exchange Rates", the Company has chosen to exercise the option under paragraph 46 A inserted in the standard by the notification.

b. Accordingly the exchange differences on long term monetary items related to Foreign Currency Liabilities and Assets in so far as they are related to acquisition of Fixed Assets has been added/ deducted from the cost of the relevant fixed assets and depreciation has been charged in the books of accounts after taking the effect of such changes.

c. In respect of exchange differences on long term monetary items related to Foreign Currency Liabilities in so far as they are not related to the acquisition of Fixed Assets, the Company has accounted the exchange differences in "Foreign Currency Monetary Item Translation Difference Account" and the same is amortised over the balance period of long term borrowings. Accordingly, an amount of ₹ 5,97,71,472/- (Previous Year ₹ 2,21,27,402/-) has been charged to Statement of Profit and Loss as Finance Cost included in Net Loss on Foreign Currency transactions and translation relating to Borrowing (Note No. 26) and the unamortized amount of ₹ 6,07,42,665/- (Previous Year ₹ 5,80,52,464/-) has been shown under Reserves & Surplus.

31. In the opinion of Board of Directors, non current and current assets, Loans and Advances have value on realization in the ordinary course of business, at least equal to the amount at which they are stated in the Balance sheet and that the provision for known liabilities is adequate and reasonable. There are no contingent liabilities other than stated herein above.



# Notes

NOTES FORMING INTEGRAL PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

		(Amounts in ₹)	
		2013-14	2012-13
<b>32. EARNING PER SHARE (EPS)</b>			
<b>Basic and Diluted Earning Per Share</b>			
(a)	Net Profit/(Loss ) after tax	97,24,084	5,67,09,031
(b)	Less : Preference Dividend including tax thereon	3,83,31,865	3,83,31,865
(c)	Profit/(Loss) available for Equity Shareholders	(2,86,07,781)	1,83,77,166
(d)	Weighted Average Number of Equity Shares	20,52,39,942	20,52,39,942
(e)	Nominal Value of Per ordinary Share	1	1
(f)	Basic and Diluted Earning per Share	(0.14)	0.09

33. a. The Company has set up Agri-warehousing and Marketing infrastructure at various locations against which company is entitled to back ended subsidy as per the Scheme of Ministry of Agriculture, Govt of India .
- b. The eligible amount of subsidy is disbursed by NABARD directly to the financing bank, which is kept in separate account by the bank and interest charged by bank on term loan amount equivalent to subsidy received is refunded/ credited to the company. While payment of last installment of term loan or five years from the date of disbursement of first installment of term loan, whichever is later, the balance in subsidy account will be adjusted with credited in the term loan.
- c. The amount of subsidy of ₹ 12,31,89,637/- (Previous year ₹ 12,31,90,187/-) directly received by the Bank and kept under lien for term loan is shown in Other Non Current Assets in Note No. 13.

#### 34. Disclosure on Financial and Derivative Instruments:

The Company uses foreign currency forward exchange contracts to hedge its exposures in foreign currency related to firm commitment and highly probable forecasted transactions.

- i) Notional amounts of forward contract entered into by the company and outstanding.

Particulars	Currency	2013-2014			2012-2013		
		No. of Contracts	Amount in Foreign Currency	Amount in INR	No. of Contracts	Amount in Foreign Currency	Amount in INR
Import of goods and buyers credit availed	US \$	12	2,17,18,291	140,38,97,028	20	5,56,36,467	310,60,82,092
Export of Goods	US \$	35	2,42,33,232	154,61,62,513	1	26,88,000	15,20,33,280

All the above contracts are for hedging purpose and not for speculation

- (ii) Foreign currency exposure which are not hedged as at year end :

- a) Payable in Foreign Currency

Particulars	2013-2014		2012-2013		
	Currency	Amount in Foreign Currency	Amount in INR	Currency	Amount in Foreign Currency
US \$	3,87,74,240	232,80,05,399	US \$	4,38,26,164	239,07,17,279
Euro	10,43,280	86,34,1853	—	—	—

- b) Receivable in Foreign Currency

Particulars	2013-2014		2012-2013		
	Currency	Amount in Foreign Currency	Amount in INR	Currency	Amount in Foreign Currency
US \$	1,14,91,173	68,39,54,642	US \$	4,38,26,164	239,07,17,279

#### 35. Disclosure as per AS-15 – EMPLOYEE BENEFITS

##### A) GRATUITY

- i) The Company has opted for scheme with Life Insurance Corporation of India to cover its liabilities towards employees gratuity. The annual premium paid to Life Insurance Corporation of India is charged to Profit and Loss Account. The Company also carries out actuarial valuation of gratuity using Projected Unit Credit Method as required by Accounting Standard 15 "Employee Benefits" (Revised 2005) and difference between fair value of plan assets and liability as per actuarial valuation as at year end is recognized in statement of Profit and Loss.

