



Committed to Growth



20<sup>th</sup> Annual Report 2010-11

**GUJARAT AMBUJA  
EXPORTS LIMITED**



## Well diversified still focused on Agro Processing





# Gujarat Ambuja Exports Limited

Regd. Office: "Ambuja Tower", Opp. Memnagar Fire Station, Navrangpura, PO. Navjivan, Ahmedabad-380 014  
Phone: 079-26423316-20, 26405535-37 & 39 • Fax: 079-26423079 • E-mail : info@ambujagroup.com • Website: www.ambujagroup.com

## 20<sup>th</sup> ANNUAL REPORT 2010-2011

BOARD OF DIRECTORS	
Mr. Vijay Kumar Gupta, Chairman & Managing Director	
Mr. Manish V. Gupta, Managing Director	
Mr. Mohit V. Gupta, Joint Managing Director	
Mr. Sandeep N. Agrawal, Whole Time Director	
Mrs. Sulochana V. Gupta	
Mr. Jagdish Sharan Varshneya	
Mr. Chaitan M. Maniar	
Mr. Prakash G. Ramrakhiani	
Mr. Ashok C. Gandhi	
Mr. Rohit J. Patel	
Vice President (Finance & Accounts)	
Mr. N. Giridhar	
Company Secretary	
Mr. Manan C. Bhavsar	
AUDITORS	
M/s. Kantilal Patel & Co., Chartered Accountants, (A member firm of Polaris International, USA).	
BANKERS	
1. Bank of India	2. Punjab National Bank
3. Union Bank of India	4. HDFC Bank Limited
5. State Bank of Mysore	
SHARE TRANSFER AGENT (PHYSICAL & ELECTRONIC FORM)	
M/s. Jupiter Corporate Services Limited "Ambuja Tower", Opp. Memnagar Fire Station, Navrangpura, P.O. Navjivan, Ahmedabad – 380 014.	
WHOLLY OWNED SUBSIDIARY	
Gujarat Ambuja International Pte. Ltd., Singapore	
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PLANTS	
Sr.	Name of Unit and Location
1	Cotton Spinning Division Vil. Dalpur, Dist. Sabarkantha, Gujarat
2	Bio-Chemical Division (Maize Processing) Vil. Dalpur, Dist. Sabarkantha, Gujarat
3	Edible Oil Refineries & Vanaspati Ghee Unit Kadi, Dist. Mehsana, Gujarat
4	Solvent Extraction Unit-I Nani Kadi, Dist. Mehsana, Gujarat
5	Solvent Extraction Unit-II Kadi, Dist. Mehsana, Gujarat
6	Solvent Extraction Unit-III Kadi, Dist. Mehsana, Gujarat
7	Solvent Extraction Unit-IV Pithampur, Dist. Dhar, Madhya Pradesh
8	Solvent Extraction Unit- V N.H. No.6, Akola-Balapur Road, Village Kanheri, Gawali, Tal. Balapur, Dist. Akola, Maharashtra.
9	Solvent Extraction Unit VI Dist. Mandsour, Madhya Pradesh
10	Wheat Processing Unit Kadi, Dist. Mehsana, Gujarat
11	Cattle Feed Unit Kadi, Dist. Mehsana, Gujarat
12	Wheat Processing Unit Pithampur, Dist. Dhar Madhya Pradesh
13	Maize Processing Unit Plot C-50, ELDECO, SIDCUL Industrial Park, Sitarganj, Dist. Udham Singh Nagar, Uttarakhand
14	Wind Mills (Gujarat)
a.	B-87, R S No. 471/P, Village Lamba, Taluka Kalyanpur, Dist. Jamnagar.
b.	WTG No. 1, Machine No.1, Survey No. 400, Village Kuranga, Taluka Dwarka, Dist. Jamnagar.
c.	WTG No. 2, Machine No.2 Survey No. 400, Village Kuranga, Taluka Dwarka, Dist. Jamnagar.
d.	WTG No. 3, Machine No. 6 Survey No. 400, Village Kuranga, Taluka Dwarka, Dist. Jamnagar.
e.	Survey No.213/2, Village: Satapar, Tal: Kalyanpur, Dist. Jamnagar
f.	WTG No.1, V-4, Survey No. 43/1/P Village: Moti Sindhodi, Tal: Abdasa, Dist. Kutch
g.	WTG No.2, V-7, Survey No. 36/2/P Village: Moti Sindhodi, Tal: Abdasa, Dist. Kutch
h.	Survey No. 115/P, Village Mindiyali, Tal : Anjar, Dist. Kutch.

## SCHEDULE OF ANNUAL GENERAL MEETING

<b>Day</b> : Thursday	<b>Date</b> : 11 <sup>th</sup> August, 2011	<b>Time</b> : 11.00 a.m.
<b>Venue</b> : H.T. Parekh Hall, 1st Floor, Ahmedabad Management Association (AMA), AMA Complex, Dr. Vikram Sarabhai Marg, Vastrapur, Ahmedabad - 380 015.		





## MEMORANDUM ON GREEN INITIATIVE

Dear Members,

We would like to inform all the Members that the Ministry of corporate Affairs (MCA) has come out with circular Nos. 17/2011 dtd. 21-04-2011 and 18/2011 dtd. 29-04-2011 promulgating "Green Initiative" of paperless compliances, by encouraging Corporates to serve documents through electronic mode to Members, who have registered their email addresses with their Depository Participant (DP) or with the Company to receive documents electronically.

Taking forward this green initiative of the MCA and to reduce impact of global warming by saving on cost of paper, we are proposing to send Annual Report for the financial year 2011-12 and other documents/notices by emails to all the Members.

To support this noble gesture, we request whole hearted support of all the Members to register their email addresses with their DP or with the Share Transfer Agent of the Company, to receive documents/notices electronically from the Company in lieu of physical copies. Please note that, in case you have already registered your e-mail address, you are not required to re-register unless there is change in your e-mail address. Members who are holding shares in physical form are requested to send e-mail at jayvijay@ambujagroup.com to update their e-mail address. Members are also requested to convert their physical holding into demat and consolidate their multiple folios into single folio. Please quote your Folio No. or DP ID and Client ID, as the case may be, in all your communications.

Considering the potential for saving in paper & printing, we are sure, that all of you will subscribe to this noble "Green Initiative".

Vijaykumar Gupta

Chairman & Managing Director  
Gujarat Ambuja Exports Limited

## SHAREHOLDERS' REFERENCER

### Members holding Shares in physical form

- Members of erstwhile Gujarat Ambuja Cotspin Limited (GACL) (Also known as Gujarat Ambuja Steel Limited and Ambuja Foods Limited), Gujarat Ambuja Proteins Limited (GAPL) and Jupiter Biotech Limited (Formerly known as Gujarat Vita Pharma Limited) (hereinafter also referred as Amalgamating Companies) are requested to send their shares of above companies for exchange at the Registered Office of the Company immediately to get shares of Gujarat Ambuja Exports Limited (GAEL and/or Amalgamated Company).
- Members holding equity shares of ₹10/- each of Gujarat Ambuja Exports Limited (GAEL) are also requested to send at the Registered Office of the Company their ₹10/- face value shares to get sub-divided ₹2/- face value equity shares certificates of GAEL.
- Equity Shares of the Company are under compulsory dematerialization and to get benefits of dematerialization, please send equity shares of GAEL of ₹2/- each for dematerialization through your Depository Participant (DP). ISIN No. is INE036B01022.
- Kindly get your shares transmitted in the name of second holder/ legal heirs, in case of death of First holder/ Single holder as the case may be at the earliest.
- Kindly register your change of address with the Company and get acknowledgement for registration.
- As directed by SEBI Circular No. MRD/DOP/Cir-05/2009 dated 20.05.2009, all transferee(s) are compulsorily required to submit copy of PAN Card alongwith transfer form. In absence of which, request for transfer will be rejected.
- Members holding shares in physical form and desirous of making nomination may request for Form No.2B from the Company or Share Transfer Agent, M/s. Jupiter Corporate Services Limited.
- Please quote your Folio No. and other details in all communication/correspondence with the Company and/or Share Transfer Agent of the Company.

### Members holding Shares in Dematerialised form

- Kindly update your change of address and bank details/ particulars alongwith MICR Code, Core Banking Account Number with your Depository Participant (DP) to get corporate benefits and serve you better.
- Kindly quote your Client ID along with DP ID in all your correspondence/ communication with the Company and/or Share Transfer Agent of the Company.

### Dividend (Physical and Demat Shares)

- If you are holding unpaid dividend warrants/ warrants not received by you for the financial year as referred in notes to notice of the meeting, you are requested to send the same for revalidation/ apply for duplicate dividend warrants. In view of provisions of Section 205A and Section 205C of the Companies Act, 1956, the amount of dividend remaining unclaimed for a period of seven years shall be transferred to the Investor Education and Protection Fund. Thereafter, members shall not be able to register their claim in respect of their un-encashed dividends.
- Kindly note that as per RBI notification, with effect from October 1, 2009, the remittance of money through ECS is replaced by National Electronic Clearing Service (NECS) and banks have been instructed to move to the NECS platform with immediate effect. The advantages of NECS over ECS include faster credit of remittances to beneficiary's account, coverage of more bank branches and ease of operations for remitting agencies.
- NECS essentially operates on the new and unique bank account number allotted by banks post implementation of Core Banking Solutions (CBS) for centralized processing of inward instructions and efficiency in handling bulk transactions.
- In this regard, if you hold shares in electronic form, please furnish the new Bank Account Number allotted to you by your bank after implementation of CBS, along with a photocopy of a cheque pertaining to the concerned account, to your Depository Participant (DP), at your earliest convenience and for shares held in physical form to Share Transfer Agent, M/s. Jupiter Corporate Services Limited.
- If you do not provide your new account number allotted after implementation of CBS by your bank to your DP, please note that ECS to your old account may either be rejected or returned.
- Please ignore the instruction above, in case you have already submitted the necessary details to your DP/ Share Transfer Agent of the Company, as the case may be.

### Share Transfer Agent

Kindly note that Share Transfer Agent of the Company is M/s. Jupiter Corporate Services Limited having its office at "Ambuja Tower", Opp. Memnagar Fire Station, PO. Navjivan, Ahmedabad 380014 and hence members/ beneficial owners of equity shares are requested to address all correspondence to M/s. Jupiter Corporate Services Limited and/or to the Company only.



