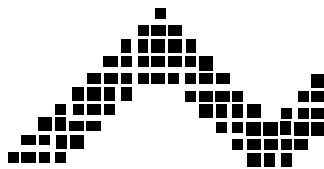


16th
ANNUAL REPORT
2010-11



NIMBUS FOODS INDUSTRIES LIMITED

**SIXTEENTH ANNUAL REPORT 2010-11****BOARD OF DIRECTORS:**

Shri Amit Khaksa (Sharma)	<i>Joint Managing Director</i>
Shri Deepak Sharma	<i>Director</i>
Shri Bhaychand Prajapati	<i>Director</i>
Shri Sharad Khandelwal	<i>Additional Director (w.e.f. 14/02/2011)</i>
Shri Vishnu Sharma	<i>Managing Director (upto 13/04/2011)</i>
Shri Shyam Kishore Delhiwala	<i>Director (upto 14/02/2011)</i>

BANKERS:

State Bank of India

AUDITORS:

M/s, B. S. Rajput & Associates
Chartered Accountants
Ahmedabad

REGISTERED OFFICE:

Plot No. B-13 & 14,
Phase- II, GIDC Industrial Area,
Naroda, Ahmedabad-382330
Website : www.nimbusfoods.in
E-mail: info@nimbusfoods.in

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NOTICE

NOTICE is hereby given that the SIXTEENTH ANNUAL GENERAL MEETING of the members of **NIMBUS FOODS INDUSTRIES LIMITED** will be held as scheduled below:

Date : 24th September, 2011

Day : Saturday

Time : 11:00 AM

Place : At the Registered Office of the company at:

Plot No. B-13 & 14, Phase-II, GIDC Industrial Area, Naroda, Ahmedabad -382 330

To transact the following business:

ORDINARY BUSINESS:

1. To receive and adopt Audited Profit and Loss Account for the Financial Year 2010-11 ended on 31st March, 2011 and the Balance sheet as on that date along with Director's Report and Auditors' Report thereon.
2. To appoint a Director in place of Mr. Bhaychand G. Prajapati who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of Next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

4. Appointment of Mr. Sharad Khandelwal as a Director of the company.

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

"RESOLVED THAT Mr. Sharad Khandelwal who was appointed as an Additional Director of the Company with effect from 14/02/2011 and who holds the office up to the date of this Annual General Meeting of the Company, in terms of Section 260 of the Companies Act, 1956 and in respect of whom the Company has received a Notice in writing from a member under Section 257 of the Act, proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company liable to retire by rotation."

Registered Office:

Plot No. B-13 & 14,
Phase -II, G.I.D.C Industrial Area,
Naroda, Ahmedabad 382330
Date : 12/08/2011

By Order of the Board,

Amit Khaksa (Sharma)
Jt. Managing Director

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF MEETING.
2. Pursuant to Section 154 of the Companies Act, 1956, Register of Members and Shares Transfer Books of the Company will remain closed from **Friday, 16th Sept, 2011 to Friday, 23rd Sept, 2011 (both Days inclusive)**.
3. Members intending to require information about accounts at the meeting are requested to write to the Company at least 10 days in advance of the Annual General Meeting.
4. Members are requested to:
 - a) Intimate, if shares are held in the same name or in the order and names, but in more than one account to enable the Company to club the said accounts into one account.
 - b) Notify immediately the change in their registered address, if any, to the Company.
5. The Equity Shares of the Company are available for dematerialisation. Those shareholders who wish to hold shares in electronic form may approach their Depository Participant. **The ISIN No. of the Equity Shares is INE301B01020.**

**Brief resume of the Director seeking re-election at the 16th Annual General Meeting**

Name	Mr. Bhaychand G. Prajapati
Age (Date of Birth)	01-06-1961
Date of Appointment	31-08-2009
Qualification and experience in specific functional area	Diploma holder in the field of Company Law and Tax Management and having more than 22 years of experience in the related field. Presently he is practicing as VAT consultant.
Directorship held in other companies	None
Membership/Chairmanships of Committee in other Public Companies	None

Brief resume of the Director seeking election at the 16th Annual General Meeting

Name	Mr. Sharad Khandelwal
Age (Date of Birth)	26-10-1970
Date of Appointment	14-02-2011
Qualification and experience in specific functional area	Masters degree in the field of Taxation and having 17 years of experience in the related field.
Directorship held in other companies	None
Membership/Chairmanships of Committee in other Public Companies	None

**ANNEXURE TO THE NOTICE:
EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956.**

In conformity with the provisions of section 173(2) of the Companies Act, 1956, following Explanatory Statement sets out all material facts relating to the Special Business mentioned at Item No. 4 of the accompanying notice dated 12th August, 2011 and should be taken as forming part of Notice.

Item No. 4

Under section 260 of the Companies Act, 1956, Mr. Sharad Khandelwal was appointed as an Additional Director of the Company in the Meeting of the Board of Directors held on 14th February, 2011. Mr. Sharad Khandelwal holds his office upto the date of ensuing Annual General Meeting. Due notice under section 257 of the Act has been received alongwith requisite fee from a member proposing the appointment of Mr. Sharad Khandelwal as Director of the Company liable to retire by rotation.

None of the Director of the Company except Mr. Sharad Khandelwal is concerned or interested in this resolution. The Board of Directors recommends the resolution for approval of shareholders.

Registered Office:
Plot No. B-13 & 14,
Phase -II, G.I.D.C Industrial Area,
Naroda, Ahmedabad 382330
Date : 12/08/2011

By Order of the Board,

Amit Khaksa (Sharma)
Jt. Managing Director

**DIRECTORS' REPORT**

Dear Shareholders,

The Directors present the SIXTEENTH ANNUAL REPORT together with the Audited Statement of Account for the Financial Year 2010-11 ended on 31st March, 2011.

1. Financial Results :

	2010-11	2009-10
Operating Profit / (Loss) (Before Interest & Depreciation)	55.80	52.21
Less: Interest	2.09	1.43
Profit/(Loss) before Depreciation	53.71	50.78
Less: Depreciation	16.62	25.56
Profit / (Loss) before Extraordinary items	37.09	25.22
Less: Loss on Sale of Investment / written off Advances	—	—
Profit / (loss) before Tax	37.09	25.22
Less: Provision for Taxation	11.00	8.00
Add/Less: Deferred Tax Assets/provision	1.82	(0.60)
Net Profit / (Loss) after Tax	24.27	17.82
Less: Prior Period Adjustment	—	—
Less: Short or excess provision of taxation of earlier year	0.34	0.64
Less: Extra Ordinary Items	—	—
Add: Balance brought forward from previous year	33.54	16.37
Profit / (Loss) carried to Balance Sheet	57.47	33.54

2. DIVIDEND:

In view of insufficient profits earned during the year under review and also to conserve the resources for the expansion of the activities and working capital requirement of the Company, the Board of Directors have not recommended dividend for the year under the review.

3. Operations :

The Company is in the business of Bread and Bakery products. The Company has franchisee agreement with Hindustan Unilever Limited for manufacturing and marketing of Modern Bread in Gujarat. Your Company has also started to develop its own products and presently such development is in the bakery related items like toast, khari and biscuits. Your company has set up a new unit for Bread and other bakery related products at Jaipur (Rajasthan) on lease basis and has commenced its commercial production from 21st July, 2010. The Bread which is being manufactured at Jaipur Unit is launched in the Jaipur and nearby market with the name "Nimbus". This new unit is having total production capacity of **1,10,00,000** breads per annum. The Company is also planning to set-up 25 retail outlets at Jaipur City as "Live Bakery Shop", and also exploring the opportunity to enter into new territory. The details of such developments will be informed to you from time to time.

The Company Earned Operating Profit of Rs.55.80 lacs during 2010-11. As the Company had to provide for interest of Rs.2.09 lacs during the year under review, the Profit before Depreciation stood at Rs.53.71 lacs during the year under review. The Company provided Rs. 16.62 lacs for Depreciation and, therefore, Profit before tax stood at Rs. 37.09 lacs during the year under review. After taking into account Provision for taxation, Deferred Tax Assets and prior period adjustments, extra ordinary items the Net Profit for the year under review stood at Rs. 23.93 lacs.

**4. FUTURE PLANS :**

Your directors are continuously looking for the expansion of the business of the Company and for that as explained earlier the Board is looking for expansion into its present business by acquiring control over other bakery manufacturing companies. The Board is also looking for expansion into snacks industry and for that presently concentrating on various types of Namkeen, chips and other fried snacks.

5. DIRECTORS :

One of your Director Mr. Bhaychand G. Prajapati retires by rotation in terms of Articles 137, 138 and 139 of the Articles of Association of the Company, He however, being eligible, offers himself for reappointment.

During the year Mr. Shyamkishore Delhiwala has resigned and Mr. Sharad Khandelwal has been appointed as an Additional Director of the Company on 14/02/2011.

6. DIRECTORS RESPONSIBILITY STATEMENT :

Pursuant to the requirement of Section 217 (2AA) of the companies Act, 1956, with respect to Directors Responsibility Statement, it is hereby confirmed that:

- (i) In the preparation of the annual accounts, the applicable accounting Standards have been followed along with proper explanation relating to material departures.
- (ii) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at 31st March, 2011 being end of the financial year 2010-11 and of the Profit of the Company for the year.
- (iii) The Directors have taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- (iv) The Directors have prepared the annual accounts on a going concern basis.