# Notes

NOTES FORMING INTEGRAL PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

Disclosure as per AS-15 is as under :	(Amounts in ₹)	
	2013-2014	2012-2013
<b>Change in obligation during the year ended 31<sup>st</sup> March 2014</b>		
Obligation at the beginning of the year	87,14,497	50,07,007
Current Service cost	13,58,763	7,47,197
Interest Cost	7,18,946	4,25,596
Actuarial (Gains)/Losses	(26,54,088)	29,05,249
Benefits payments	(5,34,458)	(3,70,552)
Obligations at the end of the year	76,03,660	87,14,497
<b>Change in the fair value of plan assets</b>		
Fair value of plan assets at the beginning of the year	59,75,860	48,61,269
Expected return on plan assets	5,19,900	4,18,069
Contributions	11,68,596	9,97,633
Benefits paid	(5,34,458)	(3,70,552)
Actuarial Gains/(Losses) on plan assets	50,,376	69,441
Fair value of plan assets at the end of the year	71,80,274	59,75,860
<b>Amount recognised in Balance Sheet</b>		
Present value of defined benefit obligation at the end of the year	(76,03,660)	87,14,497
Fair value of plan assets at the end of the year	71,80,274	59,75,860
Net (Liability)/Asset recognized in balance sheet	(4,23,386)	(27,38,637)
<b>Balance Sheet Reconciliation</b>		
Net Liability at the beginning of the year	27,38,637	1,45,738
Expenses recognized during the year	(11,46,655)	35,90,532
Contributions during the year	(11,68,596)	(9,97,633)
Net (Liability)/Asset recognized in balance sheet	4,23,386	27,38,637
<b>Amounts recognised in Statement of profit and loss</b>		
Current service cost	13,58,763	7,47,197
Interest cost	7,18,946	4,25,596
Expected return on plan assets for the year	(5,19,900)	(4,18,069)
Actuarial (Gains)/Losses	(27,04,464)	28,35,808
Expenditure recognized in the profit and loss account	(11,46,655)	35,90,532
<b>Actual return on plan assets</b>		
Expected return on plan assets for the year	5,19,900	4,18,069
Actuarial Gains/(Losses) on plan assets	50,,376	69,441
Actual return on plan assets	5,70,276	4,87,510
<b>Percentage of each category of plan assets to fair value of plan assets</b>		
Insurer managed funds	71,80,274	59,75,860
Percentage	100%	100%
<b>Actuarial assumptions</b>		
Discount Rate Current	9.31%	8.25%
Salary escalation Current	5.00%	5.00%
Rate of return on plan assets Current	8.70%	8.70%

The Company's gratuity funds are managed by the Life Insurance Corporation of India and therefore the composition of the fund assets is not presently ascertained.

- ii) Expected Contribution to the Fund in the Next Year

(Amounts in ₹)

	2013-2014	2012-2013
Gratuity	13,45,536	36,97,624

- iii) Amounts recognized in current year and previous four years

Particulars	31 <sup>st</sup> March 2014	31 <sup>st</sup> March 2013	31 <sup>st</sup> March 2012	31 <sup>st</sup> March 2011	31 <sup>st</sup> March 2010
<b>Gratuity</b>					
Defined Benefit Obligation	76,03,660	87,14,497	50,07,007	37,70,774	29,32,751
Fair Value of Plan Assets	71,80,274	59,75,860	48,61,269	41,34,106	33,67,429
Surplus/ (Deficit)	(4,23,386)	(27,38,637)	(1,45,738)	3,63,332	4,34,678
Experience adjustments on plan liabilities Loss/(Gains)	(20,34,002)	27,27,992	8,76,982	3,56,831	(1,96,384)
Experience adjustments on plan assets (Loss) / Gains	50,376	69,441	62,724	64,714	33,606

# Notes

NOTES FORMING INTEGRAL PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

## B. LEAVE ENCASHMENT

The liability in respect of leave encashment is determined using actuarial valuation carried out as at Balance Sheet date. Actuarial gains and losses are recognized in full in Statement of Profit and Loss for the year in which they occur.