## NOTICE

Notice is hereby given that the 20<sup>th</sup> Annual General Meeting of Members of **GUJARAT AMBUJA EXPORTS LIMITED** will be held on Thursday, the 11<sup>th</sup> August, 2011 at 11.00 a.m. at H.T. Parekh Hall, 1<sup>st</sup> Floor, Ahmedabad Management Association (AMA), AMA Complex, Dr. Vikram Sarabhai Marg, Vastrapur, Ahmedabad - 380015 to transact following businesses:

### ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March 2011, Profit & Loss Account for the year ended on that date and Directors' Report and Auditors' Report thereon.
- To confirm the payment of interim dividend on Equity Shares for the Financial Year 2010-11 as final dividend for Financial Year 2010-11.
- To appoint a Director in place of Mr. Ashok C. Gandhi, who retires by rotation and being eligible, offers himself for re-appointment.
- To appoint a Director in place of Mrs. Sulochana V. Gupta, who retires by rotation and being eligible, offers herself for re-appointment.
- To appoint a Director in place of Mr. Sandeep N. Agrawal, who retires by rotation and being eligible, offers himself for re-appointment.
- To re-appoint statutory auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

### SPECIAL BUSINESS:

- Revision in terms of remuneration of Shri Siddharth Agrawal, Vice President (Works) of the Company**

To consider and if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution**:

**"RESOLVED THAT** in super session of the earlier resolution passed by the Members at the 19<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> September, 2010 and pursuant to the provisions of Section 314(1) and other applicable provisions, if any, of the Companies Act, 1956, consent of the Company be and is hereby accorded to the payment of increased remuneration to Shri Siddharth Agrawal, the Vice President (Works), a relative of Shri Sandeep Agrawal, the Whole time Director of the Company of ₹ 1,40,000/- per month with effect from 1<sup>st</sup> June, 2011, within the overall maximum ceiling of ₹ 2,50,000/- per month (plus encashment of leave and retirement benefits as per policy of the Company from time to time), as may be decided by the Board of Directors of the Company from time to time."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, things and matters as may be requisite to give effect to this resolution."

By Order of the Board

Vijay Kumar Gupta

Chairman and Managing Director

Place : Ahmedabad

Date : May 27, 2011

## NOTES

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- Relevant Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of Special Business, as set out above is annexed hereto.
- Register of members and share transfer books of the Company will remain closed from 1<sup>st</sup> August, 2011 to 11<sup>th</sup> August, 2011 (both days inclusive).
- Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
- Members who hold shares in physical form in multiple folios, in identical names or joint holding in the same order of names are requested to send share certificates to Share Transfer Agent of the Company, for consolidation into a single folio.
- Members are requested to bring their attendance slip along with their copy of Annual Report at the Meeting.
- In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- Unclaimed dividends upto 2002-2003 have been deposited with the Central Government and/or Investors Education and Protection Fund, as the case may be. Unclaimed dividend for the year 2003-2004 & onwards will be deposited with the Investors Education and Protection Fund as per following chart. Those members, who have not encashed the dividend warrant for these years are requested to immediately forward the same, duly discharged to the Company's Share Transfer Agent to facilitate payment of the dividend.

Financial Year	Date of AGM	Date of Dividend Warrant	Due Date of Transfer to Unpaid Account	Due Date of accepting claim by the Company	Due date for Transfer to Investors Education and Protection Fund
2003-04	23.09.2004	28.09.2004	28.10.2004	23.09.2011	28.10.2011
2004-05	22.09.2005	26.09.2005	27.10.2005	22.09.2012	27.10.2012
2005-06	09.09.2006	13.09.2006	14.10.2006	09.09.2013	14.10.2013
2006-07	25.09.2007	27.09.2007	30.10.2007	25.09.2014	30.10.2014
2007-08	29.09.2008 Interim : Note:a	01.02.2008	26.02.2008	22.01.2015	26.02.2015
2007-08	29.09.2008 (Final)	04.10.2008	03.11.2008	29.09.2015	03.11.2015
2008-09	24.09.2009 Interim : Note:b	16.05.2009	03.06.2009	29.04.2016	03.06.2016
2009-10	28.09.2010 Interim : Note:c	15.02.2010	06.03.2010	30.01.2017	06.03.2017
2010-11	01.02.2011 Interim : Note:d	21.02.2011	08.03.2011	01.02.2018	08.03.2018

- Note:**
- For F.Y. 2007-08 Interim Dividend @ 20% p.a. was approved at the meeting of Board of Directors held on 22.01.2008 and was paid as interim dividend and the same was approved/ confirmed by the members at the 17<sup>th</sup> Annual General Meeting held on 29<sup>th</sup> September, 2008.
  - For F.Y. 2008-09 Interim Dividend @ 20% p.a. was approved at the meeting of Board of Directors held on 29.04.2009 and was paid as interim dividend and the same was approved/ confirmed by the members at the 18<sup>th</sup> Annual General Meeting held on 24<sup>th</sup> September, 2009.
  - For F.Y. 2009-10 Interim Dividend @ 20% p.a. was approved at the meeting of Board of Directors held on 30.01.2010 and was paid as interim dividend and the same was approved/ confirmed by the members at the 19<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> September, 2010.
  - For F.Y. 2010-11 Interim Dividend @ 30% p.a. i.e. ₹ 0.60 per Equity Share of ₹ 2/- each for F.Y. 2010-11 (20% p.a. based on performance of the Company and 10% p.a. on account of Silver Jubilee year of Group inception) was approved at the meeting of Board of Directors held on 01.02.2011 and the same had



been paid to members/ beneficial owners as on record date. The approval of members to confirm the payment of interim dividend as final dividend for F.Y. 2010-11 is sought for, at the ensuing Annual General Meeting.

9. All documents referred to in the notice are open for inspection at the Registered Office of the Company during office hours on all working days between 11.00 a.m. and 1.00 p.m., except Sundays and holidays, upto the date of the Annual General Meeting.
10. Pursuant to General Circular no. 2/2011 dated 8<sup>th</sup> February, 2011 issued by the Ministry of Corporate Affairs, copy of annual accounts of the subsidiary company and the related detailed information will be made available to shareholders of the Company and subsidiary company, desirous of seeking such information at any point of time. Same are also kept for inspection by any shareholders at the Registered Office of the Company as well as at the Registered Office of the subsidiary company, during its business hours. Members may note that hard copy of details of accounts of the Subsidiary company shall be furnished to any Shareholders on demand.
11. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
12. Appointment/ Re-appointment of Directors (Information pursuant to Clause 49 of Listing Agreement)

At the ensuing Annual General Meeting, Mr. Ashok C. Gandhi, Mrs. Sulochana V. Gupta and Mr. Sandeep N. Agrawal retire by rotation and being eligible, offer themselves for re-appointment. The Board of Directors of the Company commends their respective reappointments. The information or details to be provided for the aforesaid Directors under the corporate governance code are as under:

- (a) Mr. Ashok C. Gandhi, aged 72 years is B.Com., LL.B., and Advocate. He is on the Board of the Company since 24.07.2003 as an independent professional Director. He is a partner of well known firm of Advocates, M/s. C. C. Gandhi & Co., one of the eminent and reputed firms in Ahmedabad and has rich experience of more than 40 years in the legal profession. He is also on the Board of Amol Dicalite Limited, Jayatma Spinners Limited, Aarvee Denims & Exports Limited, Ahmedabad Steel Craft Limited, Dishman Pharmaceuticals and Chemicals Limited and Mafatlal Industries Limited. He is also Member of Audit Committee of the Company, Aarvee Denims & Exports Limited, Ahmedabad Steel Craft Limited, Dishman Pharmaceuticals and Chemicals Limited and Mafatlal Industries Limited. He is also Member of Shareholders' Grievance Committee of Dishman Pharmaceuticals and Chemicals Limited. He is also member of Remuneration Committee of the Company, Amol Dicalite Limited, Aarvee Denims & Exports Limited, Ahmedabad Steel Craft Limited and Dishman Pharmaceuticals and Chemicals Limited.

He is a Non-Executive & Independent Director and not related with any other Director(s) of the Company.

He is holding 2500 equity shares of Gujarat Ambuja Exports Limited as on 31.03.2011.

- (b) Mrs. Sulochana V. Gupta aged 58 years is industrialist and promoter of Gujarat Ambuja Exports Limited (Company) and possesses rich experience of 34 years. She supervises and monitors administrative functions of the Company. She also actively contributes in the policy decisions of the Company. She is on the Board of Maharashtra Ambuja Exports Limited, Maharashtra Ambuja Biotech Limited, Esveegee Realty (Gujarat) Pvt. Ltd., Esveegee Starch and Chemicals Pvt. Ltd. and Esveegee Breweries Pvt. Ltd. She is also Chairman of Shareholders'/ Investors' Grievances Redressal Committee of the Company.

She is a Non-Executive Director & Promoter & wife of Mr. Vijay Kumar Gupta and mother of Mr. Manish V. Gupta and Mr. Mohit V. Gupta. She is not related with any other Director(s) of the Company.

She is holding 44,85,385 equity Shares of Gujarat Ambuja Exports Limited as on 31.03.2011.

- (c) Mr. Sandeep N. Agrawal, aged 40 years is a Commerce Graduate and MBA. He is associated as Director with Gujarat Ambuja Exports Limited (Company) since 1995. Presently, he is Whole Time Director of the Company. He possesses varied and rich experience of more than 20 years. He is not on the Board of any other company.

He is an Executive & Non Independent Director of the Company and not related with any other Director(s) of the Company.

He does not hold any equity shares of Gujarat Ambuja Exports Limited.

## ANNEXURE TO NOTICE

### EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.

#### ITEM NO. 7

#### Revision in terms of remuneration of Shri Siddharth Agrawal, Vice President (Works) of the Company.

The Members of the Company at their 19<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> September, 2010 have accorded their approval to increase in remuneration payable to Shri Siddharth Agrawal as Vice President (Works), a relative of Shri Sandeep Agrawal, the Whole time Director of the Company from ₹ 45,000/- per month to ₹ 1,00,000/- per month for a period of 5 years with effect from 1<sup>st</sup> October, 2010, within the overall maximum ceiling of ₹ 2,00,000/- per month (plus encashment of leave and retirement benefits as per policy of the Company from time to time), as may be decided by the Board of Directors of the Company.