7. LISTING :

The Equity shares of the Company are listed on Ahmedabad and Bombay Stock Exchanges. The Company has paid Annual Listing Fees of Bombay Stock Exchange Ltd. up to the year 2011-12 and listing fees of Ahmedabad Stock Exchange is outstanding. The Company is regular in complying with the Listing Agreement entered into with the Stock Exchange.

8. COMPLIANCE CERTIFICATE :

The Company has obtained Compliance Certificate under the provisions of section 383A of the Companies Act, 1956 from M/s Khandelwal Devesh & Associates, Company Secretaries and the same is attached with this Report as Annexure.

9. CORPORATE GOVERNANCE :

The Report on Corporate Governance required under Clause 49 of the Listing Agreement is annexed.

10. GENERAL :**10.1 INSURANCE:**

The Company's properties continue to be adequately insured against risks such as fire, riot, strike, civil commotion, malicious damages etc.

10.2 AUDITORS :

The present Auditors of the Company M/s. B.S.Rajput & Associates, Chartered Accountants', Ahmedabad were appointed as Auditors and will retire at the ensuing Annual General Meeting. M/s. B.S. Rajput & Associates, Chartered Accountants, have submitted certificate for their eligibility for appointment under Section 224(1B) of the Companies Act, 1956. The notes and remarks of Auditors' are self-explanatory.

10.3 PARTICULARS OF EMPLOYEES :

There is no person drawing remuneration requiring disclosure under Section 217(12-A) of the Companies Act, 1956.



10.4 DEPOSITS :

During the year the Company has not accepted any deposit to which the provisions of section 58A of the Companies Act, 1956 are applicable.

11. PARTICULARS AS REQUIRED UNDER COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF THE BOARD OF DIRECTORS) RULES, 1988 IS AT ANNEXURE-I:

12. ACKNOELEDGEMENT :

Your Directors express their sincere gratitude for the assistance and co-operation extended by promoters, Banks, Government Authorities, Employees and Shareholders.

For and on behalf of the Board

Place : Ahmedabad
Date : 12/08/2011

AMIT KHAKSA (SHARMA)
Jt. Managing Director

ANNEXURE TO DIRECTOR'S REPORT:

1. CONSERVATION OF ENERGY :

- A. Energy Conservation measures taken: The Company gives top most priority to energy conservation and has undertaken continues measures in this respect which has shown positive result. New measures are planned to achieve further reduction in energy consumption.
- B. Additional investment and proposal if any being implemented for reduction in consumption of energy : NIL
- C. Energy consumption in terms of electricity, LDO and Gas has been increased.
- D. Total energy consumption and energy consumption per unit of production: **Form A is annexed.**

2. TECHNOLOGY ABSORPTION :

- A. **Adoption and innovation:** Only the latest technology has been adopted in the Company.
- B. **Research and development (R & D)** : NIL

3. FOREIGN EXCHANGE EARNINGS AND OUT GO : NIL

FORM – A

Disclosure of particulars with respect to Conservation of Energy

A. POWER AND FUEL CONSUMPTION

S.No.	Particulars	2010-11	2009-10
1.	Electricity :		
	Purchased Units (kwh/lacs)	1.43	1.26
	Total Amount (Rs. in Lacs)	8.24	7.50
	Rate / Unit (Rs.)	5.76	5.95
2.	LDO : (Light Diesel Oil)		
	Purchased (Ltr./ lacs)	NIL	NIL
	Total Amount (Rs. in Lacs)	NIL	NIL
	Rate / Ltr (Rs.)	NIL	NIL
3.	GAS :		
	Total Calorific / lacs	1.42	1.29
	Total Amount (Rs. in Lacs)	32.68	27.59
	Rate / Ltr (Rs.)	23.01	21.42
B.	CONSUMPTION PER UNIT OF PRODUCTION :		
	Production of Bread & Bakery (Kg)	2468075	2700422
	Total Consumption Cost per Kg	1.66	1.42

**COMPLIANCE CERTIFICATE**

To,
NIMBUS FOODS INDUSTRIES LTD.
Ahmedabad.

We have examined the registers, records, books and papers of **NIMBUS FOODS INDUSTRIES LTD.**, as required to be maintained under the Companies Act, 1956, and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on **31st March, 2011**. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in Annexure "A" to this certificate, as per the provisions of the Act and the rules made there under and all entries have been duly recorded.
2. The company has duly filed forms and returns as stated in Annexure "B" to this certificate with the Registrar of Companies, however the Company did not require to file any forms and returns to Regional Director, Central Government and Company Law Board during the financial year.
3. The Company being Limited Company has the minimum prescribed paid-up capital.
4. The Board of Directors duly met Six times on 15/05/2010, 29/07/2010, 09/08/2010, 27/09/2010, 29/10/2010 and 14/02/2011 in respect of said meetings proper notices were given and proceedings were properly recorded and signed in the Minute Book maintained for the purpose. No circulation resolutions were passed during the year under consideration.
5. To update the Register of Members for the purpose of AGM, the company has closed its Register of Members and Share Transfer Books from 21/09/2010 to 25/09/2010 (both days inclusive).
6. The Annual General Meeting for the financial year ended on 31/03/2010 was held on 25th September, 2010 after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in the minute book maintained for the purpose.
7. No Extra Ordinary General Meeting was held during the year.
8. As informed by the Management, during the year under review, the Company has advanced to firms or companies referred to under section 295 of the Act and complied with the provisions of the Act.
9. The company has duly complied with the provisions of section 297 of the Act in respect of the contracts specified in that section.
10. As per auditor's report the Company has taken loan from the Companies covered in the register maintained under section 301 of the Companies Act, 1956 and the Company has complied with the necessary provisions of the Act.
11. No transaction was entered into by the Company during the year requiring approval under section 314 of the Act.
12. No Duplicate share certificate was issued during the year.
13. The Company has;
 - i) delivered all the share certificates lodged with it for transfer in accordance with the provisions of the Act;
 - ii) not declared any dividend for the Year ended on 31.03.2011;
 - iii) not required to post warrants to any members of the Company as no dividend was declared during the year;
 - iv) no such unclaimed / unpaid amount required to be transferred to Investors Education and Protection Fund;
 - v) duly complied with the requirements section 217 of the Act.
14. The Board of Directors of the company is duly constituted. The Company has appointed Mr. Sharad Khandelwal as an Additional Director during the year and Mr. Shyamkishore Delhiwala resigned from the Board of Directors of the Company during the year. Apart from this there was no appointment of alternate directors and directors to fill casual vacancy during the financial year.



15. The Company has not appointed Managing Director during the financial year under review.
16. No sole selling agent was appointed during the year.
17. The Company was not required to obtain necessary approvals of the Central Government, Company Law Board, Regional Director, Registrar or such other authority as may be prescribed under the various provisions of the Act.
18. The directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
19. The Company has not issued any equity shares, debentures and other securities during the financial year.
20. The Company has not bought back any shares during the year.
21. The Company has not issued any preference shares/debentures and therefore redemption of the same does not arise.
22. The Company has not kept any rights to dividends or right/bonus shares in abeyance during the year.
23. The Company has not invited/accepted any deposits including any unsecured loans falling within the purview of section 58A during the financial year.
24. The borrowings of the Company are within the limits as prescribed under section 293(1) (d) of the Act.
25. The Company has made loan or advances or made investments or given guarantee or provided securities to other bodies corporate and consequently entries have been made in the register kept for the purpose.
26. The company has not altered the provisions of the Memorandum of Association with respect to situation of the company's registered office from one state to another during the year under scrutiny.
27. The company has not altered the provisions of the Memorandum of Association with respect to the objects of the company during the year under scrutiny.
28. The company has not altered the provisions of Memorandum of Association with respect to the name of the company during the year under scrutiny.
29. The company has not altered provisions of Memorandum of Association with respect to the Share Capital of the company during the year under scrutiny.
30. The company has not altered Articles of Association during the year under scrutiny.
31. As per the information provided by the management of the company, no prosecutions were initiated against the company and no show-cause notices were received for alleged offences under the Act and no fines, penalties and punishments were imposed on the company in any cases as per information and explanations received from the management.
32. The company has not received any money as security from its employees during the year under certification.
33. As per the information provided by the management of the company, it has generally deposited both employees' and employer's contributions to Provident Fund with prescribed authorities within the time limits pursuant to section 418 of the Act.

**For, Khandelwal Devesh & Associates
Company Secretaries**

**Devesh Khandelwal
Proprietor**

Place : Ahmedabad
Date : 12/08/2011

M.No. : 12372
COP No. : 4202

**Annexure A**

Registers as maintained by the Company:

1. Members Register u/s 150 of the Act.
2. Share Transfer Register u/s 111A of the Act.
3. Directors Register u/s 303 of the Act.
4. Register of Directors Holding u/s 307 of the Act.
5. Register of Contracts u/s 301 of the Act.
6. Register of Disclosure by Directors u/s 301(3) of the Act.
7. Board Meeting Minutes and General Meeting Minutes.
8. Register of Investments u/s 372A of the Act.
9. Fixed Assets Register.