Liability on account of Leave Encashment as at the year end ₹38,39,575/- (Previous Year ₹ 52,56,287/-).

36. Miscellaneous Expenses in Note 27 includes ₹71,72,224/- (Previous Year ₹2,48,73,570/-) bad debts written off.

### 37. (a) Leases - Where Company is Lessor

The assets given on operating leases by the Company are included in fixed assets. Lease income is recognized in the statement of Profit and Loss on a straight line basis over the lease term . Costs , including depreciation are recognized as an expense in the Statement of Profit and Loss. Initial direct costs are recognized immediately in the statement of Profit and Loss. The Company has not given any premises under non cancellable operating lease.

(i) The total future lease rental receivable as at the balance sheet date is as under :

	(Amounts in ₹)	
	2013-14	2012-13
For a period not later than one year	6,84,91,988	3,35,20,995
For a period later then one year and not later then five year	2,32,59,500	1,82,90,000
For a period later then five years	—	—

(ii) The aggregate amount of Operating lease income recognized in the Statement of Profit and Loss is ₹ 27,92,75,611/- (Previous Year 27,28,68,659/-)

### (b) Leases - Where Company is Lessee

The Company has taken office premises and warehouses under operating lease agreements. These are renewable on periodic basis at the option of both lessor and lessee. There is no escalation clause in the lease agreement. There is no sub-leases. There are no restrictions imposed by lease agreements.

The company has not recognized any contingent rent as expense in the statement of profit and loss.

The total future lease rental payable as at the balance sheet date is as under :

	(Amounts in ₹)	
	2013-14	2012-13
For a period not later than one year	1,15,70,384	1,45,30,274
For a period later than one year and not later than five years	1,24,45,806	1,55,20,409
For a period later than five years	—	—

(c) The aggregate amount of operating lease payments recognized in the statement of profit and loss is ₹ 2,24,71,055/- (Previous Year ₹ 1,45,60,940/-)

## 38. RELATED PARTY DISCLOSURE

### List of Related Party Relationships :

#### a. Parties where control exists :

Narang and Ruchi Developers (Associate)

#### b. Key Management Personnel & their relatives where there are transactions during the year

Mr. Dinesh Shahra, Director

Mr. Kailash Shahra, Brother of Director

Mr. Santosh Shahra, Brother of Director

Mr. Sarvesh Shahra, Son of Director

Mrs. Vidhya Devi Khandelwal, Sister of Director

Mr. E. Srinivasulu (upto 12.01.2014)

#### c. Entities where Key Management Personnel & their relatives have significant influence and there are transactions during the year

Nirvana Housing Pvt. Ltd.

Ruchi Soya Industries Limited

Ruchi Biofuels Private Limited

Mahadeo Shahra Sukrut Trust

Disha Foundation (Trust)

Suresh Shahra (HUF)