The Member may further note that the Company had received the Order of approval dated 05-01-2011 from the Central Government permitting total remuneration payable to Shri Siddharth Agrawal of ₹ 10,80,000/- per annum.

The Members may be aware that the Central Government has vide Notification no. GSR 357(E) dated 2<sup>nd</sup> May, 2011 notified the Directors' Relatives (Office or Place of Profit) Rules, 2011 and raised the remuneration limits from ₹ 50,000/- per month to ₹ 2,50,000/- per month that can be paid to relative of a Director without approval of the Central Government. Accordingly, a relative of Director may be appointed to hold office or to a place of profit at a remuneration of less than ₹ 2,50,000/- per month, with the approval of Members of a Company, by way of Special resolution.

As, the Central Government had given approval for the lower remuneration then requested and in light of notification of aforesaid Rules, it is proposed to pay remuneration of ₹ 1,40,000/- per month with effect from 1<sup>st</sup> June, 2011, within the overall maximum ceiling of ₹ 2,50,000/- per month (plus encashment of leave and retirement benefits as per policy of the Company from time to time).

Shri Siddharth Agrawal, aged 34 is a Commerce graduate having more than 7 years experience in the fields of management, marketing and administration.

Considering the knowledge, experience, potential to contribute for growth of the Company and the current market trends for remuneration in the industry, the Remuneration & Selection Committee and the Board of Directors of the Company at their respective meetings held on 27<sup>th</sup> May, 2011, recommended the resolution for approval of Members of the Company for payment of remuneration of ₹ 1,40,000/- per month with effect from 1<sup>st</sup> June, 2011, within the overall maximum ceiling of ₹ 2,50,000/- per month (plus encashment of leave and retirement benefits as per policy of the Company from time to time).

Shri Sandeep Agrawal, the Whole Time Director of the Company being related to Shri Siddharth Agrawal, may be deemed to be considered as concerned or interested in the resolution set out at item No. 7. Save as aforesaid, none of the other Directors of the Company are concerned or interested in the said Resolution.

The Directors recommend the passing of the resolution proposed at Item No. 7 of the accompanying Notice as a Special Resolution.

By Order of the Board

Vijay Kumar Gupta

Chairman and Managing Director

Place : Ahmedabad

Date : May 27, 2011



## Directors' Report

To,

The Members,

Gujarat Ambuja Exports Limited

Your Directors have pleasure in presenting 20<sup>th</sup> Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31<sup>st</sup> March, 2011.

### FINANCIAL HIGHLIGHTS

The summary of the financial results is given below:

(₹ in Crores)

PARTICULARS	STANDALONE	
	2010-11	2009-10
NET TURNOVER & OTHER INCOME (INCLUDING EXPORTS- FOB VALUE)	1953.78 547.24	1414.64 412.92
PROFIT BEFORE INTEREST, DEPRECIATION AND TAXES	155.12	117.50
LESS:		
INTEREST & FINANCE CHARGES	10.95	8.74
DEPRECIATION	29.23	27.91
PROVISION FOR TAXATION (INCL.DEFERED TAX)	25.38	30.09
ADD : PRIOR PERIOD ITEMS	4.54	9.26
NET PROFIT FOR THE YEAR	94.10	60.02
ADD: BALANCE OF PROFIT CARRIED FORWARD	239.70	190.70
TOTAL PROFIT AVAILABLE FOR APPROPRIATION	333.80	250.72
APPROPRIATED AS UNDER		
INTERIM DIVIDEND	8.30	5.53
DIVIDEND DISTRIBUTION TAX ON INTERIM DIVIDEND	1.38	0.94
TRANSFER TO GENERAL RESERVE	10.00	4.55
TOTAL APPROPRIATION	19.68	11.02
BALANCE CARRIED TO BALANCE SHEET	314.12	239.70

### SILVER JUBILEE YEAR OF GUJARAT AMBUJA GROUP SINCE ITS INCEPTION

The Gujarat Ambuja Group entered into 25 years of its successful operation during the year under review since its inception. During the journey of last 24 years, the Group has withstood, survived and carved path of growth for itself by surmounting challenges, changes and hurdles. In this journey of last 24 years, the Group strived to achieve par excellence in all spheres of business, operations, management and corporate governance.

#### DIVIDEND

The Board of Directors had declared interim dividend @ 30% p.a. i.e. ₹ 0.60 per Equity Share of ₹ 2/- each for F.Y. 2010-11 (20% p.a. based on performance of the Company and 10% p.a. on account of Silver Jubilee year of Group inception) at its meeting held on 1<sup>st</sup> February, 2011 and the same had been paid to eligible members and/or beneficial owners.

The total cash outflow for dividend during the year was ₹ 967.98 lacs (P.Y. ₹ 647.46 lacs) including dividend distribution tax of ₹ 137.87 lacs (P.Y. ₹ 94.05 lacs).

In view of conserving resources for future expansion plans of the Company, your Directors do not recommend any further dividend for the financial year 2010-11. The members are requested to approve the interim dividend for F.Y. 2010-11 as final dividend.

#### TRANSFER TO RESERVES

The Company proposes to transfer ₹ 1000 lacs to the General Reserve out of the total amount available for appropriations and an amount of ₹31412.23 lacs is proposed to be carried forward to Balance sheet.

### BUSINESS OPERATIONS

#### A. Operational Performance

The Company recorded a turnover of ₹1949 crores as compared to ₹1408 crores during the previous financial year registering growth of more than 38 % compared to previous financial year. Export sales (F.O.B. Value) for the year 2010-11 was ₹ 547.24 crores as compared to ₹ 412.92 crores for the year 2009-10. In respect of operating & cash profits, the Company has performed on better scales as compared to previous financial year. The Company achieved Earning before Interest, Depreciation and Tax (EBIDTA) of ₹ 155.12 crores for the year 2010-11 against that of ₹ 117.50 crores for the year 2009-10 i.e. an increase of 32%.

The Cash Profit, Profit after tax and EPS for the year remained ₹144.17 crores, ₹94.10 crores and ₹6.80 per share respectively.

Highlights of performance are discussed in detail in the Management Discussion and Analysis report attached as Annexure to Directors' report.

#### B. Capital Projects for the year 2010-11

The Board of Directors is glad to inform that the Company successfully completed projects of generating power from Bio Gas for its Corn processing units at Himatnagar & Sitarganj. The Company has installed Bio Gas Engine at both the units for power generation. This initiative also takes care of carbon reduction and environmental friendly approach of the Company. The project is forward integration of the Bio Gas generation from the Corn processing effluent. With the success of these projects, the Company has put additional infrastructure for the bio gas generation at both the units. The generation





of additional bio gas has already begun in F.Y. 2010-11 and the Company is also putting engine at each unit for forward integration of bio gas into power in the current F.Y. Such projects are capital incentive and their sustainability is based on CDM/ VCS revenue from such project. Other than above, the Company has made further investment at existing units of all segments for new plant and machinery, upgrading the technology and revamping the existing production facilities to increase the productivity and yield. During the year under report, new fixed assets totaling ₹ 29.62 Crores were bought. Above all, the Company is now expanding its geographical presence in India by setting up a new 750 TPD Corn Processing Unit at Haveri District in the state of Karnataka. The total outlay is about ₹125 Crores and the project is expected to commence commercial production by end of December, 2011. The project is in the close proximity to Corn growing areas of Andhra Pradesh and Karnataka. It is also in the close proximity to South East and South West ports of India and this would help the Company to cater the global market of the respective regions.

## **CORPORATE MATTERS**

### **Corporate Governance**

The Company makes due compliance of Corporate Governance guidelines and requirements of the Listing Agreement with the Stock Exchanges, where the Company's shares are listed. A separate report on Corporate Governance, along with a certificate from the Auditors confirming the compliance is annexed as **Annexure-A** and forms part of the Directors' Report.

### **Management Discussion and Analysis**

The statement on management discussion and analysis with detailed highlights of performance of different divisions of the Company is annexed as **Annexure-B** to this report.

### **SUBSIDIARY COMPANY AND CONSOLIDATED ACCOUNTS**

As per General Circular no. 2/2011 dated 8<sup>th</sup> February, 2011 issued by the Ministry of Corporate Affairs, the Board of Directors of the Company at its meeting held on 27<sup>th</sup> May, 2011 has given consent for not attaching the balance sheet of Gujarat Ambuja International Pte. Ltd., the wholly owned subsidiary company. As per said circular, the Company has presented in this annual report, the consolidated financial statements of holding company and the subsidiary company duly audited by its statutory auditors, which is forming part of the Report. The consolidated financial statement is prepared in compliance with applicable Accounting Standards and the Listing Agreement entered into with the Stock Exchanges. A Statement of Financial Information on Subsidiary detailing (a) capital (b) reserves (c) total assets (d) total liabilities (e) details of investment (except in case of investment in the subsidiaries) (f) turnover (g) profit before taxation (h) provision for taxation (i) profit after taxation (j) proposed dividend is also forming part of the Report.

### **DELISTING OF EQUITY SHARES FROM AHMEDABAD STOCK EXCHANGE LTD.**

The Company is filing an application for delisting of its equity shares from Ahmedabad Stock Exchange Ltd. pursuant to resolution passed by the Board of Directors of the Company at its meeting held on 27<sup>th</sup> May, 2011. Equity shares of the Company are currently not being traded at the floor of Ahmedabad Stock Exchange Ltd. However, the equity shares will continue to trade on the floor of National Stock Exchange of India Ltd. and Bombay Stock Exchange Ltd., which have nationwide trading terminals and investors can conveniently trade equity shares of the Company at the said stock exchanges.

## **FINANCE AND INSURANCE**

### **Working Capital**

The Company has adequate working capital facilities from the consortium of Banks. The CRISIL has continued with the highest rating for safety as per Basel-II norms.

### **Term Loans**

During the year under review, the Company has not availed term loan from any Banks/Financial Institutions. The Company is regular in repayment of all term loans.

### **Insurance**

All assets and insurable interests of the Company, including building, plant and machineries, stocks, stores and spares have been adequately insured against various risks and perils.

### **PUBLIC DEPOSITS**

During the period under report, the Company has not accepted nor renewed any deposit by invitation to the public at large.