Annexure B

Forms and returns as filed by the company with the Registrar of Companies, Regional Director, central Government or other Authorities during the Financial Year ending on 31st March, 2011

Sr. No.	Description of Document	Filed under Section	Date of Filing and SRN No.	Whether filed under prescribed time (Yes/No)	If delay in filing whether requisite additional fee paid
1	Form 23AC and 23ACA (Balance Sheet - 2009-10)	210	26/09/2010 P52936937	Yes	No
2	Form 66 (2009-10)	383A	26/09/2010 P52933991	Yes	No
3	Form 20B (Annual Return-2009-10)	159	29/09/2010 P53149746	Yes	No
4	Form 32 for Appointment of Mr. Sharad Khandelwal as Additional Director and Cessation of Mr. Shyamkishore Delhiwala	303(2)	11/03/2011 B07584006	Yes	No
5	Form 25C for Vishnu Sharma	269(2)	5/11/2010 A97035141	No	Yes
6	Form 25C for Amit Khaksa (Sharma)	269(2)	5/10/2010 A94914173	No	Yes

For, **Khandelwal Devesh & Associates**
Company Secretaries

Devesh Khandelwal
Proprietor

Place : Ahmedabad
Date : 12/08/2011

M.No. : 12372
COP No. : 4202

**MANAGEMENT DISCUSSION AND ANALYSIS****a. Industry Structure and Developments:**

The core area of the Company is Bakery products like Bread, Toasts Biscuits and Khari. The Bread & Bakery industry is a fast growing industry and have a very good future potential. The Company is having manufacturing and marketing of Bread in the Brand name of "MODERN" and for that the Company is having Franchise Agreement with Hindustan Uniliver Ltd. in the state of Gujarat. The Company is also manufacturing and marketing various other bakery products except bread in the Brand name of "WOODOO" for the state of Gujarat. The Company has set up a new unit for Bread and other bakery related products at Jaipur (Rajasthan) on lease basis and has commenced its commercial production from 21st July, 2010. The Bread which is being manufactured at Jaipur Unit is launched in the Jaipur and nearby market with the name "Nimbus". This new unit is having total production capacity of 1,10,00,000 breads per annum. The Company is also planning to set-up 25 retail outlets at Jaipur City as "Live Bakery Shop", and also exploring the opportunity to enter into new territory. The details of such developments will be informed to you from time to time.

b. Opportunities and Threats:

The Indian food industries have been thriving tremendously in the past few years. Entry of numerous malls, shopping centres and retail outlets are amplifying the extent of this industry.

Similarly, Ready to Eat (RTE) and Convenience food is a concept that is prevalent in the developed world since long. With the changing socio-economic pattern of life and the increasing number of working couples, the concept is fast becoming popular because it saves time and labour both.

There are certain threats as well in the industry, which are as follows:

- Volatility in commodities
- Competition
- Margin pressure
- People are becoming more health conscious now days; they tend to avoid packed and junk foods as much as possible.
- Bakery products and Breads have very less expiry date, and should be used within 2-3 days. Hence we have time constraint as well for the sales.

c. Segment wise Performance:

The Company's primary business is bakery and confectionery. The food related products of the Company incorporate product group's viz. Bakery and Bread which have similar risks and returns and are in one segment only.

d. Recent Trend and Future Outlook:

These days the industry is coming up with varieties of products with different tastes and several attractive retail outlets, both in urban and rural areas. Attractive designs of products with a consistent good quality also catch the attention of customers.

Hence by increasing production and setting up retail outlets. We look forward for better results in coming years.

e. Risks and Concerns:

Like any other industry Food and specially Bakery and Bread Products are also exposed to risk of competition. Volatility in prices of commodities like wheat, Maida etc. also increase risks of profit margin as increase in prices of final product is governed by so many factors. Therefore it is not easy to increase the price of final products. The Company is taking necessary steps to safeguards itself from the volatility of commodity prices.

f. Internal Control Systems and their Adequacy:

The Company has adequate systems of internal Controls commensurate with its size and operations to ensure orderly and efficient conduct of business. These controls ensure safeguarding of assets, reduction and detection of fraud and error, adequacy and completeness of the accounting records and timely preparation of reliable financial information.



g. Financial Performance with respect to operational performance:

The Financial performance of the Company for the year 2010-11 is described in the Directors' Report under the head operations.

h. Material Developments in Human Resources and Industrial Relations Front:

Your Company has undertaken certain employees' Development initiatives which have very positive impact on the moral and team spirit of the employees. The Company has continued to give special attention to Human Resources/ Industrial Relations development. Industrial relations remained cordial throughout the year and there was no incidence of strike, lock-out etc.

i. Cautionary Statement:

Statement in this Management Discussion and Analysis Report, Describing the Company's objectives, estimates and expectations may constitute Forward Looking Statements within the meaning of applicable laws or regulations. Actual results might differ materially from those either expressed or implied.

For and on behalf of the Board

Place : Ahmedabad
Date : 12/08/2011

AMIT KHAKSA (Sharma)
Jt. Managing Director

**REPORT ON CORPORATE GOVERNANCE****INTRODUCTION:**

Corporate Governance is important to build confidence and trust which leads to strong and stable partnership with the Investors and all other Stakeholders. The detailed Report on implementation of Corporate Governance Code as incorporated in Clause 49 of the Listing Agreement with the Stock Exchange/s is set out below.

1. COMPANY'S PHILOPHY ON CODE OF GOVERNANCE :

Corporate Governance is an integral part of the philosophy of the Company in its pursuit of excellence, growth and value creation. The Company recognize the strong Corporate Governance is indispensable for safeguarding the interest of shareholders and other stakeholders.

The Company's philosophy on Corporate Governance lays strong emphasis on transparency, accountability and ability. The Company has implemented the mandatory requirements of the Code of Governance as mentioned in Clause 49 of the Listing Agreement. The Compliance Report of the Company vis-a-vis the Stock Exchange Listing Agreement is presented below.

2. BOARD OF DIRECTORS :**a) Composition and category of Directors :**

Name of Directors	Category of Directorship	No. of other Director Ships*	Committee (1) Membership (2) Chairmanship in other Companies	No. of Board Meetings Attended out of 6	Attendance at the AGM held on 25th September 2010 Yes/No
Amit Khaksa (Sharma)	Executive Non-Independent	2**	—	6	Y
Deepak G. Sharma	Non-executive Independent	—	—	5	Y
Bhaichand G Prajapati	Non Executive Independent	—	—	6	Y
Sharad Khandelwal (w.e.f. 14/02/2011)	Non Executive Independent	—	—	1	N.A.
Shyamkishore Delhiwala (upto 14/02/2011)	Non Executive Independent	—	—	1	Y
Vishnu Shurma (upto 13/04/2011)	Executive Promoter	3	—	5	Y

* Private Companies excluded.

** It includes Nimbus Stock Invest Ltd., he resigned from the Board of the said company on 21/07/2011.

**b) Details of the Directors seeking Re-appointment/Appointment in the Annual General Meeting :****Brief resume of the Director seeking election at the 16th Annual General Meeting**

Name	Mr. Sharad Khandelwal
Age (Date of Birth)	26-10-1970
Date of Appointment	14-02-2011
Qualification and experience in specific functional area	Masters degree in the field of Taxation and having 17 years of experience in the related field.
Directorship held in other companies	—
Chairman/Member of the Committees of the Board of Directors of the Company	—
Membership/Chairmanships of Committee in other Public Companies	—

Brief resume of the Director seeking re-election at the 16th Annual General Meeting

Name	Mr. Bhaychand G. Prajapati
Age (Date of Birth)	01-06-1961
Date of Appointment	31-08-2009
Qualification and experience in specific functional area	Diploma holder in the field of Company Law and Tax Management and having more than 22 years of experience in the related field. Presently he is practicing as VAT consultant.
Directorship held in other companies	—
Chairman/Member of the Committees of the Board of Directors of the Company	—
Membership/Chairmanships of Committee in other Public Companies	—

c) BOARD PROCEDURES :

The Board of Directors meets at least once a quarter to review the performance and Financial Results. A detailed agenda file is sent to all Directors well in time of the Board Meetings. The Chairman/Director briefs the Directors at every Board Meeting about the overall performance of the Company. All major decisions/ Approvals are taken at the Meeting of the Board of Directors such as policy formation, Business plans, budgets, investment opportunities, Statutory Compliance etc. The meeting of the Board of Directors during the financial year 2010-11 were held on 15/05/2010, 29/07/2010, 09/08/2010, 27/09/2010, 29/10/2010 and 14/02/2011.

**3. AUDIT COMMITTEE :**

The Audit Committee consists of the following Directors:

Name of the Directors	Expertise	Functions of the Committee	Attendance
1. Bhaichand G Prajapati (Chairman-Independent)	Majority Members of the Committee are independent and non-executive, including Chairman of the Committee. The Chairman has thorough financial and accounting knowledge.	The functions of the Audit Committee are as per company Law and Listing Agreement with Stock Exchange(s) which includes approving and implementing the audit procedures, review of financial reporting system, internal control procedures and risk management policies	All the members constituting Audit Committee at respective times were present at the meeting held on 15-05-2010 09-08-2010 29-10-2010 & 14-02-2011
2. Amit Khaksa (Member-Non-Independent)			
3. Deepak Sharma (Member-Independent)			

4. REMUNERATION COMMITTEE :

The Board Committee is vested with the responsibilities to function as per SEBI Guidelines and Companies Act, 1956 and recommends to the Board compensation package for the Managing Director and Joint Managing Director. It also reviews from time to time the overall Compensation structure and related policies with a view of attracting, motivating and retaining employees.