**Note :** Related Party relationship are identified by the Company and is relied upon by the auditors.

# Notes

NOTES FORMING INTEGRAL PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

Nature of Relationship	Associate	KMP have significant influence	Relatives of KMP have significant influence		Key Management Personnel	Relatives of Key Management Personnel							
			Ruchi Bio Fuels Pvt Ltd	Mahadeo Shahra Sukrut Trust		E Srinivasulu Manager	Dinesh Shahra Director	Dinesh Shahra (trustee of Disha Foundation)	Kailash Shahra	Suresh Chandra Shahra (HUF)	Santosh Shahra	Sarvesh Shahra	Vidya Devi Khandelwal
Transactions	Narang & Ruchi Developers	Ruchi Soya Industries Ltd	Nirvana Housing Pvt Ltd	Ruchi Bio Fuels Pvt Ltd	Mahadeo Shahra Sukrut Trust	E Srinivasulu Manager	Dinesh Shahra Director	Dinesh Shahra (trustee of Disha Foundation)	Kailash Shahra	Suresh Chandra Shahra (HUF)	Santosh Shahra	Sarvesh Shahra	Vidya Devi Khandelwal
Purchase of Goods	—	1325,68,02,247	—	—	—	—	—	—	—	—	—	—	—
Interest Paid	—	821,23,82,989	—	—	—	—	—	—	—	—	—	—	—
Processing Charged Paid	—	6,32,555	—	—	—	—	—	—	—	—	—	—	—
Rent Paid	—	5,97,705	—	—	—	—	—	—	—	—	—	—	—
Service Charges Paid	—	1,99,96,169	—	3,13,832	—	—	—	—	—	—	—	—	—
Dividend Paid	—	—	—	—	—	—	—	—	—	—	—	—	—
Donation	—	16,39,454	—	—	—	—	600	2,10,336	4,32,000	72,000	4,32,000	358	30
Sale of Goods	—	16,39,454	—	—	—	—	600	2,10,336	4,32,000	72,000	4,32,000	358	60
Storage / Warehousing Charges Received	—	—	—	—	—	—	—	—	—	—	—	—	—
Dividend Received	—	166,01,85,896	—	—	—	—	—	—	—	—	—	—	—
Share in Profit of Partnership Firm	—	134,34,06,275	—	—	—	—	—	—	—	—	—	—	—
Advance given/received Back	—	8,92,69,535	—	23,44,155	—	—	—	—	—	—	—	—	—
Investment in Share / Partner Capital	—	13,63,80,732	—	—	—	—	—	—	—	—	—	—	—
Investment Sold / Reduction of Capital	—	27,42,425	—	—	—	—	—	—	—	—	—	—	—
Managerial Remuneration	—	27,42,425	—	—	—	—	—	—	—	—	—	—	—
Directors Sitting Fees	—	2,28,39,374	—	—	—	—	—	—	—	—	—	—	—
OUTSTANDING AT YEAR END	—	41,18,378	—	—	—	—	—	—	—	—	—	—	—
Amount Payable at year end	—	—	—	—	—	—	—	—	—	—	—	—	—
Sundry Creditors	—	—	—	—	—	—	—	—	—	—	—	—	—
Other Liabilities	—	—	—	—	—	—	—	—	—	—	—	—	—
Amount Receivable at Year end	—	—	—	—	—	—	—	—	—	—	—	—	—
Advance Recoverable	—	—	—	—	—	—	—	—	—	—	—	—	—
Investment	—	11,93,08,430	—	—	—	—	—	—	—	—	—	—	—
Balance in Current Account	—	15,58,18,752	—	—	—	—	—	—	—	—	—	—	—
	—	41,70,661	—	—	—	—	—	—	—	—	—	—	—

NOTE : Figures in Italics represent previous year

# Notes

NOTES FORMING INTEGRAL PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

## NOTE 39 : SEGMENT REPORTING

(a) Primary Segment - Business Segment

(Amounts in ₹)

	Oils	Other Commodities	Infrastructure	Others	Unallocable	Total
Segment Revenue	2174,06,36,604	1552,80,83,700	43,38,15,529	2,33,50,525	—	3772,58,86,358
	<i>2218,50,64,709</i>	<i>11,21,64,638</i>	<i>42,88,87,324</i>	<i>2,52,29,124</i>	—	<i>2275,13,45,795</i>
Segment Result Before Finance Cost & Tax	(9,32,94,549)	22,70,04,461	14,89,84,376	28,17,141	10,22,57,084	38,77,68,513
	<i>10,75,98,085</i>	<i>1,13,28,058</i>	<i>15,73,44,501</i>	<i>26,85,691</i>	<i>14,56,01,259</i>	<i>42,45,57,594</i>
Finance Cost						41,85,16,952
						<i>25,24,18,032</i>
Profit Before Taxes						(3,07,48,439)
						<i>17,21,39,562</i>
Provision for Taxes						—
						—
Current Taxes						—
						<i>7,10,21,000</i>
Deferred Taxes						(1,76,17,094)
						<i>4,85,05,964</i>
For Earlier Years						—
						—
Profit After Taxes						(1,31,31,345)
						<i>5,26,12,598</i>
Segment Assets	420,55,47,470	373,82,69,880	172,03,44,400	7,22,22,177	61,69,40,480	1035,33,24,407
	<i>397,69,15,134</i>	—	<i>169,88,66,635</i>	<i>9,48,08,255</i>	<i>267,97,26,552</i>	<i>845,03,16,576</i>
Segment Liabilities	401,34,58,131	113,29,11,726	3,93,97,754	46,300	2,32,17,331	520,90,31,242
	<i>356,29,79,683</i>	—	<i>3,76,97,175</i>	<i>4,48,88,247</i>	<i>1,69,80,012</i>	<i>366,25,45,117</i>
Segment Depreciation	4,48,77,307	—	13,90,24,148	56,847	1,26,84,315	19,66,42,617
	<i>5,03,14,088</i>	—	<i>15,79,07,316</i>	<i>58,664</i>	<i>1,39,99,972</i>	<i>22,22,80,044</i>
Cost Incurred to Acquire Fixed Assets	1,08,04,157	—	1,51,48,821	22,166	77,71,059	3,37,46,203
	<i>63,91,728</i>	—	<i>5,01,15,500</i>	<i>27,572</i>	<i>1,65,116</i>	<i>5,66,99,916</i>
Non Cash Expenditure other than Depreciation	—	—	—	—	—	—