## **DIRECTORS**

The Company is well supported by the knowledge and experience of its Directors and Executives. Pursuant to provisions of the Companies Act, 1956 and Articles of Association of the Company, Mr. Ashok C. Gandhi, Mrs. Sulochana V. Gupta and Mr. Sandeep N. Agrawal, the Directors of the Company are liable to retire by rotation and being eligible, have offered themselves for re-appointment.

### **DIRECTORS' RESPONSIBILITY STATEMENT**

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

- (1) that in preparation of the annual accounts for the financial year ended 31<sup>st</sup> March, 2011 the applicable accounting standards have been followed and there are no material departures from the same;
- (2) that the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss account of the Company for the year under review;
- (3) that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- (4) that the Directors have prepared the annual accounts of the Company for the financial year ended 31<sup>st</sup> March, 2011 on a 'going concern' basis.





## CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The information regarding above particulars as required under the provisions of Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 is attached as **Annexure-C** to this report and forms part of this report.

## PARTICULARS OF EMPLOYEES AND OTHER STATUTORY INFORMATION

Details of employees drawing remuneration of not less than ₹60,00,000/- per annum, where employed for full year or ₹5,00,000/- per month, where employed for a part of the year pursuant to provisions of Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 is attached as **Annexure-D** to this report and forms part of this report.

The Cash flow Statement and Balance-sheet Abstract & Company's General Business Profile apart from other statutory information as stated above is also attached herewith.

## AUDITORS AND AUDITORS' REPORT

M/s. Kantilal Patel & Co., the Chartered Accountants, the present Auditors of the Company retire at the conclusion of the forthcoming Annual General Meeting and being eligible, have offered themselves for re-appointment. They have furnished a Certificate to the effect that their proposed re-appointment, if made at the ensuing Annual General Meeting, will be within the limits specified under Section 224(1)(B) of the Companies Act, 1956.

The Auditors' report is not qualified and is self-explanatory and does not require any further clarifications.

## COST AUDITOR

As per Order No. 52/139/CAB/1998 dated 30/10/1998 of the Central Government, the Board of Directors of the Company had appointed M/s. Mahavir Jain & Associates, the Cost Accountants, 120, Heera Panna Market, Gandhinagar, Bhilwara, Rajasthan (Membership No. 23060) as Cost Auditor for the Cotspin Division of the Company for the financial year 2010-11 at its meeting held on 26<sup>th</sup> April, 2010. The Company received approval of appointment from the Central Government vide its letter dated 26<sup>th</sup> May, 2010. Cost Audit Report in terms of provisions of Section 233B(4) of the Companies Act, 1956 read with the Cost Audit (Report) Rules, 2001 will be filed with the Central Government within 180 days from the close of financial year ending on 31.03.2011. The Members may further note that as per General Circular no. 15/2011 dated 11/04/2011 issued by the Ministry of Corporate Affairs, the Board of Directors of the Company at its meeting held on 27<sup>th</sup> May, 2011 has appointed M/s. N. D. Birla & Co., as Cost Auditor for the Cotspin Division of the Company for the financial year 2011-12.

## HUMAN RESOURCES AND INDUSTRIAL RELATIONS

The Industrial Relations of the Company with its personnel has continued to be cordial and amicable. Your Directors acknowledge and appreciate the efforts and dedication of employees to the Company. Your Directors wish to place on record the co-operation received from the Staff and workers at all levels and at all units.

## OTHER DISCLOSURE OF INFORMATION AS PER LISTING AGREEMENT ENTERED WITH STOCK EXCHANGES

### Listing

At present, Equity Shares of the Company are listed on Ahmedabad Stock Exchange Limited, Bombay Stock Exchange Limited and National Stock Exchange of India Limited. The Company has paid annual Listing fees for the financial year 2011-2012 to respective Stock Exchanges. The Company is seeking delisting of its Equity Shares from Ahmedabad Stock Exchange pursuant to decision of the Board of Directors of the Company.

### Dematerialisation

The Equity Shares of the Company are under compulsory demat from 24<sup>th</sup> July, 2000. The Company has already entered into agreement with Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL) and ISIN No. INE036B01022 has been allotted to the Company for sub-divided Equity Shares of ₹2/- each.

## CORPORATE SOCIAL RESPONSIBILITY

The function of Corporate Social Responsibility has been actively pursued during the year. During the year, the Company has undertaken directly and indirectly various initiatives contributing to the environment including reduced waste generation, improved waste management, implementing environmental plan through power generation, utilizing bio waste etc. The Company also developed comprehensive plan for carrying out activities focusing on education, health programmes and skill development and supporting various community development projects in locations, where the Company operates. The Company has consistently demonstrated its commitment to have positive relations with communities around the Company's plants. As a part of celebrations of Silver Jubilee Year of Gujarat Ambuja Group inception, the Company organized various events like Blood donation Camps, Tree Plantation, etc. as the steps towards Corporate Social responsibility.

## ENHANCING SHAREHOLDERS VALUE

The Company accords top priority for creating and enhancing Shareholders value. All the Company's operations are guided and aligned towards maximizing Shareholders value.

## APPRECIATION & ACKNOWLEDGEMENT

Your Directors are pleased to record their appreciation & acknowledge the continuous support of Banks, Departments of Central Government & State Government, Office of the Industries Commissioner, Office of the Development Commissioner, GEDA, Other Government Departments, Members, Esteemed Customers and Suppliers and dedicated staff for their continuous co-operation and contribution to the growth of the Company.

For and on behalf of the Board of Directors

Place: Ahmedabad

Date : May 27, 2011

Vijay Kumar Gupta  
Chairman & Managing Director



## ANNEXURE-A TO DIRECTORS' REPORT : CORPORATE GOVERNANCE

Corporate Governance is globally recognized as a fundamental component for the sustained growth of every corporate entity. Sound governance practices and responsible corporate behaviour contribute to superior long-term performance of companies. Adoption to changing times is the key to corporate growth and long term survival. In fact, better governance practices enable corporates to introduce more effective internal controls suitable to changing and growing nature of business operations. In India, corporates have adopted better governance practices and have demonstrated openness in their dealings with stakeholders across the board. This has been augmented by regulatory authorities introducing and improving governance practices for Indian corporates over the last decade.

### 1. Company's philosophy on code of Corporate Governance

At Gujarat Ambuja Exports Limited, thrust is to achieve good governance by ensuring truth, transparency, accountability and responsibility in all dealings with employees, shareholders, consumers, suppliers and community at large. The Corporate Governance is ongoing process and the Company has always focused on good corporate governance, which is a key driver of sustainable corporate growth, long term value creation and trust. Even in fiercely competitive business environment, the Management and Employees of the Company are committed to uphold the core values of transparency, integrity, honesty and accountability.

Corporate Governance is an ongoing measure of superior delivery of Company's objects with a view to translate opportunities into reality. It involves leveraging its resources and aligning its activities to consumer need, shareholder value creation and employee growth, thereby satisfying all its stakeholders while minimizing risks. The primary objective is to create and adhere to a corporate culture of conscience and consciousness, transparency and openness, and to develop capabilities and identify opportunities that best serve the goal of value creation, thereby creating an outperforming organization. The Company has adopted the Code of Conduct and Business Ethics for Employees, Board Members and Senior Managerial Personnel and also the Whistle Blower Policy in due compliance of Clause 49 of the Listing Agreements with Stock Exchanges and in pursuit of excellence in corporate governance.

Above all else, we believe that corporate governance must balance individual interest with corporate goals and operate within accepted norms of propriety, equity, fair play and sense of justice. Achieving this balance depends upon how accountable and transparent the Company is. Accountability improves decision making. Transparency helps to explain the rationale behind decisions and thereby builds stakeholders confidence.

### 2. Board of Directors

During the year, the Board of Directors of the Company comprised of 10 (Ten) members. The Company has Executive Chairman and out of 10 (Ten) Directors on the Board, 6 (Six) were Non-Executive Directors and out of 6 (Six) Non- Executive Directors, 5 (Five) Directors (more than 50% of total) were Independent Directors.

Thus, composition of the Board is in conformity with provisions of Clause 49 of the Listing Agreements entered into with the Stock Exchanges.

#### (A) The names and categories, inter personal relationship of the Directors on the Board, their attendance at Board Meetings during the year and at the last Annual General Meeting (AGM), as also the number of Directorships in other Companies and Committee memberships/chairmanships held by them as on 31.03.2011 are given below

Name of Director	Category & Inter Personal relationship as on 31.03.2011	Attendance Particulars		No. of Directorships and Committee membership/ chairmanship (as on 31.03.2011)		
		Board Meeting	Last AGM	Other Directorship	Committee Memberships	Committee Chairmanships
Mr. Vijay Kumar Gupta	Executive Director & Promoter Husband of Mrs. Sulochana V. Gupta and father of Mr. Manish V. Gupta and Mr. Mohit V. Gupta	5	Yes	9 (including 7 private limited)	1	Nil
Mr. Manish V. Gupta	Executive Director & Promoter Son of Mr. Vijay Kumar Gupta and Mrs. Sulochana V. Gupta and brother of Mr. Mohit V. Gupta	5	Yes	9 (including 4 private limited)	Nil	Nil
Mrs. Sulochana V. Gupta	Non-Executive Director & Promoter Wife of Mr. Vijay Kumar Gupta and mother of Mr. Manish V. Gupta and Mr. Mohit V. Gupta	5	No	5 (including 3 private limited)	Nil	1
Mr. Sandeep N. Agrawal	Executive & Non Independent Director Not related	5	Yes	None	Nil	Nil
Mr. Jagdish Sharan Varshneya	Non-Executive & Independent Director Not related	5	Yes	6 (including 3 private limited)	Nil	3
Mr. Chaitan M. Maniar	Non-Executive & Independent Director Not related	5	Yes	17 (including 2 private limited)	8	1
Mr. Prakash G. Ramrakhiani	Non-Executive & Independent Director Not related	5	Yes	1 private limited	1	Nil
Mr. Ashok C. Gandhi	Non-Executive & Independent Director Not related	5	Yes	6	7	Nil
Mr. Rohit J. Patel	Non-Executive & Independent Director Not related	5	Yes	3 (including 1 private limited)	2	Nil
Mr. Mohit V. Gupta	Executive & Non Independent Director Son of Mr. Vijay Kumar Gupta and Mrs. Sulochana V. Gupta and brother of Mr. Manish V. Gupta	3	No	3 private limited	Nil	Nil

Details of committee membership include membership/ chairmanship of Audit Committee and Shareholders'/ Investors' Grievances Redressal committee only as per requirement of Clause 49 of Listing Agreement.