The Committee consists of the following Directors as members :

1. Deepak Sharma, Chairman - Non Executive Independent
2. Bhaichand G Prajapati - Non Executive Independent
3. Amit Khaksa, Member - Executive – Non-Independent

Details of remuneration paid:

1. Shri Vishnu Sharma, Managing Director was paid Rs.6,00,000/- as managerial remuneration during the year 2010-11.
2. Shri Amit Khaksa, Joint Managing Director was paid Rs 3,00,000/- as remuneration during the year 2010-11.
3. No Sitting Fees, Commission of Stock Option has been offered to the Directors.

5. SHAREHOLDERS/INVESTORS' GRIEVANCES COMMITTEE :

The Board has constituted Shareholders/Investors' Grievances Committee for the purpose of effective redressal of the complaints of the shareholders such as Dematerialisation, share Transfer, Non-receipt of Balance Sheet etc. The Committee has been reconstituted on 14/02/2011 and Shri Amit Khaksa, Chairman and Shri Sharad Khandelwal (w.e.f. 14/02/2011) are members of the Committee.

The Company received 1 complaint during the year. There was no valid request for transfer of share pending as on 31st March, 2011.

Shri Amit Khaksa, Joint Managing Director is the Compliance Officer for the above purpose.

6. GENERAL BODY MEETINGS :

Details of last three Annual General Meetings of the Company are given below:

Financial Year	Date	Time	Venue
2007-08	20-09-2008	12:00 Noon	Plot No. B-13 & 14Phase – II, GIDC Industrial Area, Naroda,Ahmedabad - 382330
2008-09	30-09-2009	12:00 Noon	Plot No. B-13 & 14Phase – II, GIDC Industrial Area, Naroda,Ahmedabad - 382330
2009-2010	25-09-2010	10:15 AM	Plot No. B-13 & 14Phase – II, GIDC Industrial Area, Naroda,Ahmedabad - 382330



No Special Resolution passed in the last AGM of the Company. Pursuant to the provisions of Sections 192A of the Companies Act, 1956, there was no matter during the year 2010-11, required to be dealt by the Company to be passed through postal ballot.

7. DISCLOSURES :

- (a) The Company has not entered into any transaction of material nature with the Promoters, the Directors or the Management that may have any potential conflict with the interest of the Company. The Company has no subsidiary.
- (b) There was neither been any non-compliance of any legal provision of applicable law, nor any penalty imposed by the Stock Exchange/s or SEBI or any other authorities, on any matters related to Capital Market during the last three years.

8. MEANS OF COMMUNICATION :

- (a) In compliance with the requirements of the Listing Agreement, the Company regularly intimates Unaudited/ Audited Financial Results to the Stock Exchange/s immediately after they are taken on record by the Board of Directors. These Financial Results are normally published in Economic Times (English and Gujarati).
- (b) During the year ended on 31st March, 2011, no presentation was made to institutional investors or analyst or any other enterprise.
- (c) Management Discussion and Analysis form part of the Annual Report.

9. SHAREHOLDERS' INFORMATION :

- (a) Registered Office : Plot No.B-13 & 14 Phase-II, GIDC Industrial Area, Naroda, Ahmedabad - 382 330.
- (b) Annual General Meeting : Day : Saturday
Date : 24th September, 2011
Time : 11.00 A.M.
Venue : At the Registered Office of the Company at:
Plot No.B-13 & 14 Phase - II, GIDC Industrial Area,
Naroda, Ahmedabad - 382 330
- (c) Financial Calendar (tentative) :
1st Quarter Results : 2nd week of August, 2011
Half-Yearly Results : 2nd Week of November, 2011
3rd Quarter Results : End January 2012
Yearly Results (Un-audited) : 2nd week of May, 2012
- (d) Book Closure Dates : From : Friday, the 16th September 2011
To : Friday, the 23rd September 2011
(Both Days inclusive)
- (e) Dividend Payment Date : Not Applicable.
- (f) Listing of shares on Stock Exchanges : 1. Ahmedabad Stock Exchange Limited,
Kamdheni Complex, 1st Floor, Opp. Shajanand College,
Panjara Pole, Ambawadi, Ahmedabad-380 015.
2. Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 01
- (g) Stock Code : ASE 36004
BSE 531598
- (h) Registrar and Share Transfer Agents : The Company has appointed the below mentioned agency as Registrars and share Transfer Agents (RTA) for both physical and Demate Segment of Equity Shares of the Company:
SHAREPRO SERVICES (INDIA) PVT. LTD.
416-420, 4th.Floor, Devnandan Mall, Opp. Sanyash Ashram,
Ellisbridge, AHMEDABD - 380006 Tel No. 079-26582381/82/83/
84 Fax No. 079-26582385
Email: sharepro.ahmedabad@shareproservices.com



NIMBUS FOODS INDUSTRIES LIMITED

- (i) Share Transfer System : Securities lodged for transfer at Registrar's address are normally processed within 15 days from the date of lodgement, if documents are clear in all respects. Request for dematerialization of securities are processed and confirmation is given to the depositories within 15 days.

- (j) Stock Price Data :

The shares of the Company have been traded at the Bombay Stock Exchange during 1st April, 2010 to 31st March, 2011. The information of Stock Price data are submitted here under:

Month	BSE		Shares Traded
	High (Rs.)	Low (Rs.)	(No.)
April, 2010	6.90	3.07	10,93,083
May, 2010	9.41	5.65	10,71,069
June, 2010	7.74	5.69	4,82,201
July, 2010	8.11	4.85	1,95,58,467
August, 2010	10.32	5.89	3,74,73,088
September, 2010	7.15	4.80	1,44,37,274
October, 2010	5.73	3.85	42,28,048
November, 2010	4.24	3.01	22,95,803
December, 2010	3.59	2.80	20,82,444
January, 2011	3.34	2.32	16,73,076
February, 2011	2.80	2.12	13,02,705
March, 2011	2.60	1.95	18,70,524

- (k) Distribution of Shareholding as on 31st March, 2011:

No. of Equity Shares Held	No. of Shareholders	% of Share Holders	No. of Shares Held	% of shareholding
Up to 500	5941	41.006	1585780	3.462
501 to 1000	3638	25.110	3177856	6.937
1001 to 2000	2269	15.661	3671657	8.015
2001 to 3000	947	6.536	2551876	5.570
3001 to 4000	320	2.209	1180867	2.578
4001 to 5000	364	2.512	1762619	3.848
5001 to 10000	557	3.845	4261868	9.303
10001 to Above	452	3.120	27618557	60.288
Grand Total	14488	100	45811080	100

- (l) Category of Shareholders as on 31st March, 2011:

Category	No. of Share held	% of Shareholding
Promoters & PAC	1,28,26,015	28.00
Financial Institutions/ Banks	—	—
Mutual Fund	—	—
Bodies Corporate	51,30,512	11.20
NRIs	35061	0.08
Public	2,78,19,492	60.72
Grand Total	45811080	100.00



(m) Outstanding GDRs/ADRs/Warrants :

The Company has not issued any GDRs/ADRs.

(n) Dematerialisation of :

The Company has entered into Agreement with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for Dematerialisation of Shares. The Company's equity shares are compulsorily traded in dematerialized form. The ISIN No. of the Company is **INE301B01020**. As on 31st March, 2011, a total of 32278079 Shares of the Company which is 70.46% of the share Capital of the Company stands dematerialised.

10. OFFICE & PLANT LOCATION :**The Company's Office and Ahmedabad Plant is located at**

Plot No. B-13 & 14, Phase-II, GIDC Industrial Area, Naroda, Ahmedabad-382 330.

Jaipur (Leased) Plant is located at

E-421/422, Road No. 17, Nr. Kailash Canteen, V.K.I. Area, Jaipur - 302023

11. ADDRESS FOR CORRESPONDENCE :**SHAREPRO SERVICES (INDIA) PVT. LTD.**

416-420, 4th.Floor, Devnandan Mall, Opp. Sanyash Ashram, Ellisbridge, AHMEDABD – 380006

Tel No. 079-26582381/82/83/84 Fax No. 079-26582385 Email: sharepro.ahmedabad@shareproservices.com

For any assistance regarding correspondence dematerialisation of shares, share transfers, transactions, change of address, non-receipt of dividend or any other query, relation to shares:

Registered Office : Plot No.B-13 & 14, GIDC Industrial Area, Naroda, Ahmedabad-382 330

Telephone Nos. : (079) 2281 3445

Fax No. : (079) 2281 4023

E-mail : info@nimbusfoods.in

Compliance Officer : Mr. Amit Khaksa (Sharma), Joint Managing Director.