Note : Figures in Italics represent previous year figures

(Amounts in ₹)

	Year Ended March 31, 2014	Year Ended March 31, 2013
<b>(b) Secondary Segment - Geographical Segment</b>		
All Operating facilities of the Company are located in India		
Domestic Revenue	2521,01,94,820	2252,34,94,311
Export Revenue	1251,56,91,538	22,78,51,485
<b>Total Revenue</b>	<b>3772,58,86,358</b>	<b>2275,13,45,796</b>
<b>Unallocated Segment Liabilities Exclude the Following</b>		
Long Term Borrowings	106,93,43,078	134,57,92,876
Short Term Borrowings	266,36,14,546	208,45,20,460
Deferred Tax Liabilities	1,68,50,906	3,44,68,000
Provision for Dividend	4,50,78,075	4,50,78,075
Corporate Tax on Dividend	76,61,019	76,61,019
<b>Unallocated Segment Assets Exclude the Following</b>		
Non Current Investments	85,93,68,106	103,49,05,151
Advance Tax & TDS	9,37,34,864	3,42,96,724

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# Notes

## NOTES FORMING INTEGRAL PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

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40. The Ministry of Corporate affairs , Government of india Vide General Circular No 2 and 3 dated 8<sup>th</sup> February 2011 and 21<sup>st</sup> February 2011 respectively , granted a general exemption from Compliance with Section 212 of the Companies Act, 1956,subject to fulfillment of conditions stipulated in the circular. Necessary information relating to the subsidiaries has been included in the Consolidated Financial Statements.
41. The financial statements have been prepared in line with the requirements of Revised Schedule VI of Companies Act, 1956 as introduced by the Ministry of Corporate Affairs from the financial year ended on 31<sup>st</sup> March 2012. Accordingly, assets and liabilities are classified between current and non-current considering 12 month period as operating cycle.
42. Previous years figures have been re grouped or rearranged where ever considered necessary to make them comparable with current year's figures.

### 43. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

#### a) Basis of Accounting

The Accounts have been prepared in accordance with the historical cost convention. The financial statements are prepared as a going concern under the historical cost convention on an accrual basis of accounting in accordance with the Generally Accepted Accounting Principles (GAAP), Accounting Standards Issued by the Institute of Chartered Accountants of India, as applicable, and the relevant provisions of the Companies Act, 1956.

#### b) Use of Estimates

The preparation and presentation of financial statements requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of financial statements and the reported amounts of revenue and expenses during the reported period. The difference between actual results and estimates are recognized in the period in which the results are known / materialized.

#### c) Revenue recognition

The Company follows mercantile system of the accounting and recognises income and expenditure on accrual basis except those with significant uncertainties.

Sales revenue is recognised on transfer of the significant risks and rewards of ownership of the goods to the buyer and stated net of sales tax, VAT, trade discounts and rebates but includes excise duty.

Income from services is recognised as they are rendered based on arrangement / agreement with the concern customers. The Export incentives are accounted for on accrual basis taking into account certainty of realisation and its subsequent utilisation.

Interest income is recognised on time proportion basis.

#### d) Fixed Assets

##### i) Fixed Assets

Fixed assets (Tangible and Intangible) are stated at cost of acquisition or construction, development, net of tax /duty credit availed if any, including any cost attributable for bringing the assets to its working condition for its intended use, less depreciation, amortization and impairment, if any (except freehold land).

##### ii) Capital Expenditure

Assets under erection/installation are shown as "Capital work in progress", Expenditure during construction period are shown as "pre-operative expenses" to be capitalized on erection/installations of the assets.

#### e) Depreciation

Depreciation on fixed assets is provided on written down value method at the rates and in the manner specified in Schedule XIV of the Companies Act, 1956. Depreciation on assets added/disposed off during the year has been provided on pro-rata basis with reference to the date of addition / disposal, except for low value items costing ₹ 5,000/- or less are written off fully in the year of purchase. Premium on Lease hold land is amortized over the period of lease.

Intangible assets - Computer software are amortized over its useful life.

#### f) Borrowing cost

Borrowing cost attributable to the acquisition and constructions of qualifying assets are capitalised as part of the cost of such asset up to the date when such asset is ready for its intended use. Other borrowing costs are charged to statement of Profit and Loss as an expenses in the year in which they are incurred.