**(B) Number of Meetings of the Board of Directors held and the Dates on which held.**

During the financial year 2010-11, five (5) meetings of the Board of Directors were held on the following dates:

Sr.No.	Date of Meeting	Sr.No.	Date of Meeting (contd.)
1	26.04.2010	4	23.10.2010
2	28.07.2010	5	01.02.2011
3	28.09.2010		

Intimation of the Board meetings and Committee meetings are given well in advance and communicated to all the Directors. Normally, Board Meeting and Committee meetings are held at the Registered Office of the Company. The Agenda along with the explanatory notes are sent in advance to all the Directors. Additional meetings of the Board are held when deemed necessary by the Board.

**(C) Information placed before the Board of Directors**

All such matters as are statutorily required as per Annexure 1A to Clause 49 and also matters relating to Corporate Plans, Mobilisation of Funds, Investment/ Loans, Risk Management Policy, Capital Expenditure etc. are considered by the Board. Besides, the following information is also regularly placed before the Board for its consideration:

1. Annual Operating Plans and budgets and any updates
2. Capital budgets and any updates
3. Minutes of Meetings of committees of the Board
4. Quarterly results of the Company
5. Material Transactions, which are not in the ordinary course of business.
6. Compliance with all regulatory and statutory requirements
7. Fatal accidents, dangerous occurrences, material effluent pollution problems.
8. Recruitment and remuneration of senior officers just below the Board level.
9. Investment/disinvestments

The Board periodically reviews compliance reports of all laws applicable to the Company. Steps are taken by the Company to rectify instances of non-compliance, if any.

During F.Y. 2010-11, the Company did not have any material pecuniary relationship or transactions with Non-Executive Directors.

The Company has adopted the Code of Conduct and Business Ethics for Executive and Non- Executive Directors and Senior Management Personnel. The Company has received confirmations from all the Directors of the Company as well as Senior Management Personnel, one level below the Managing Directors, regarding compliance of the Code during the year under review. The Code of Conduct and Business Ethics adopted by the Company is posted on the website of the Company. The declaration by the Chairman and Managing Director of the Company confirming the same is annexed to this report.

As required under Clause 49 IV (G)(i), particulars of Directors retiring by rotations and seeking re-appointment are given in the Notes to the Notice of the Annual General Meeting to be held on 11<sup>th</sup> August, 2011.

**3. Audit Committee**

- (i) The Company had constituted an Audit Committee as per requirements of Section 292A of the Companies Act, 1956 and Clause 49 of the Listing Agreement on 31<sup>st</sup> January 2001 and constitution was changed from time to time as per necessity.
- (ii) The items of reference to the Committee are in accordance with paragraph C and D of Clause 49(II) of the Listing Agreement entered into with the Stock Exchanges and major terms of reference, inter alia, include the following:
  - Reviewing Company's Financial Reporting Process,
  - Reviewing the Annual Financial Statements,
  - Reviewing the Internal Audit Systems, the adequacy of Internal Control Systems and
  - Reviewing the Company's Financial and Risk Management Policies.
- (iii) The composition of the Audit Committee during F.Y. 2010-11 was in line with the provisions of Clause 49 of the Listing Agreement and details of members, their category and number of meetings attended by them during the F.Y. 2010-11 are given below:

Name of Members & Designation in Committee	Category in the Board	No. of Meeting held	No. of Meetings attended during F.Y. 2010-11
Mr. Jagdish Sharan Varshneya, Chairman	Independent, Non Executive Director	5	5
Mr. Rohit J. Patel, Member	Independent, Non Executive Director	5	5
Mr. Ashok C. Gandhi, Member	Independent, Non Executive Director	5	5

- (iv) During the F.Y. 2010-11, 5 (five) meetings of the Audit Committee were held on 26.04.2010, 28.07.2010, 28.09.2010, 23.10.2010 & 01.02.2011.
- (v) The previous Annual General Meeting of the Company was held on 28<sup>th</sup> September, 2010 and the same was attended by Mr. Jagdish Sharan Varshneya, Chairman of the Audit Committee.
- (vi) The Audit Committee Meetings are usually held at the Registered Office of the Company and are normally attended by the Managing Director, the Vice President (Finance & Accounts) and the Representative of Statutory Auditor. The Company Secretary of the Company acts as the Secretary of the Audit Committee.



#### 4. Whistle Blower Policy

The Company has adopted Whistle Blower Policy which was approved by the Audit Committee and the Board of Directors of the Company at their respective meetings held on 22<sup>nd</sup> October, 2005. The said policy provides a formal mechanism for all employees of the Company to approach Chairman of the Audit Committee of the Company and make protective disclosures about the unethical behavior, actual or suspected fraud and violation of the Company's Code of Conduct and Business Ethics. Under the Policy, each employee of the Company has an assured access to the Chairman of the Audit Committee.

#### 5. Remuneration and Selection Committee, Remuneration policy and payments

- (i) The Remuneration and Selection Committee has been constituted to decide the Company's policy on specific remuneration packages for Executive Directors and Non-Executive Directors including pension rights and compensation payment. The terms of reference of the said Committee is broad based so as to include also to decide, review and recommend to the Board of Directors of the Company about the recruitment, selection, appointment and remuneration of relative of director or of key managerial personnel of the Company and to decide the increase/modification in the terms of appointment and/or remuneration of any such person. The Committee was constituted on 30<sup>th</sup> March, 2002 and was re-constituted from time to time.

Constitution of Remuneration and Selection Committee during the year was as under:

Name of Members & Designation in Committee	Category in the Board	No. of Meeting held	No. of Meetings attended during F.Y. 2010-11
Mr. Ashok C. Gandhi, Chairman	Independent, Non Executive Director	2	2
Mr. Rohit J. Patel, Member	Independent, Non Executive Director	2	2
Mr. Prakash G. Ramrakhiani, Member	Independent, Non Executive Director	2	2

- (ii) During the F.Y. 2010-11, two (2) meetings of Remuneration & Selection Committee were held on 28.07.2010 and 23.10.2010.
- (iii) The Chairman of the Remuneration Committee, Mr. Ashok C. Gandhi, was present at the last Annual General Meeting of the Company held on 28<sup>th</sup> September, 2010.
- (iv) The Committee while deciding the remuneration package of the Managing Directors/ Executive Directors and recruitment, selection, appointment and remuneration of relative of director or of key managerial personnel of the Company, takes into consideration the following ;
- Contribution of Managing Directors/ Executive Directors in the growth and progress of the Company,
  - Remuneration package of the Industry,
  - Knowledge and experience of relative of Director or of Key Managerial personnel and
  - Remuneration package offered to other employees at same level in the organization and in the industry.
- (v) The Non Executive Directors are paid remuneration by way of sitting fees for attending meeting of Board of Directors and Committees of the Board. At the Annual General Meeting held on 22<sup>nd</sup> September, 2005, shareholders approved payment of sitting fees upto ₹20,000/- or as may be amended by the Central Government to be paid to Non-Executive Directors for attending each meeting of the Board of Directors and Committees thereof. As decided by the Board of Directors, Non Executive Directors are paid Sitting Fees of ₹ 7,500/- for attending each meeting of the Board and Committees of the Board.
- (vi) There are no stock options issued by the Company.
- (vii) The details of remuneration (Including salary, allowances, commission and taxable value of perquisites) and sitting fees paid for attending meetings of the Board of Directors and Committees thereof during the year 2010-11 to all the Directors are furnished hereunder:

Sr. No	Name of Director	Salary & Allowances (₹)	Perquisites (₹)	Commission (₹)	Sitting Fees (₹)	Total (₹)	Service Contract	Notice Period (In months) & Severance fees in (₹)
1	Mr. Vijay Kumar Gupta Chairman & Managing Director	4809360	958670	48977229	Nil	54745259	5 yr. w.e.f. 18.04.2008	3 months Nil
2	Mr. Manish V. Gupta Managing Director	4809360	958670	59861058	Nil	65629088	5 yr. w.e.f. 28.12.2008	3 months Nil
3	Mrs. Sulochana V. Gupta	Nil	Nil	Nil	37500	37500	-----	-----
4	Mr. Sandeep N. Agrawal Whole Time Director	1659360	502902	Nil	Nil	2162262	5 yr. w.e.f. 01.08.2009	3 months Nil
5	Mr. Jagdish Sharan Varshneya	Nil	Nil	Nil	75000	75000	-----	-----
6	Mr. Chaitan M. Maniar	Nil	Nil	Nil	37500	37500	-----	-----
7	Mr. Prakash G. Ramrakhiani	Nil	Nil	Nil	52500	52500	-----	-----
8	Mr. Ashok C. Gandhi	Nil	Nil	Nil	90000	90000	-----	-----
9	Mr. Rohit J. Patel	Nil	Nil	Nil	90000	90000	-----	-----
10	Mr. Mohit V. Gupta, Joint Managing Director	1809360	502902	Nil	Nil	2312262	5 yr. w.e.f. 01.08.2008	3 months Nil





## 6. Board Sub-Committees for Shareholders

### (a) Shareholders'/ Investors' Grievances Redressal Committee & Redressal of Investors' Grievances

The Company has constituted "Shareholders'/ Investors' Grievances Redressal Committee" on 30<sup>th</sup> March, 2002 to specifically look into the redressal of Investors' complaint like transfer of shares, non- receipt of balance sheet and non-receipt of declared dividend etc.

To expedite the process and for effective resolution of grievances/ complaints, the Committee has delegated powers to the Share Transfer Agent and its officials to redress all complaints/grievances/inquires of the shareholders'/ Investors'. It redresses the grievances/ complaints of shareholders'/ Investors' under the supervision of Company Secretary and Compliance Officer of the Company.

The Committee meets at regular intervals to review the status of redressal of Shareholders'/ Investors' Grievances.