For and on behalf of the Board

Place : Ahmedabad

Date : 12/08/2011

Amit khaksa (sharma)

Jt. Managing Director

AUDITOR'S CERTIFICATE

To the Members of Nimbus Foods Industries Limited, Ahmedabad

We have examined the compliance of conditions of corporate governance by **Nimbus Foods Industries Limited**, Ahmedabad for the year ended on 31st March, 2011 as stipulated in Clause 49 of the listing agreement of the said Company with stock exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of conditions of corporate governance. Its 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, we certify that the Company has complied in all materials respects with the conditions of corporate governance as stipulated in the above-mentioned listing agreement.

As per representation received from the Registrars of the Company, we state that as per records maintained by the Shareholders' / investors' Grievance Committee, no investor grievance remaining unattended / pending for more than 30 days.

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

For B.S. RAJPUT & ASSOCIATES

Chartered Accountants

FRN:119760W

Place : AHMEDABAD

Date : 12/08/2011

Bhupendra Singh Rajput

Partner

M.No.: 106729



DECLARATION BY THE JOINT MANAGING DIRECTOR

Sub. Code of Conduct – Under Clause 49 {10(D)}

This is to certify that:

In pursuance of the provisions of Clause 49(I) (D) of the Listing Agreement, a Code of Conduct for the Board Member and Senior Management and for the Part-time is in Place.

The said Code of Conduct has been circulated to the Board Member and the Senior Management Personnel of the Company; and,

All Board Member and Senior Management and Part-time Directors have affirmed compliance of the said Code of Conduct, for the year ended March 31, 2011

For and on behalf of the Board

Place : Ahmedabad
Date : 12/08/2011

Amit khaksa (Sharma)
Jt. Managing Director

JOINT MANAGING DIRECTOR'S CERTIFICATION

(Issued in accordance with provisions of Clause 49 of the Listing Agreement)

To the Board of Directors of Nimbus Foods Industries Limited

Dear Sirs,

I have reviewed the financial statements, read with the cash flow statement of Nimbus Foods Industries Limited for the year ended March 31st, 2011 and that to the best of my knowledge and belief, I state that;

- a) (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that may be misleading;
- (ii) These statements present a true and fair view of the Company's affair and are in compliance with current accounting standards, applicable laws and regulations.
- b) There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's code of conduct.
- c) I accept responsibility for establishing and maintaining internal controls for financial reporting. I have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and I have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, which I am aware and the steps I have taken or propose to take to rectify these deficiencies.
- d) I have indicated to the auditors and the Audit committee
 - i. that there are no significant changes in internal control over financial reporting during the year;
 - ii. there are no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. there are no instances of fraud during the year.

Place : Ahmedabad
Date : 12/08/2011

Amit khaksa (Sharma)
Jt. Managing Director



AUDITOR'S REPORT

To,
The Members of
NIMBUS FOODS INDUSTRIES LIMITED

1. We have audited the attached Balance Sheet of **Nimbus Foods Industries Limited** as at 31st March, 2011 and the Profit and Loss Account of the Company for the year ended on 31st March, 2011 annexed thereto and report thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. These standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amount and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Manufacturing and other Companies (Auditors Report) order, 1988 issued by the Company Law Board in terms of Section 227 (4A) of the Companies Act., 1956 and in terms of information and explanation given to us and also on the basis of such checks as we considered appropriate, we give in the Annexure a statement on the matters specified in paragraph 4 and 5 of the said order.
4. Further to our comments in the Annexure referred to above, we report that :
 - i) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - ii) In our opinion, proper books of accounts, as required by Law, have been kept by the Company so far as appears from our examination of the books.
 - iii) The Balance Sheet and Profit and Loss Account, dealt with by this report, are in agreement with the books of Accounts.
 - iv) In our opinion, the Profit & Loss Account and Balance Sheet comply with the Accounting Standard referred to in Sec. 211(3) (C) of the Companies Act.,1956, as amended by the Companies (Amendment) Act.,1999.
 - v) On the basis of the written declaration received from the directors and taken on record by the board of directors, we report that none of the Directors of the Company is disqualified as at 31st March, 2011 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act., 1956.
 - vi) In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information as required by the Companies Act.,1956, in the manner so required and give a True and Fair view in conformity with the accounting principles generally accepted in India :
 - a) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March,2011 and
 - b) In the case of the Profit and Loss Account, of the Profit for the year ended on that date.
 - c) In the case of the Cash Flow statement, of the cash flows for the year ended on that date.

For B.S. RAJPUT & ASSOCIATES

Chartered Accountants

FRN:119760W

Bhupendra Singh Rajput

Partner

M.No.: 106729

Place : AHMEDABAD

Date : 12/08/2011



ANNEXURE OF THE AUDITORS' REPORT

To,
The members of
NIMBUS FOODS INDUSTRIES LIMITED
(Referred to in paragraph 3 of our report of even date)

- (i) a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- b) All the assets have been physically verified by the management during the year and also there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
- c) According to information and explanation given to us the company has not disposed off substantial parts of fixed assets during the year.
- (ii) a) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- b) The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and nature of its business.
- c) The company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stock and the book records were not material.
- (iii) a) The company has taken loan of Rs. 9.53 lacs from three parties in earlier years which is covered in the register maintained under section 301 of the Companies Act., 1956. During the year under consideration the Company is also taken further loans from one party amounting to Rs. 15.00 lacs. The year-end balance of loans taken from such parties was remaining Rs. 15.00 lacs. During the year under consideration the company given the advances amounting to Rs. 163.47 lacs against supply of goods and services to such related parties which is covered in the register maintained under section 301 of the Companies Act, 1956. The year-end balance of advance given to such parties was remaining Rs. 148.34 lacs.
- b) In our opinion, the rate of Interest is NIL and other terms and condition on which loans have been taken / granted to companies, firms or other parties listed in the register maintained under section 301 of the Companies Act.,1956 are not , prima facie , prejudicial to the interest of the Company.
- c) The Company is regular in repaying amounts as stipulated and has been regular in the payments
- d) According to the information and explanation given to us there is no overdue amounts of loans taken or granted to / from companies, firms or other parties listed in the register maintained under section 301 of the Companies Act., 1956
- (iv) In our opinion and according to the information and explanations given to us there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
- (v) a) According to the information and explanations given to us, we are of the opinion that the transactions 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 contract or arrangements entered in the register maintained under section 301 of the Companies Act.,1956 and exceeding the value of rupees five lakhs in respect of any party during the year have been made at prices which are reasonable having 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 public and hence directives issued by the Reserve Bank of India and provisions of Section 58A and 58AA of the Companies Act, 1956 and the rules framed there under are not applicable for the year under audit.
- (vii) In our opinion, the company has an internal audit system commensurate with the size and nature of its business.
- (viii) The Central Government has not prescribed maintenance of cost records under 209(1)(d) of the Companies Act.,1956.
- (ix) a) According to the records of the Company the company is regular in depositing with appropriate authorities undisputed statutory dues including employees' state insurance, income tax, sales tax, custom duty, excise duty, cess and other material statutory dues applicable to it.
- b) According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, sales tax, custom duty, excise duty and cess were in appears, as at 31st March, 2011 for a period of more than six months from the date they became payable.
- (x) In our opinion, the company has no accumulated losses and has not incurred cash loss during the year.
- (xi) In our opinion and according to the information and explanation given to us, the company has not defaulted in repayments of its dues to banks or financial institution .
- (xii) The company has not granted any loans or advances on the basis of securities by the way of pledge on shares, debentures or other securities.
- (xiii) In our opinion the company is not a chit fund or a nidhi , mutual benefits fund society . Therefore the provisions of clause 4(xiii) of the Companies (Auditors report) order, 2003 are not applicable to the company.
- (xiv) In our opinion the company is not dealing in trading of shares , securities , debenture , or the investments and hence requirement of clause 4(xiv) of the Companies (Auditors report) order, 2003 are not applicable to the company .
- (xv) According to the information and explanation given to us the company has not given any guarantee for loan taken by other from banks and financial institutions .
- (xvi) In our opinion, the term loans have been applied for the purpose for which they were raised.
- (xvii) 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 no funds raised on short-term basis have been used for long-term investment. No long-term fund has been used to finance short-term assets except permanent working capital.
- (xviii) The company has not made any preferential allotment of shares to parties and companies covered in the register maintained u/s 301 of the Companies Act.,1956.
- (xix) No debentures have been issued by the company and hence, the question of creating securities in the respect thereof does not arise.
- (xx) The company has not raised any money by way of public issue during the year.
- (xxi) Accordingly to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