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# Notes

NOTES FORMING INTEGRAL PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

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**g) Valuation of inventories**

Inventories are valued at lower of cost or net realisable value, except by-product/scrap is valued at net realisable value. Cost of inventory is arrived at by using Moving Average Price Method. Cost of inventory of finished goods and work in progress is generally comprises of cost of purchases, cost of conversion and other cost incurred in bringing the inventories to their present location and condition. The excise duty in respect of closing inventory of realizable by products is included as cost of the product.

**h) Government Grant**

Government grants and subsidies from Government are recognized when there is reasonable certainty that the grant / subsidy will be received and all attaching conditions will be complied with. Government grants whose primary condition is that the Company should purchase , construct or otherwise acquire capital assets are presented by deducting them from the carrying value of the assets. The grant is recognized as income over the life of a depreciable asset by way of a reduced depreciation charge. Government grants in the nature of promotor's contribution like investment subsidy, where no repayment is ordinarily expected in respect thereof, are treated as capital reserve.

**i) Investment**

Investment are valued at cost of acquisition. In case of long term investments, no provision is made for diminution in the value of investments, where, in the opinion of the Board of Directors such diminution is temporary.

Current Investments are stated at lower of cost or market/fair value.

**j) Foreign currency transaction**

a) All transactions in foreign currency are recorded at the rates of the exchange prevailing on the dates when the relevant transactions took place; any gain/ loss on account of the fluctuations in the rate of exchange is recognized in the statement of Profit and Loss.

b) Monetary items in the form of loans, current assets and current liabilities in foreign currencies at the close of the year are converted in the Indian currency at the appropriate rate of exchange prevailing on the dates of the Balance Sheet. Resultant gain or loss on account of fluctuation in the rate of exchange is recognized in the statement of Profit and Loss .

c) In respect of the Forward Exchange Contracts entered into to hedge foreign currency risks, the difference between the Forward Rate and Exchange Rate at the inception of the contract is recognized as income or expense over the life of the contract. Further, the exchange difference arising on such contracts are recognized as income or expense along with the exchange difference on the underlying assets/ liabilities.

**k) Employee Benefits.**

**(a) Post-employment benefit plans**

i) Defined Contribution Plan - Contributions to Provident Fund and Family Pension fund are accrued in accordance with applicable statute and deposited with appropriate authorities.

ii) Defined Benefit Plan

a. The liability in respect of leave encashment is determined using actuarial valuation carried out as at Balance Sheet date. Actuarial gains and losses are recognized in full in Statement of Profit and Loss for the year in which they occur.

b. The Company has opted for scheme with Life Insurance Corporation of India to cover its liabilities towards employees gratuity. The annual premium paid to Life Insurance Corporation of India is charged to Statement of Profit and Loss. The Company also carries out actuarial valuation of gratuity using Projected Unit Credit Method as required by Accounting Standard 15 "Employee Benefits" (Revised 2005) and difference between fair value of plan assets and liability as per actuarial valuation as at year end is recognized in Statement of Profit and Loss.

**(b) Short term employee benefits**

The undiscounted amount of short term employee benefits expected to be paid in exchange for services rendered by employees is recognized during the period when the employees render the services. These benefits include compensated absence also.

**l) Provision, Contingent Liabilities and Contingent Asset**

Provision involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is possible that there will be an outflow of resources . Contingent liabilities are not recognized

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# Notes

## NOTES FORMING INTEGRAL PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

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but are disclosed in the Financial statements. Contingent assets are neither recognized nor disclosed in the financial statements.

### m) Taxes on Income

Provision for Current Tax is the amount of tax payable on taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

Deferred tax is recognised on the timing difference, being the difference between taxable income and the accounting income for the year and quantified using the tax rates and laws enacted or substantively enacted as on the balance sheet date.

Deferred tax assets are recognised and carried forward to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax asset can be realized.

### n) Segment Accounting

Segment Accounting Policies :-

Following accounting policies have been followed by the company for segment reporting.

(1) The Company has disclosed business segment as the primary segment. Segments have been identified taking into account the type of products, the differing risk and returns and the internal reporting system. The various segments identified by the Company comprised as under :

<b>Name of Segment</b>	<b>Comprised of</b>
Oils	– Manufacturing and trading of Oils and Vanaspati
Other Commodities	– Trading of other commodity
Infrastructure–	Storage, Agri Warehousing, Wind Energy
Others	– Manufacturing of Soaps, other.