During F.Y. 2010-11, the composition of the Shareholders'/ Investors' Grievances Redressal Committee and details of the meetings attended by the Committee members are as under:

Name of Members	Category in the Board	No. of Meetings attended during F.Y. 2010-11
Mrs. Sulochana V. Gupta, Chairman	Promoter, Non-Independent, Non- Executive	29
Mr. Vijay Kumar Gupta, Member	Promoter, Non-Independent, Executive	29
Mr. Ashok C. Gandhi, Member	Independent, Non Executive Director	29

### (b) Details of Complaints received and redressed during the year 2010-11

Sr. No	Particulars	Opening Balance as on 1.4.2010	Received During the year	Redressed During the year	Pending as on 31.03.2011
1	Non-receipt of Dividend/ Interest, Revalidation etc.	Nil	35	35	Nil
2	Non receipt of Share Certificate etc.	Nil	16	16	Nil
3	Non receipt of Annual Report, Interest on delayed refund, dividend, interest	Nil	14	14	Nil
4	Others	Nil	3	3	Nil
	<b>Total</b>	<b>Nil</b>	<b>68</b>	<b>68</b>	<b>Nil</b>

### (c) Share Transfer Committee

A Sub-Committee consisting of Chairman & Managing Director, Managing Director and Senior employees of the Company has been constituted with the scope and ambit to consider and approve the following actions related to the shareholders/members of the Company:

- |  |  |  |
|--|--|--|
| a) Transfer of Shares                                    | b) Transmission of Shares                                | c) Issue of Duplicate Share Certificates |
| d) Change of Status                                      | e) Change of Marital Status                              | f) Change of Name                        |
| g) Transposition of shares                               | h) Sub-division of shares                                | i) Consolidation of Folios               |
| j) Shareholders requests for Dematerialisation of Shares | k) Shareholders requests for Rematerialisation of Shares |  |

### (d) Appointment of Compliance Officer

Mr. Manan C. Bhavsar, Company Secretary of the Company acted as Compliance Officer as per the Listing Agreement entered into with the Stock Exchanges.

### (e) Share Transfer Details

The number of shares transferred / transmitted, split request entertained, duplicate shares issued, folio consolidation, demat and remat request approved during the financial year 2010-11 are as under.

Sr. No.	Particulars	No. of cases	No. of Shares involved (₹ 2/- each)
1	Transfer	266	248090
2	Transmission	59	52575
3	Split	45	97190
4	Duplicate	2	760
5	Demat request approved-NSDL	541	413495
6	Demat request approved-CDSL	262	169685
7	Remat request approved-NSDL	1	2700
8	Remat request approved- CDSL	Nil	Nil

As on 31<sup>st</sup> March, 2011, out of the total 13,83,51,875 Issued, Subscribed and Paid up Equity shares of ₹ 2/- each of the Company, 40.92% have been demated (net of remat) through NSDL and CDSL.

With a view to expedite the process of transfer, the Committee normally meets twice a month to approve transfer, transmission, split, duplicate etc. There was no instrument pending for transfer as on 31.03.2011.



## 7. General Body Meetings

### a) Details of location, time and date of last three Annual General Meetings are given below

Year	Date	Time	Venue
2007-08	29.09.2008	10.00 a.m.	GICEA (Gajjar Hall), Nirman Bhavan, Opp. Law Garden, Ellisbridge, Ahmedabad – 380 006. H. T. Parekh Hall, 1 <sup>st</sup> Floor, Ahmedabad Management Association (AMA), AMA Complex, Dr. Vikram Sarabhai Marg, Vastrapur, Ahmedabad – 380 015.
2008-09	24.09.2009	11.00 a.m.	
2009-10	28.09.2010	11.00 a.m.	

### b) Extra Ordinary General Meeting

There was no Extra Ordinary General Meeting held during the Financial Year 2010-11.

### c) Special Businesses transacted during last three years at the Annual General Meetings

Special Business	Type of Resolution passed	Date of Meeting
Re-appointment of Mr. Manish V Gupta as Managing Director of the Company	Ordinary Resolution	29.09.2008
Appointment of Mr. Mohit V Gupta as Joint Managing Director of the Company	Ordinary Resolution	29.09.2008
Revision in terms of Remuneration of Mr. Vijaykumar Gupta, Chairman and Managing Director of the Company	Ordinary Resolution	24.09.2009
Revision in terms of Remuneration of Mr. Manish Gupta, Managing Director of the Company	Ordinary Resolution	24.09.2009
Revision in terms of Remuneration of Mr. Mohit Gupta, Joint Managing Director of the Company	Ordinary Resolution	24.09.2009
Appointment of Mr. Sandeep Agrawal as a Whole Time Director of the Company	Ordinary Resolution	24.09.2009
Appointment of Mr. Siddharth Agrawal as Vice President of the Company	Special Resolution	24.09.2009
Authority to borrow in excess of paid up share capital and free reserves of the Company	Ordinary Resolution	24.09.2009
Authority to mortgage Assets of the Company	Ordinary Resolution	24.09.2009
Alteration of Articles of Association of the Company	Special Resolution	24.09.2009
Revision in terms of remuneration of Mr. Siddharth Agrawal, Vice President (Works) of the Company	Special Resolution	28.09.2010

### d) Postal Ballot

During the year under review, there was no special resolution proposed and/or transacted through Postal Ballot.

No special Resolution requiring postal ballot is being proposed for the ensuing Annual General Meeting.

## 8. a. Disclosures

- The Board has received disclosures from key managerial personnel relating to material, financial and commercial transactions where they and/or their relatives have personal interest. There are no materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, the directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interest of the Company at large. Related Party transactions have been included in the Notes to the Annual Accounts of the Company for the year ended 31<sup>st</sup> March, 2011.
- The Company has complied with the requirements of the Stock Exchanges, SEBI and other authorities on all matters relating to capital markets during the last three years. No penalties or strictures have been imposed on the Company by the Stock Exchanges, SEBI or other statutory authorities relating to the above.
- The Company has adopted a Whistle Blower Policy and has established the necessary mechanism in line with Clause 7 of Annexure I D to Clause 49 of the Listing Agreement with the Stock Exchanges, for employees to report concerns about unethical behavior. No personnel have been denied access to the Chairman of the Audit Committee.
- The Company has complied with all mandatory requirements as per clause 49 of the listing Agreement.
- The Company has fulfilled the following non- mandatory requirements as prescribed in Annexure I D to Clause 49 of the Listing Agreement with the Stock Exchanges;
  - The Company has set up a Remuneration and Selection Committee. Please see Para 5 of this report for details.
  - The Company has adopted Whistle Blower Policy.
- All assets of the Company whether movable and immovable are sufficiently insured. All foreseeable risk whether in terms of foreign currency exposure, data and record management etc. are being managed effectively by the Company. The Risk Management Policy as approved by the Board of Directors at its meeting held on 29<sup>th</sup> December, 2005 is being adhered to.

## b. Secretarial Audit

A qualified practicing Chartered Accountant carried out a secretarial audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The Audit confirms that the total issued/paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

Pursuant to Clause 47 (c) of the Listing Agreement with the Stock Exchanges, certificates, on half-yearly basis, have been issued by a Company Secretary- in- Practice for due compliance of share transfer formalities by the Company.



## 9. Means of Communication

### Results

The quarterly and annual results alongwith the Segmental Report are generally published in "Indian Express" and "Financial Express" and also displayed on the website of the Company i.e. [www.ambujagroup.com](http://www.ambujagroup.com) after its submission to the Stock Exchanges. As per clause 52 of the Listing Agreement, the Company files necessary information, statements and reports on Corporate Filing and Dissemination System viz. [www.corpfiling.co.in](http://www.corpfiling.co.in).

### Management Discussion & Analysis Report

The Management Discussion & Analysis Report forms part of the Directors' Report. All matters pertaining to industry structure and developments, opportunities and threats, segment/product wise performance, outlook, risks and concerns, internal control and systems, etc. are discussed in the said report.

### Company's Corporate Website

The Company's website [www.ambujagroup.com](http://www.ambujagroup.com) is a comprehensive reference on Gujarat Ambuja Exports Limited's vision, mission, segments, products, investor relations, Human Resource, feedback and contact details. The section on 'Investor Relations' seeks to inform the shareholders complete financial details, Quarterly & Annual Results, Annual Report, corporate benefits, information relating to stock exchanges where shares are listed, details of share transfer agent and shareholding pattern. Investors can also submit their queries and get feedback through online interactive forms.

## 10. Shareholders' Information

### i. Annual General Meeting

Day, Date & Time : Thursday, the 11<sup>th</sup> August, 2011 at 11.00 A.M.

Venue : H.T. Parekh Hall, 1st Floor, Ahmedabad Management Association (AMA), AMA Complex, Dr. Vikram Sarabhai Marg, Vastrapur, Ahmedabad - 380 015

### ii. Financial Calendar : (2011-2012) ( Tentative)

Financial year : April-March

Annual General Meeting : On or before September, 2012

Financial Results :

- Quarter ended 30-06-2011 (Audited or Un-audited): On or before 14<sup>th</sup> August, 2011
- Quarter ended 30-09-2011 (Audited or Un-audited): On or before 14<sup>th</sup> November, 2011
- Quarter ended 31-12-2011 (Audited or Un-audited): On or before 14<sup>th</sup> February, 2012
- Last Quarter ended 31-03-2012 (Un-audited) : On or before 15<sup>th</sup> May, 2012 OR  
Annual Audited for Year ended 31<sup>st</sup> March, 2012 : On or before 30<sup>th</sup> May, 2012

### iii. Book Closure Dates

Closure of Register of Members : 1<sup>st</sup> August, 2011 to  
and Share Transfer Books : 11<sup>th</sup> August, 2011

### iv. Dividend Payment Date

The Board of Directors of the Company had declared interim dividend of ₹ 0.60 per share (30% p.a.) for F.Y. 2010-11 (20% p.a. based on performance of the Company and 10% p.a. on account of Silver Jubilee year of Group inception) at its meeting held on 1<sup>st</sup> February, 2011 and the same has been paid to members/ beneficial owners appearing as on record date of 11<sup>th</sup> February, 2011. The said interim dividend payment is proposed to be considered as final dividend for the F.Y. 2010-11.