For B.S. RAJPUT & ASSOCIATES

Chartered Accountants

FRN:119760W

Bhupendra Singh Rajput

Partner

M.No.: 106729

Place : AHMEDABAD

Date : 12/08/2011

**NIMBUS FOODS INDUSTRIES LIMITED****BALANCE SHEET AS AT 31 ST MARCH, 2011**

		As At 31.03.2011 (Rs.)	As At 31.03.2010 (Rs.)
SOURCES OF FUNDS			
Share Capital	[1]	45,811,080	45,811,080
Reserves & Surplus	[2]	7,979,289	5,586,993
Secured Loans	[3]	1,544,585	879,723
Unsecured Loans	[4]	1,500,000	953,143
Deferred Tax Liability		186,916	4,680
Total		57,021,870	53,235,619
APPLICATION OF FUNDS			
Fixed Assets :	[5]		
Gross Block		30,495,276	29,759,946
Less: Depreciation		9,371,716	8,731,796
Net Block		21,123,560	21,028,149
Investments :	[6]	5,000,000	5,000,000
Current Assets, Loans & Advances			
Inventories	[7]	7,169,715	5,774,236
Sundry Debtors	[8]	6,544,861	4,951,567
Cash & Bank Balances	[9]	8,284,075	12,711,820
Loans & Advances & Deposits	[10]	30,770,251	18,980,075
		52,768,902	42,417,697
Less : Current Liabilities & Provisions	[11]	22,296,019	15,695,467
Net Current Assets		30,472,883	26,722,230
Miscellaneous Expenditure (to the extent not written-off or adjusted)	[12]		
Deferred Revenue Expenditure		425,427	485,239
Total		57,021,870	53,235,619

NOTES FORMING PART OF ACCOUNTS "21" OF BALANCE SHEET

In terms of our report of even date

For B.S. Rajput & AssociatesChartered Accountants
(FRN : 119760W)**(Bhupendra Singh Rajput)**

Partner

Place : Ahmedabad

Dated : 12/08/2011

On behalf of the Board of Directors

Nimbus Foods Industries Limited**(Amit Khaksa)**

Joint Mg. Director

(Deepak Sharma)

Director

**PROFIT AND LOSS ACCOUNT FOR THE PERIOD ENDED ON 31 ST MARCH, 2011**

	SCH.	Year Ended 31.03.2011 (Rs.)	Year Ended 31.03.2010 (Rs.)
INCOME :			
Sales	[13]	94,926,882	84,666,262
Other Income	[14]	499,786	407,918
Increase / (Decrease) in Stock	[15]	1,395,480	435,147
TOTAL		96,822,148	85,509,326
EXPENDITURE :			
Purchases	[16]	66,884,700	60,966,318
Direct Expenses	[17]	12,593,510	6,530,562
Administration & Other Expenses	[18]	7,345,749	9,036,361
Payment & Provision for Employees	[19]	3,455,521	2,995,705
Director's Remuneration		900,000	700,000
Interest & Financial Charges	[20]	212,229	143,064
Preliminary & Pre-op. Exp.(w / o)	[12]	59,812	59,812
Depreciation	[5]	1,661,871	2,556,150
TOTAL		93,113,392	82,987,971
Profit / (-) Loss Before Tax		3,708,756	2,521,355
Provision for Taxation		1,100,000	800,000
Deferred Tax		182,236	(60,450)
Profit / (-) Loss after Tax		2,426,520	1,781,805
Short or Excess Provision of Taxation of earlier year		34,225	64,106
Prior Period Adjustment		—	—
Extra Ordinary Items		—	—
Balance Brought Forward		3,354,822	1,637,122
Balance Carried to Balance Sheet		5,747,117	3,354,822

NOTES FORMING PART OF ACCOUNTS "21" OF BALANCE SHEET

In terms of our report of even date

For B.S. Rajput & Associates

Chartered Accountants

(FRN : 119760W)

(Bhupendra Singh Rajput)

Partner

Place : Ahmedabad

Dated : 12/08/2011

On behalf of the Board of Directors

Nimbus Foods Industries Limited**(Amit Khaksa)**

Joint Mg. Director

(Deepak Sharma)

Director

**SCHEDULE 1 TO 21 ATTACHED TO AND FORMING PART OF THE BALANCE SHEET, PROFIT & LOSS ACCOUNT FOR THE ENDED ON 31 ST MARCH , 2011**

	As At 31.03.2011 (Rs.)	As At 31.03.2010 (Rs.)
SCHEDULE : 1		
AUTHORISED CAPITAL :		
92,000,000 Equity share of Re. 1/- each P.Y. (92,000,000 Equity Shares of Rs.1/- each)	92,000,000	92,000,000
	<u>92,000,000</u>	<u>92,000,000</u>
ISSUED SUBSCRIBED & PAID UP :		
45811080 Equity Shares of Re. 1/- Each fully paidup P.Y. (45811080 Equity Shares of Rs. 1/- each)	45,811,080	45,811,080
	<u>45,811,080</u>	<u>45,811,080</u>
SCHEDULE : 2		
RESERVE & SURPLUS		
Capital Reserve (Net Off)	2,232,172	2,232,172
	<u>2,232,172</u>	<u>2,232,172</u>
Profit & Loss Account A/c	5,747,117	3,354,822
	<u>7,979,289</u>	<u>5,586,993</u>
SCHEDULE : 3		
SECURED LOANS :		
A.U.Financiers (India) Pvt Ltd (Auto Loan)	626,182	189,927
L & T Finance Ltd. (Auto Loan)	66,205	96,752
HDFC Bank Ltd.	289,722	—
Reliance Capital Ltd	206,832	—
Term Loan (SBBJ)	355,644	593,044
	<u>1,544,585</u>	<u>879,723</u>
SCHEDULE : 4		
UNSECURED LOANS :		
Unsecured Loans	1,500,000	953,143
	<u>1,500,000</u>	<u>953,143</u>


**SCHEDULE : 5
FIXED ASSETS AS AT 31ST MARCH, 2011**

PARTICULARS	GROSS BLOCK				DEPRECIATION BLOCK					NET BLOCK		
	RATE OF DEP.%	OPENING BALANCE	ADDITION	DEDUCTION	TOTAL	OPENING BALANCE	ADDITION	Reversal due to Capital Subsidy	DED.	TOTAL	31.3.2011	31.3.2010
GIDC Plot	0.00%	4,215,000	—	—	4,215,000	—	—	—	—	—	4,215,000	4,215,000
Building	10.00%	5,245,656	418,760	534,000	5,130,416	1,521,276	399,693	154,848	—	1,766,121	3,364,295	3,724,380
Plant & machinery	13.91%	16,327,863	1,948,475	2,227,770	16,048,568	5,677,424	1,625,949	662,414	55,720	6,585,239	9,463,329	10,650,439
Computer & Printers	40.00%	1,208,578	106,650	916,011	399,217	819,784	80,392	—	651,041	249,135	150,082	388,794
Cycle	13.91%	3,100	—	—	3,100	885	308	—	—	1,193	1,907	2,215
Furniture & Fixtures	18.10%	679,113	35,279	662,448	51,944	265,949	7,368	—	263,727	9,590	42,354	413,164
Workshop Equipment	13.91%	247,328	114,085	—	361,413	76,188	30,818	—	—	107,006	254,407	171,140
Office Equipment	13.91%	361,544	41,390	—	402,934	106,487	37,169	—	—	143,656	259,278	255,057
Electric Installation	13.91%	92,911	—	92,911	—	33,278	—	—	33,278	—	—	59,633
Motor Car	25.89%	311,000	1,740,702	—	2,051,702	138,228	81,424	—	—	219,652	1,832,050	172,772
A.C.	13.91%	45,002	—	45,002	—	15,918	—	—	15,918	—	—	29,084
Scooter	13.91%	54,332	—	—	54,332	11,766	5,921	—	—	17,687	36,645	42,566
GIDC Flat	10.00%	195,415	—	—	195,415	24,897	17,052	—	—	41,949	153,466	170,518
Construction WIP	0.00%	—	13,202	—	13,202	—	—	—	—	—	13,202	—
Vehicle	13.91%	773,104	819,929	25,000	1,568,033	39,718	193,039	—	2,268	230,489	1,337,544	733,386
TOTAL		29,759,946	5,238,472	4,503,142	30,495,276	8,731,796	2,479,133	817,262	1,021,952	9,371,716	21,123,560	21,028,149
PREVIOUS YEAR		28,573,727	1,186,219	—	29,759,946	6,175,646	2,556,150	—	—	8,731,796	21,028,149	22,398,080
											As At 31.03.2011 (Rs.)	As At 31.03.2010 (Rs.)