By products related to each segment have been included in respective segment.

(2) Segment revenue, segment results, segment assets and segment liabilities includes respective amounts directly identified with the segment and also an allocation on reasonable basis of amounts not directly identified. The expenses which are not directly relatable to the business segment are shown as un allocable corporate cost. Assets and liabilities that cannot be allocated between the segments are shown as un allocable corporate assets and liabilities respectively. Inter segment revenue are recognised at sale price.

### o) Impairment of Assets

The carrying amount of assets are reviewed at each Balance Sheet date, if there is any indication of impairment based on internal/ external factors.

An asset is impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the statement of profit and loss in the year in which an asset is identified as impaired. An impairment loss recognized in prior period is reversed if there has been an indication that impairment loss recognised for an asset no longer exists or may have decreased.

### p) Leases

a) As a Lessee

Leases, where risk and reward of ownership, are significantly retained by the lessor are classified as operating leases and lease rental thereon are charged to the statement of profit and loss over the period of lease.

b) As a Lessor

Assets subject to operating leases are included in fixed assets, lease income is recognized in the statement of profit and loss on straight line basis over the lease term. Cost including depreciation are recognized as an expenses in the statement of profit and loss. Initial direct costs such as legal cost, brokerage cost etc. recognized immediately in the statement of profit and loss account.

### q) Cash Flow Statement

Cash Flows are reported using indirect method, whereby Profit ( loss ) before extraordinary items and tax is adjusted for the effect of transactions of non cash nature and any deferrals or accruals of the past or future cash receipts or payments. The Cash Flow from Operating , Investing and Financial activities of the Company are segregated based on the available information.



# Notes

NOTES FORMING INTEGRAL PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

## r) Basis of Consolidation

- a) The Consolidated financial statements relate to Ruchi Infrastructure Ltd (the Company) and its subsidiaries and associates as under :

Entity	Basis of Consolidation	Country of Incorporation	% age of Shareholding of the Company	% age of Share in Profit / Loss
Peninsular Tankers Pvt Ltd	Subsidiary	India	100	100
Ruchi Resources Ptd Ltd	Subsidiary	Singapore	100	100
Mangalore Liquid Impex Pvt Ltd	Subsidiary	India	51	51
Union Infrastructure Solutions Pvt Ltd.	Subsidiary	India	100	100
Narang & Ruchi Developers	Associate	India	90	70

- b) The consolidated Financial Statements have been prepared in accordance with Accounting Standard 21 (AS-21) and Accounting Standard 23 ( AS-23 ) as notified by the Companies ( Accounting Standard) Rules, 2006 as as applicable on the following basis :
- The financial statements of the Company and its subsidiaries have been combined on a line to line basis by adding together like items of assets, liabilities, income and expenses.
  - The financial statements of Associates have been consolidated using the Equity method of accounting.
  - Intragroup balances, intragroup transactions and resulting unrealized profits/losses have been eliminated in full.
  - Minority interest in the net assets of subsidiaries has been separately disclosed in the consolidated financial statements. Minority interest in income for the year has been separately disclosed in the profit and loss account.
  - Figures pertaining to the subsidiaries and the partnership firm have been reclassified to bring them in line with parent Company's financial statements.
  - The excess of / shortfall in the cost to the Company of its investment over the Company's portion of equity as at the date of investment is recognized in the consolidated financial statements as goodwill / capital reserve. The resultant goodwill, if any, is charged to the statement of Profit and Loss.
  - In case of foreign subsidiaries, revenue items are consolidated at the quarterly average rates prevailing during the year. At the year end, monetary items are translated at rates prevailing at the end of the year.

**For ASHOK KHASGIWALA & CO.**  
Chartered Accountants

**Dinesh Shahra**  
Director

**Naveen Gupta**  
Director

**CA Ashok Khasgiwala**  
Partner

**N.K. Maheshwari**  
General Manager - Accounts

**Ashish Mehta**  
Company Secretary

Membership No. 70288  
Mumbai, May 30, 2014

Mumbai, May 30, 2014

## Statement under section 212(8) relating to subsidiary companies pursuant to General circular No. 2/2011 dated February 8, 2011.