### v. Listing of Securities on the Stock Exchanges

The Equity Shares of the Company are listed at Ahmedabad, Bombay and National Stock Exchange and listing fees for the financial year 2011-12 had been paid to all the above stock exchanges. Addresses of the Stock Exchanges, where security of the Company is presently listed are given below:

#### Ahmedabad Stock Exchange Limited

Kamdheni Complex, Opp. Sahajanand College, Panjara Pole, Ahmedabad-380015

#### Bombay Stock Exchange Limited

Floor 25, P.J. Towers, Dalal Street, Mumbai-400 001

#### National Stock Exchange of India Limited

Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai 400 051

In view of no trading on the floor of Ahmedabad Stock Exchange Ltd., the Board of Directors of the Company at its meeting held on 27<sup>th</sup> May, 2011 decided to delist the equity shares of the Company from Ahmedabad stock Exchange Limited. Equity shares will continue to trade on the floor of National Stock Exchange of India Ltd. and Bombay Stock Exchange Ltd., which have nationwide trading terminals.

### vi. Stock Code

Name of the Exchange	Code
Ahmedabad Stock Exchange Limited	20230 – "GUJAMBEX"
Bombay Stock Exchange Limited	24226-Normal 524226 – Rolling Segment
National Stock Exchange of India Limited	Symbol: "GAEL" Series EQ



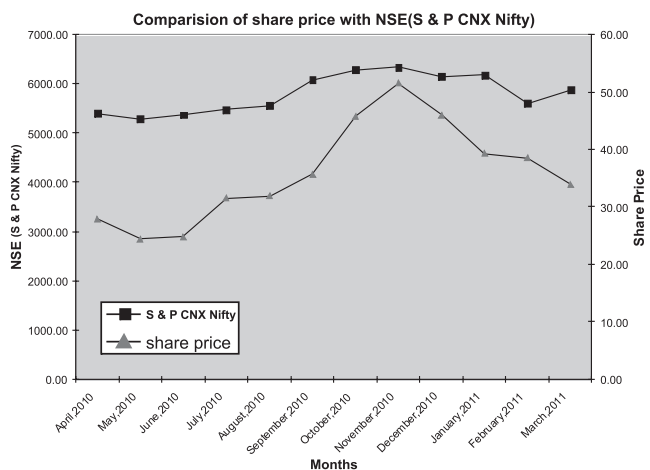
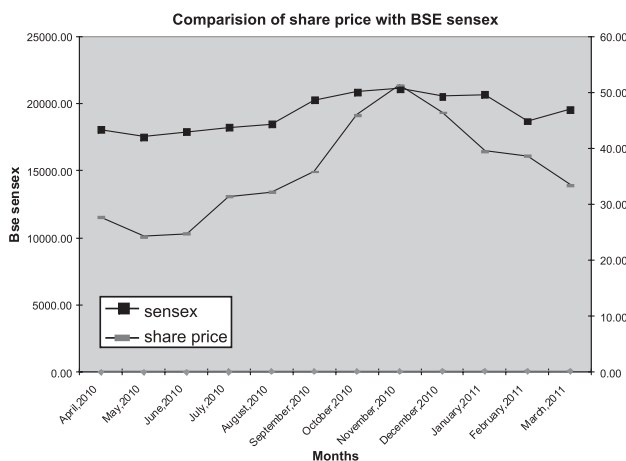
## vii. Stock Market Price Data and comparison to broad-based indices

### (a) Monthly Share price movement during F.Y. 2010-11 on BSE and NSE

Month	Bombay Stock Exchange (BSE)		National Stock Exchange (NSE)	
	Highest	Lowest	Highest	Lowest
April, 2010	27.70	16.20	27.90	16.15
May, 2010	24.25	21.00	24.45	20.80
June, 2010	24.75	21.60	24.80	21.35
July, 2010	31.45	24.10	31.50	24.05
August, 2010	32.20	25.20	31.90	25.10
September, 2010	35.85	25.35	35.70	25.35
October, 2010	45.95	31.05	45.80	31.25
November, 2010	51.30	33.40	51.50	37.00
December, 2010	46.40	31.20	46.00	31.50
January, 2011	39.50	33.20	39.30	33.60
February, 2011	38.70	31.00	38.50	31.10
March, 2011	33.45	28.50	33.90	26.20

Note: There is no trading of equity shares at Ahmedabad stock Exchange Ltd. (ASE). Hence, share price for ASE is not given.

### (b) Comparison of share price with broad-based indices such as BSE and NSE (S&P CNX Nifty)



## viii. Share Transfer Agent

Since September, 2003 M/s. Jupiter Corporate Services Limited, Share Transfer Agent of the Company acts as Physical & Electronic Share Transfer Agent of the Company.

M/s. Jupiter Corporate Services Limited, which is acting as sole Share Transfer Agent (Physical and Electronic) is situated at :

"Ambuja Tower", Opp. Memnagar Fire Station, Navrangpura, PO. Navjivan, Ahmedabad-380 014

Email: [jayvijay@ambujagroup.com](mailto:jayvijay@ambujagroup.com) Phone: 079-26423316-20, Fax: 079-26423079

## ix. Share Transfer System

There were 30 meetings of Share Transfer Committee of the Company during the last financial year 2010-11. Though the shares of the Company are under compulsory demat from 24.07.2000, shareholders holding less than 500 shares can still sell the shares in physical form. Trading of shares directly from seller to buyer not routed through Stock Exchanges is also permissible. The Share Transfer committee usually meets once in a fortnight. Shares in physical form are registered within an average period of 15 days.

### x. (a) Distribution of Shareholding as on 31<sup>st</sup> March, 2011 (including demat)

No. of Equity Shares held	No. of Share holders	% of share holders	No. of Shares held	% of Share holding
1 to 2500	55247	97.70	27743578	20.05
2501 to 5000	781	1.38	2852129	2.06
5001 to 10000	271	0.48	1985116	1.43
10001 to 15000	74	0.13	951390	0.69
15001 to 20000	52	0.09	938249	0.68
20001 to 25000	20	0.04	450637	0.33
25001 to 50000	53	0.09	1901458	1.37
50001 & above	49	0.09	101529318	73.39
<b>Total</b>	<b>56547</b>	<b>100.00</b>	<b>138351875</b>	<b>100.00</b>





(b) **Shareholding Pattern of the Company as on 31<sup>st</sup> March, 2011 (including Demat)**

Category of Holders	No. Shares	% to total shares
Promoters/Directors & Relatives	88483560	63.95
Financial Insti./Mutual Fund/Banks	9251035	6.68
Non-Residents/FIIs/ OCBs	1340724	0.97
Other Corporate Bodies	2681616	1.94
Indian Public	36594940	26.46
<b>Total</b>	<b>138351875</b>	<b>100.00</b>

(c) **Shareholding of Non Executive Directors as on 31<sup>st</sup> March, 2011**

Name of Non Executive Directors	No. Shares	% to total shares
Mrs. Sulochana V. Gupta	4485385	3.24
Mr. Jagdish Sharan Varshneya	2000	0.01
Mr. Chaitan M. Maniar	Nil	Nil
Mr. Prakash G. Ramrakhiani	Nil	Nil
Mr. Ashok C. Gandhi	2500	0.01
Mr. Rohit J. Patel	Nil	Nil
<b>Total</b>	<b>4489885</b>	<b>3.26</b>

There were no convertible instruments pending conversion into Equity Shares as on 31.03.2011.

xi. **Dematerialisation of Shares and Liquidity**

On 31<sup>st</sup> March 2011 out of 13,83,51,875 Issued, Subscribed and Paid up Capital of Equity Shares of ₹ 2/- each, 40.92% Equity Shares (net of remat) have been dematerialised. As per notification issued by SEBI with effect from 24/07/2000, the trading in the equity shares of the Company is permitted only in dematerialised form. The Company has entered into agreements, with both National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) through M/s. Jupiter Corporate Services Limited to facilitate the shareholders to demat their shares with any of the depositories.

xii. **Outstanding GDRs / ADRs / Warrants or any Convertible Instruments, conversion date and likely impact on Equity**

There are no Outstanding GDRs/ADRs/Warrants or any convertible instruments.

xiii. **C.E.O./C.F.O. Certification**

The required certificate under Clause 49 (V) of the listing agreement signed by the Managing Director (C.E.O.) and the Vice President-Finance & Accounts (C.F.O.) is attached with this report.

xiv. **Plant Locations**

Sr.	Name of the Unit & Location	Sr.	Name of the Unit & Location
1	Cotton Spinning Division Vil. Dalpur, Dist.Sabarkantha, Gujarat.	13	Maize Processing Unit Plot C-50, ELDECO, SIDCUL Industrial Park, Sitarganj, Dist. Udham Singh Nagar, Uttarakhand
2	Bio-Chemical Division (Maize Processing) Vil.Dalpur, Dist. Sabarkantha, Gujarat	14	Wind Mills (In the State of Gujarat)
3	Edible Oil Refineries & Vanaspati Ghee Unit, Kadi, Dist.Mehsana, Gujarat	a.	B-87, R S No. 471/P, Vill. Lamba,Taluka Kalyanpur, Dist Jamnagar.
4	Solvent Extraction Unit-I, Nani Kadi, Dist. Mehsana, Gujarat.	b.	WTG No. 1, Machine No.1, Survey No. 400, Village Kuranga, Taluka Dwarka, Dist Jamnagar.
5	Solvent Extraction Unit-II, Kadi, Dist. Mehsana, Gujarat	c.	WTG No. 2, Machine No.2 Survey No. 400, Village Kuranga, Taluka Dwarka, Dist Jamnagar.
6	Solvent Extraction Unit-III, Kadi, Dist. Mehsana, Gujarat	d.	WTG No. 3, Machine No. 6 Survey No. 400, Village Kuranga, Taluka Dwarka, Dist Jamnagar.
7	Solvent Extraction Unit-IV, Pithampur, Dist. Dhar,(M.P)	e.	Survey No.213/2, Village: Satapar, Tal: Kalyanpur, Dist.Jamnagar
8	Solvent Extraction Unit V N.H. No.6, Akola-Balapur Road,Village Kanheri, Gawali, Tal. Balapur, Dist Akola, Maharashtra.	f.	WTG No.1, V-4, Survey No. 43/1/P, Village: Motisindhodi, Tal: Abdasa, Dist. Kutch
9	Solvent Extraction Unit VI, Dist. Mandsour, (M.P)	g.	WTG No.2, V-7, Survey No. 36/2/P, Village: Motisindhodi, Tal: Abdasa, Dist. Kutch
10	Wheat Processing Unit, Kadi, Dist Mehsana, Gujarat	h.	Survey No. 115/P, Village Mindiyali, Tal : Anjar, Dist. Kutch.
11	Cattle Feed Unit, Kadi, Dist Mehsana, Gujarat		
12	Wheat Processing Unit, Pithampur, Dist Dhar (M.P)		

xv. **Investors' Correspondence**

All Communications may be sent to Mr. Manan C. Bhavsar, Company Secretary at the following address:

Gujarat Ambuja Exports Limited

"Ambuja Tower", Opp. Memnagar Fire Station, Navrangpura, PO. Navjivan, Ahmedabad-380 014

Phone: 079-26423316-20, 26405535-37 & 39 Fax: 079-26423079

E-mail: [jayvijay@ambujagroup.com](mailto:jayvijay@ambujagroup.com)

**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE CODE OF CONDUCT**

This is to confirm that the Company has adopted Code of conduct for its employees including for the Executive and Non Executive Directors of the Company and Senior Management Personnel. The Code of conduct and business ethics are posted on the Company's website.