**SCHEDULE : 6
INVESTMENT**
Unquoted

Shri Govindam Agro Foods Pvt. Ltd.	5,000,000	5,000,000
(500000 Equity Shares of Rs. 10/- each Fully paid-up) P.Y.(NIL allotment of shares was pending)	—	—
	5,000,000	5,000,000

SCHEDULE : 7
INVENTORIES (As valued and certified by the Directors)

Closing Stock	7,169,715	5,774,235
	7,169,715	5,774,235



NIMBUS FOODS INDUSTRIES LIMITED

	As At 31.03.2011 (Rs.)	As At 31.03.2010 (Rs.)
SCHEDULE : 8		
SUNDRY DEBTORS		
Unsecured, Considered Good Outstanding		
For More Than Six Months	2,480,706	1,696,198
Others	4,064,155	3,255,369
	<u>6,544,861</u>	<u>4,951,567</u>
SCHEDULE : 9		
CASH & BANK BALANCE		
Cash on Hand	3,607,925	4,420,816
Balances in Current A/c	3,319,047	7,099,405
Balances in FDR A/c	1,357,103	1,191,599
	<u>8,284,075</u>	<u>12,711,820</u>
SCHEDULE : 10		
LOANS, ADVANCES & DEPOSITS		
(Unsecured, Value to be received considered good)		
Loans & Advance	29,052,249	17,262,373
Deposits	1,718,001	1,717,701
	<u>30,770,251</u>	<u>18,980,075</u>
SCHEDULE : 11		
CURRENT LIABILITIES & PROVISION		
Sundry Creditors for Material	11,872,682	7,209,699
Sundry Creditors for Others	8,196,923	5,899,272
Provisions	1,104,320	845,934
Duties & Taxes	133,603	104,092
Advance received : payable in kind or cash	622,087	1,280,293
Deposits from Dealer	366,404	356,177
	<u>22,296,019</u>	<u>15,695,467</u>
SCHEDULE : 12		
MISCELLANEOUS EXPENDITURE		
(To the extent not written off or adjusted)		
Deferred Revenue Exp.	485,239	477,601
Add:: Incurred during the year	—	67,450
	<u>485,239</u>	<u>545,051</u>
Less : Transferred to Reconstruction A/c	—	—
Less : Written off 1/10	59,812	59,812
Balance	<u>425,427</u>	<u>485,239</u>

**NIMBUS FOODS INDUSTRIES LIMITED**

	As At 31.03.2011 (Rs.)	As At 31.03.2010 (Rs.)
SCHEDULE : 13		
SALES		
Sales (Net off Sales Return)	94,548,043	83,668,101
Direct Income	378,839	998,161
	<u>94,926,882</u>	<u>84,666,262</u>
SCHEDULE : 14		
OTHER INCOME		
Interest and Other Income	499,786	407,918
	<u>499,786</u>	<u>407,918</u>
SCHEDULE : 15		
INCREASE / (DECREASE) IN STOCK		
Closing Stock	7,169,715	5,774,235
Less : Opening Stock	5,774,235	5,339,089
Increase / (Decrease) in Stock	<u>1,395,480</u>	<u>435,147</u>
SCHEDULE : 16		
PURCHASES		
Purchases	66,884,700	60,966,318
	<u>66,884,700</u>	<u>60,966,318</u>
SCHEDULE : 17		
DIRECT EXPENSES		
Brokerage Charge	56,383	42,015
Cleaning Exp.	89,291	136,805
Electricity & Fuel Expenses	2,483,706	984,065
Factory Exp.	379,823	33,777
Freight & Octroi Exp.	1,131,497	536,491
Wages	1,617,735	332,703
Job Work Charges-Out Side Factory	2,311,349	1,838,425
Loading & Unloading Exp.	89,474	56,817
Production Charges	19,620	18,363
Rate Difference	998,453	28,015
Repair to Building	600,807	264,451
Factory Rent	541,754	—
Repair to Plant	428,003	488,313
Royalty Exp.	1,688,188	1,639,046
Water Charges	157,428	131,276
	<u>12,593,510</u>	<u>6,530,562</u>



	As At 31.03.2011 (Rs.)	As At 31.03.2010 (Rs.)
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**SCHEDULE : 18
INDIRECT EXPENSES**

Advertisement Exp.	125,987	101,701
Audit Fee	60,000	20,000
Assets written off	64,603	—
Bank Charges	58,570	48,528
Consultant Charges	78,650	84,015
Conveyance Exp.	40,058	151,014
Distribution Exp.	3,606,939	5,739,778
Office Exp.	79,540	24,509
Forwarding Charges	1,216,062	1,031,484
Legal Charges	91,580	147,994
Membership Fees	11,464	17,942
Misc. Exp.	111,862	170,882
Misc. Repair Exp	154,532	79,322
Penalty Exp.	—	6,400
Professional Charges	106,348	154,467
Rates & Taxes	59,816	49,803
Repair to Vehicles	31,792	34,849
Security Expenses	191,162	158,050
Postage & Courier	53,651	18,260
Vehicle Exp.	440,491	—
Loss on Sale of Asset	2,732	—
Stationery & Printing Exp.	387,713	344,501
Telephone Expenses	74,215	171,380
Traveling Exp.	222,661	306,537
Weight Charges	8,210	5,540
Rent Exp.	—	127,560
Insurance Charges	67,111	26,005
Gift Exps.	—	15,839
	<u>7,345,749</u>	<u>9,036,361</u>

**SCHEDULE : 19
PAYMENT & PROVISION FOR EMPLOYEES**

Salary , Bonus & Allowances	2,899,330	2,554,954
Contribution to Provident and other Funds	54,230	113,255
Staff Welfare Expenses	501,961	327,496
	<u>3,455,521</u>	<u>2,995,705</u>

**SCHEDULE : 20
INTEREST & FINANCIAL CHARGES**

Interest Expenses	209,121	137,414
Loan Process Charges	3,108	5,650
	<u>212,229</u>	<u>143,064</u>

**Schedule - 21 :
Accounting Policies And Notes Forming Parts of The Accounts****1. Significant Accounting Policies of Accounting Standard****(a) Basis of Preparation of Financial Statement**

The financial statements have been prepared under the historical cost convention method in accordance with the generally accepted accounting principles and the provisions of the Companies act 1956. The Company follows mercantile system of accounting and recognizes income and expenditure on accrual basis except in the case of significant uncertainty relating to income.

(b) Fixed Assets and Depreciation:

Fixed assets of the Company are stated at cost renewals and replacements are either Capitalized or charged to revenue, as appropriate, depending upon the nature and long-term utility of such renewals/ replacements. In respect of assets scrapped, discarded or retired during the year, the net book value of such assets is written off as loss on discarded fixed assets. The receipts on sale of such scrapped assets are accounted for when realized.

(c) Depreciation:

The Company has a policy of providing depreciation on fixed assets on written down basis u/s 205(2)(a) of the Companies Act, 1956 at the rates specified in schedule XIV of the said Act.

(d) Investment:

Investment in shares of companies, quoted or unquoted are carried at cost of acquisition.

(e) Sales, Purchase and Inventories:

Sales are invoiced on delivery of goods. Purchases are accounted on the receipt of title of goods including related cost. Inventories are valued at cost including all related expenses or market value whichever is lower on FIFO Basis. Stock of Educational materials has been valued at cost.

(f) Miscellaneous Expenditure :

Preliminary Expenditure is written off over ten years.

(g) Excise Duty :

Excise duty is not applicable to the business in which the company is engaged

(h) Borrowing cost:

The company follows the practice of capitalizing interest on borrowing for capital expenditure up to the date the assets are put to use.

(i) Taxes on Income :

Tax on income for the current period is determined on the basis of taxable income and tax credits computed in accordance with the provisions of the Income Tax Act, 1961 and based on the assessed outcome of assessment/appeals.

Deferred Tax is recognized on timing difference between the accounting income and the taxable income for the year ended and quantified using the tax rates and laws enacted or substantially enacted as on the balance sheet date.

**Notes on Accounts**

1. The Sundry Creditors, Sundry Debtors, Unsecured loans and loans & advances are subjected to confirmation.
2. Director's Remuneration ₹ 9,00,000 (P.Y. ₹ 7,00,000)
3. Auditor's Remuneration : (In ₹)

Particulars	Current year	Previous year
Audit Fees	60,000	20,000
Out of pocket Exp.	NIL	NIL

4. In the opinion of the Board of Directors, the Current Assets, Loans and Advances are approximately value stated, if realised in the ordinary course of business .The provisions of all known liabilities are adequately provided and not in the excess of amount reasonably necessary.
5. The Company has given Corporate Gurantees to banks against Loans sanctioned by banks to the group companies aggregate to 4.60 crores.
6. The Company had been advised that the computation of net profit u/s 349 of the Companies Act., 1956 had not been made since no commission is paid / payable to the directors for the year.
7. AS- 15: In the opinion of the Board at present the company is not liable for gratuity and treatment of retirement benefit are accounted for as and when paid.
8. Estimated amount of contracts remaining to be executed on capital account and not provided for Nil (P.Y. Nil)

Particulars	2010-2011	2009-2010
9. C.I.F. value of imports (excluding purchase of items Imported by other agencies)	Nil	Nil
10. Expenditure in foreign currency	Nil	Nil
11. Earning in foreign exchange	Nil	Nil
12. Contingent Liabilities	Nil	Nil

13. The Contribution to the defined contribution scheme such as Provident Fund etc. is charged to the Profit & Loss account as incurred. However no provision for gratuity is made during the year as the same is still not applicable to the Company.
14. Related Party Disclosure : As per Accounting Standard-18 (AS-18)

Name of Related party Relationship

a) Shri Amit Khaksa	Jt Mg Director
b) Shri Vishnu Sharma	Mg Director (upto13.04.2011)
c) Shri Sharad Khandelwal	Director
d) Shri Deepak Sharma	Director
e) Shri Bhaychand G. Prajapati	Director
f) Sitaram G. Sharma	Director's Relative
g) Balaji Resources & Trading Co. Ltd.	Associate Concern
h) Nimbus Foods Ltd.	Associate Concern
i) Chinar Capital Market Pvt. Ltd.	Associate Concern
j) Shri Govindam Agro Foods Pvt. Ltd	Associate Concern
k) Nimbus Auto Fast O Forge Pvt. Ltd	Associate Concern
l) Nimbus Beverages Pvt. Ltd.	Associate Concern
m) Nimbus Infrabuilt Pvt. Ltd.	Associate Concern

**List of transaction:**

S.N.	Name of Party	Particulars of Transaction	Amount (₹)
1.	Vishnu Sharma	Director's Remuneration	600000
2.	Amit Sharma	Salary	300000
3.	Nimbus Foods Ltd.	Advances given	16795
4.	Nimbus Infrabuilt Pvt. Ltd.	Unsecured Loan taken	1500000
5.	Chinar Capital Market Pvt. Ltd.	Advances given	2321000
6.	Shri Govindam Agro Foods Pvt. Ltd	Advances Given.	291320
7.	Nimbus Auto Fast O Forge Pvt. Ltd.	Advances given	105000
8.	Nimbus Beverages Pvt. Ltd.	Advances given	2973653

15. Quantitative detail information as required under para 3, 4C and 4D of part II of schedule VI of the Companies Act, 1956 to the extent applicable is as under:

Quantitative Information:

Units	Current Year Kgs.	Previous Year Kgs.
Capacity :		
Bread :		
Licensed	N.A.	N.A.
Installed	N.A.	N.A.
Utilised	N.A.	N.A.