Sr. no.	Name of the subsidiary company	Relation	Country of incorporation	Date from which it is subsidiary	Reporting currency	Exchange rate (in ₹)	Capital	Reserve	Total Assets (Including Investments other than in subsidiary companies)	Total Liabilities (Excluding capital and reserves)	Investments (other than in subsidiary companies)	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed dividend
1	Peninsular Tankers Pvt. Ltd.	Subsidiary	India	14/01/2008	INR	—	700	329.60	410.45	410.44	—	244.41	6.81	—	6.81	—
2	Union Infrastructure Solutions Pvt. Ltd.	Subsidiary	India	24/10/2011	INR	—	1.00	(0.74)	0.28	0.02	—	—	(0.13)	—	(0.13)	—
3	Ruchi Resources Pte. Ltd.	Subsidiary	Singapore	17/08/2007	USD INR	60.04	3.00	(3.00)	—	—	—	—	—	—	—	—
4	Mangalore Liquid Impex Pvt. Ltd.	Subsidiary	India	01/04/2010	INR	—	1.00	3.98	216.00	211.02	—	1.44	(0.33)	—	(0.33)	—

## For and on Behalf of Board of Directors

**Dinesh Shahra**  
Director

**Naveen Gupta**  
Director

**N.K. Maheshwari**  
General Manager - Accounts

**Ashish Mehta**  
Company Secretary

Mumbai, May 30, 2014

# Notes

NOTES FORMING INTEGRAL PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

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## NOTES

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## NOTES

**FORM NO. MGT-11**

**Proxy Form**

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

CIN : L65990MH1984PLC033878  
Name of the Company : Ruchi Infrastructure Limited  
Registered office : 615,Tulsiani Chambers, Nariman Point, Mumbai-400021

Name of the member (s) :	.....
Registered address :	.....
E-mail Id :	.....
Folio No/ Client Id* :	.....
DP ID* :	.....

\*Applicable to shareholders holding shares in electronic form.

I/We ..... (name) of .....  
(place) being the holder(s) of ..... shares of the above named Company, 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: .....

*Continued Overleaf*

**Ruchi Infrastructure Limited**

CIN:L65990MH1984PLC033878

Registered office: 615,Tulsiani Chambers, Nariman Point, Mumbai-400021

Phone: +91 22 6656 0600/2282 4851 Email:ruchiinfrasecretarial@ruchigroup.com

**ATTENDANCE SLIP**

DP.Id*	
Client Id* :	

\*Applicable to shareholders holding shares in electronic form

Folio No.	
No. of Shares	

Name and Address of Shareholder: \_\_\_\_\_

I hereby record my presence at the 30<sup>th</sup> Annual General Meeting of the Company held at Sunville Deluxe Pavillion, Sunville Building, 9, Dr. Annie Besant Road, Worli, Mumbai – 400 018 on Friday, the 26<sup>th</sup> September, 2014 at 10.00 am.

\_\_\_\_\_  
Signature of Shareholder :

CUT HERE

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30<sup>th</sup> Annual General Meeting of the Company, to be held on the 26th day of September, 2014 at 10.00 am at Sunville Deluxe Pavillion, Sunville Building, 9, Dr. Annie Besant Road, Worli, Mumbai – 400 018 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	For	Against
1.	Adoption of Financial Statements, Directors and Auditors' Report for the year ended 31st March, 2014.		
2.	Declaration of dividend on preference and equity shares.		
3.	Re-appointment of Mr. Dinesh Khandelwal, who retires by rotation, as Director.		
4.	Re-appointment of Mr. Naveen Gupta, who retires by rotation, as Director.		
5.	Appointment of Statutory Auditors.		
6.	Appointment of Mr. Sajeve Deora as an Independent Director.		
7.	Appointment of Mr. Kantaprasad Harigovind Mandhana as an Independent Director.		
8.	Appointment of Mr. Navamani Murugan as an Independent Director.		
9.	Adoption of new set of Articles of Association.		
10.	Approval for borrowing powers to the Board pursuant to Section 180(1)(c).		
11.	Ratification of remuneration of Cost Auditor.		
12.	Revision in sitting fees payable to the non-executive directors.		
13.	Appointment of Mr. Dinesh Shahra as Managing Director.		
14.	Approval for further issue of Securities.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2014

\_\_\_\_\_  
Signature of Shareholder :

\_\_\_\_\_  
Signature of Proxy holder :

Affix  
Revenue  
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

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Book Post

If undelivered please return to:

Sarthak Global Limited

Registrars and Share Transfer Agents

(Unit: Ruchi Infrastructure Limited)

170/10, RNT Marg, Film Colony, Indore 452 001 Madhya Pradesh



**Ruchi Infrastructure Limited**

Registered Office:

615, Tulsiani Chambers, Nariman Point, Mumbai 400 021 Maharashtra

Tel: +91 22 6656 0600