Raw Material Consumption: (Major Items)

Units	Current Year Kgs.	Previous Year Kgs.
Maida consumed	1909392	1901706
Material Consumed :		
Imported (in Rs.)	NIL	NIL
Indigenous (in Rs.)	0%	0%
	29595576	27353336
	100%	100%
Production :		
Bread & Bakery (Kg.)	2468075	2700422

**16. Accounting for Taxes on Income (AS-22)**

Deferred Tax Assets/ Liability are provided in accordance with Accounting Standard AS-22 issued by the Institute of Chartered Accountants of India.

17. Details of Earnings per Shares:

S.No.	Particulars	2010-11	2009-10
1.	No. of Equity Shares of Re.1/- each	45811080	45811080
2.	Net Profit After Tax	26,08,756	17,17,699
3.	Basic and diluted earning per Shares	0.06	0.04

18. AS-28 : All the assets have been physically verified by the management during the year and also there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.

19. The previous year's figure have been rearranged / re grouped where ever necessary.

In terms of our report of even date

For B.S. Rajput & Associates

Chartered Accountants

(FRN : 119760W)

(Bhupendra Singh Rajput)

Partner

Place : Ahmedabad

Dated : 12/08/2011

On behalf of the Board of Directors

Nimbus Foods Industries Limited

(Amit Khaksa)

Joint Mg. Director

(Deepak Sharma)

Director



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

(Amount in Rs.)

Particulars	AS AT 31/03/2011		AS AT 31/03/2010	
	Amount	Amount	Amount	Amount
A. Cash Flow from Operating Activities				
Net Profit before tax and Extraordinary Items		3,708,756		2,521,355
Adjusted for				
Depreciation	1,661,871		2,556,150	
Misc. Exp.(incl. W/off)	59,812		59,812	
Loss on Sale of Asset	2,732			
Provision for Taxation		1,724,416	—	2,615,962
Operating Profit before Working Capital Changes		5,433,173		5,137,317
Adjusted for				
Inventories	(1,395,480)		(435,147)	
Sundry Debtors	(1,593,295)		649,605	
Loans & Advances	(11,790,176)		1,184,617	
Current Liabilities & Provisions	6,600,552	(8,178,398)	5,516,331	6,915,407
Cash generated from Operating Activities		(2,745,225)		12,052,724
Less : Direct Tax Provisions		(1,100,000)		(800,000)
Net Cash flow Operating Activities		(3,845,225)		11,252,724
B. Cash Flow from Investing Activities				
Purchase of Fixed Assets	(5,238,472)		(1,186,219)	
Sales of Fixed Assets	3,478,458		—	
Adjustment of Taxation of earlier year	(34,225)		(64,106)	
Decrease in Profit & Loss A/c (Dr Balance)	—		—	
Increase / Decrease in Miscellaneous Exp	—		(67,450)	
Prior period Adjustment	—		—	
Increase in Investments	—		—	
Net Cash used in Investing Activities		(1,794,239)		(1,317,775)
C. Cash Flow from Financing Activities				
Decrease in Share Forfeiture Reserve Account	—		—	
Increase in Secured Loan	664,862		(23,100)	
Increase in Capital Reserves	(0)		—	
Increase in Unsecured Loan	546,857		(232,622)	
Net Cash used in Financing Activities		1,211,719		(255,722)
Net increase in Cash and Cash Equivalents (A+B+C)		(4,427,745)		9,679,226
Opening Balance of Cash and Cash Equivalents		12,711,820		3,032,594
Closing Balance of Cash and Cash Equivalents		8,284,075		12,711,820

Note : Figures in brackets indicate negative figures.

The previous year's figures have been regrouped and reclassified wherever necessary.

In terms of our report of even date

On behalf of the Board of Directors

For B.S. Rajput & Associates**Nimbus Foods Industries Limited**

Chartered Accountants

(FRN : 119760W)

(Amit Khaksa)

Joint Mg. Director

(Bhupendra Singh Rajput)

Partner

(Deepak Sharma)

Director

Place : Ahmedabad

Dated : 12/08/2011

**STATEMENT PURSUANT TO PART IV OF SCHEDULE VI TO THE COMPANIES ACT, 1956
BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE****I. REGISTRATION DETAILS**

Registration No.	0025631	State Code	04
Balance Sheet	31.03.11		

II. CAPITAL RAISED DURING THE YEAR (AMOUNT RS. IN THOUSAND)

Public Issue	NIL	Right Issue	NIL
Bonus Issue	NIL	Private Placement	NIL

III. POSITION OF MOBILISATION AND DEPLOYMENT OF FUNDS (AMOUNT RS. IN THOUSAND)

Total Liabilities	57427	Total Assets	57427
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SOURCES OF FUNDS

Paid-up Capital	45811	Reserves and Surplus	7979
Secured Loans	1545	Unsecured Loans	1905
Deferred Tax Liability	187		

APPLICATION OF FUNDS

Net Fixed Assets	21124	Investments	5000
Net Current Assets	30878	Miscellaneous Expenditure	425
Accumulated Losses	NIL		

IV. PERFORMANCE OF COMPANY (AMOUNT RS. IN THOUSANDS)

Turnover	94927	Total Expenditure	91218
+ - Profit/(Loss) Before Tax	3709	+ - Profit/(Loss) After Tax	2427
Earning Per Share (Rs.)	0.06	Dividend Rate (%)	NIL

V. GENERIC NAMES OF THREE PRINCIPAL PRODUCTS/SEVICES OF THE COMPANY (AS PER MONETARY TERMS)

Item Code No. (ITC Code)	Product Description
N.A.	NIL

In terms of our report of even date

For B.S. Rajput & AssociatesChartered Accountants
(FRN : 119760W)**(Bhupendra Singh Rajput)**

Partner

Place : Ahmedabad

Dated : 12/08/2011

On behalf of the Board of Directors

Nimbus Foods Industries Limited**(Amit Khaksa)***Joint Mg. Director***(Deepak Sharma)***Director*

NIMBUS FOODS INDUSTRIES LIMITED

Regd. Office : Plot No. B-13 & 14, Phase-II, GIDC Industrial Area, Naroda, Ahmedabad -382 330

PROXY FORM

DP Id* _____ Regd. Folio No. _____

Client Id* _____

I/We _____

of _____ in the district of _____ being a member/members of the above named Company, hereby appoint

Mr./Mrs. _____ of _____ in the

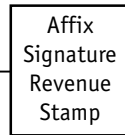
district of _____ or failing him/her Mr./Mrs. _____ of

_____ in the district of _____

as my/our Proxy to vote for me/our behalf at the at the Annual General Meeting of the Company to be held on Saturday, the 24th September, 2011 at 11.00 a.m. at Plot No. B-13 & 14, Phase-II, GIDC Industrial Area, Naroda, Ahmedabad -382 330

Signed the _____ day of _____ 2011

Signature _____



* Applicable for members holding shares in dematerialised form.

- 1. The Proxy Form signed across revenue stamp should reach the Company's Registered Office at least 48 hours before the scheduled time of meeting.

NIMBUS FOODS INDUSTRIES LIMITED

Regd. Office : Plot No. B-13 & 14, Phase-II, GIDC Industrial Area, Naroda, Ahmedabad -382 330

ATTENDANCE SLIP

Full name of the Member attending : _____

Name of Proxy : _____

I hereby record my presence at the Annual General Meeting being held on Saturday, the 24th September, 2011 at 11.00 a.m. at Plot No. B-13 & 14, Phase-II, GIDC Industrial Area, Naroda, Ahmedabad -382 330.

Regd. Folio No. _____

DP Id* _____

Client Id* _____

No. of Share held _____

Member's/Proxy's Signature
(To be signed at the time of handing over the slip)

* Applicable for members holding shares in dematerialised form.

Note : Persons attending the Annual General Meeting are requested to bring their copies of Annual Report.

BOOK-POST

If undelivered

Please return to :

NIMBUS FOODS INDUSTRIES LIMITED

Regd. Office : Plot No. B-13 & 14, Phase-II,
GIDC Industrial Area, Naroda, Ahmedabad -382 330