I confirm that in respect of the financial year ended March 31, 2011, the Company has received from the Senior Management Team of the Company and the Members of the Board, a declaration of compliance with the Code of Conduct as applicable to them.

For the purpose of this declaration, Senior Management Team means the Members of the Management one level below the Executive Directors as on March 31, 2011.

Place: Ahmedabad

Date : May 27, 2011

Vijay Kumar Gupta  
Chairman & Managing Director



### **Chief Executive Officer (C.E.O.) and Chief Financial Officer (C.F.O.) Certification**

To,

The Board of Directors

Gujarat Ambuja exports Limited

In pursuance to clause 49 of the Listing Agreement, we, Manish Gupta, Managing Director (C.E.O.) and Mr. N. Giridhar, Vice President - Finance & Accounts (C.F.O.) to the best of our knowledge and belief, certify that:

1. We have reviewed financial statements and the cash flow statement for the year ended 31<sup>st</sup> March, 2011 and that to the best of our knowledge and belief;
  - (a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading ;
  - (b) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. To the best of our knowledge and belief, there were no transactions entered into by the Company during the year which were fraudulent, illegal or which violated the company's code of conduct.
3. We are responsible for establishing and maintaining internal controls for financial reporting and we have
  - (a) Evaluated the effectiveness of the internal control systems of the company pertaining to financial reporting ;
  - (b) Not found any deficiencies in the design or operation of internal controls
4. We have indicated to the Company's Auditors and the Audit Committee of the Board of Directors ;
  - (a) Significant changes that have occurred in the internal control over financial reporting during the year ;
  - (b) There have been no significant changes in accounting policies during the year ;
  - (c) There have been no instances of significant fraud nor there was any involvement of the management or an employee having a significant role in the company's internal control system over financial reporting and
  - (d) There were no deficiencies in the design or operation of internal controls, which could adversely affect the company's ability to record, process, summarize and report financial data nor there were any material weaknesses in internal controls over financial reporting nor any corrective actions with regards to deficiencies, as there were none.
5. We declare that all board members and senior managerial personnel have affirmed compliance with the code of conduct for the current year.

Place: Ahmedabad

Manish V. Gupta

N. Giridhar

Date : May 27, 2011

(Managing Director)

Vice President (Finance & Accounts)

### **AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

#### **The Members of**

**Gujarat Ambuja Exports Limited,**

**Ahmedabad.**

We have examined the compliance of conditions of Corporate Governance by **Gujarat Ambuja Exports Limited**, for the year ended on **31<sup>st</sup> 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 the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

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

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 **KANTILAL PATEL & CO.,**

Chartered Accountants

Firm Registration No. 104744W

Date : May 27, 2011

Place : Ahmedabad

[Rajesh G. Shah]

Partner

Membership No.: 36782



## **ANNEXURE- B TO DIRECTORS' REPORT: MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

### **CAUTIONARY STATEMENT**

Statements on the Management Discussion and Analysis and current year's outlook are management's perception at the time of drawing this report. Actual results may be materially different from those expressed in the statement. Important factors that could influence the Company's operations includes demand and supply conditions, availability of inputs and their prices both domestic and global, changes in government regulations, tax laws, economic developments within the country and other factors such as litigation and industrial relations.

### **GLOBAL BUSINESS ENVIRONMENT**

The overall Global Economic outlook remained "positive for the India in the last Financial Year". The recovery from recession which started in the second half of financial 2009-10 continued for the most part of the Financial Year 2010-11.

During later part of the year, one of the global giants Japan has faced the worst ever face of Mother Nature. They are yet to come out from the aftermath of the tragedy. This has put the global business environment on the back foot for a time being. The impact of this may continue in the first quarter of the current financial year. However the global business would flourish as historically such tragedy is followed by a positive future. Asian countries, especially China and India are also poised to deliver notably higher GDP growth in coming years.

### **INDIAN ECONOMY & INDUSTRY & SCENARIO**

Indian economy continued its growth story and performed well on all the fronts. The growth estimates and measures to achieve it by the government are also with the positive frame of the mind and are with the business friendly attitude. The revival process of Japan is also expected to be beneficial for the Indian industries. However the global inability to check the inflation might restrict the growth of Indian economy.

### **INDUSTRY STRUCTURE & DEVELOPMENTS & COMPANY'S PERFORMANCE**

Your Company is engaged in manufacturing and exports of various agro based "products". The Company has also investment and contribution in environment friendly power generation through windmills and non conventional source of energy. The core activity of the company has gradually been shifted from oil seed extraction to corn processing activities over a period of last few years.

The company has acquired sufficient expertise in this segment and looking to the growth potential of this segment, the company is putting one more corn processing plant. This would eventually replace this segment as the core segment instead of agro processing segment.

The shift has positive impact on the top as well as bottom line in the FY 2010-11. In fact the two corn processing units of the company are the top performers in FY 2010-11. The cotton yarn unit has also contributed significantly in spite of various restrictions by the government on ring spinning industries. The agro processing segment also consistently improved its performance during the year.

### **SEGMENT WISE PERFORMANCE**

The company's presence is in the segments of Agro Processing, Cotton Yarn, Maize processing & Windmills.

### **AGRO PROCESSING SEGMENT**

The performance of agro processing division showed recovery during the year. The oil import trading activity also helped the segment to push forward its growth. The negative impact of FY 09-10 largely vanished in FY 10-11 and the segment was able to improve its profit margins and capacity utilization on account of good monsoon resulting in better crop and yield.

Solvent Extraction and in particular Soyameal exports witnessed growth in the FY 10-11. The steady demand from international market, good parity of oil seed crushing and steady INR helped this activity to register the growth. The impact of high interest rates has largely been off set by good forward premium of USD/INR. The down stream activity of edible oil refining also has the impact of positive factors like good domestic demand, continued duty exemption on import of crude edible oil etc. The positive scenario of edible activity helped the Company to further increase the trading activity. This activity has contributed significantly during the FY 10-11. Revenue from this Segment increased from ₹879.43 crores to ₹1325.69 crores registering growth of 50.74 % as compared to previous financial year. Earning before interest & tax increased from ₹45.89 crores to ₹48.88 crores registering growth of 6.51 % as compared to previous financial year.

### **COTTON YARN SEGMENT**

This was the first full year of operation after exit from EOU status w.e.f. January 2010. From the beginning of the year, high cotton prices had its impact on the prices of cotton yarn. The international price of combed yarn has the monthly rise of about 25% since the last quarter of FY 10-11. The ban on exports of cotton yarn by Pakistan also fueled the international prices overnight. The government of India also put restrictive measures in the first 3 quarters of the FY 10-11 to protect the domestic garment industry. The measure started with removal of post exports benefits of DEPB and Drawback for yarn in April 2010, followed by compulsory registration of exports contract before shipment with the office of textile commissioner, followed by final punch of complete ban on the exports of yarn from November 2010 end. The government in Mid March 2011 partially relaxed the export curb by allocating quota for FY 10-11 based on the past performance. In April 2011, the Government lift the curb on exports of cotton yarn fully with a condition of pre registration with DGFT of the yarn export contract to monitor the annual quantity of 845 Million kg of cotton yarn exports.

In spite of the above, the segment has registered reasonable growth in top and bottom lines in the nine months operations. The growth in revenue terms is on account of inflationary trend in the product price and good parity due to this on account of holding of inventory of raw cotton procured before the setting of inflationary pressure.



The current trend is likely to return to be stabilising by end of first quarter. There would not be restrictive measures in the current FY from the government side also as Pakistan has also eased the curb on exports. The current FY therefore will be witnessing sustainable performance for this segment. Revenue from this Segment increased from ₹180.58 crores to ₹212.43 crores registering growth of 17.64 % as compared to previous financial year. Earning before interest & tax increased from ₹9.46 crores to ₹13.68 crores registering growth of 44.61 % as compared to previous financial year.

#### **MAIZE PROCESSING SEGMENT**

This segment has two plants one is located at Himatnagar in the State of Gujarat and another is located at Uttarakhand. The respective plants are catering the respective geographical areas of domestic as well as global market.

This segment continued to be the main contributory to the overall performance during the year. Increased productivity, better price realization and increase in demand of value added products of the Company made the maize processing segment to register better top line and bottom line performance during F.Y. 2010-11 as compared to F.Y. 2009-10.

The contribution from export of this segment has also grown up marginally. The demand of Indian corn products and other value added products is increasing both in domestic as well as international market due to its competitive advantage over other corn product supplier countries like US & China on account of lower cost of production.

The performance of this segment in current financial year 2011-12 is expected to be improving. With its capacity to cater demands for value added maize derivatives such as Dextrose Monohydrate, Malto Dextrin, Liquid Glucose and Sorbitol and increasing presence in international market for this segment, the Company expects better performance in F.Y. 2011-12 as compared to F.Y. 2010-11.

Revenue from this Segment increased from ₹343.85 crores to ₹406.30 crores registering growth of 18.16 % as compared to previous financial year. Earning before interest & tax increased from ₹44.52 crores to ₹80.65 crores registering growth of 81.15% as compared to previous financial year.

Considering the growth prospects of this segment, the Company has decided to increase the capacity of this segment by setting up a new plant in the State of Karnataka during current year.

#### **WIND MILLS DIVISION AND CONTRIBUTION TO RENEWABLE ENERGY**

The Company has presence in environment friendly renewable energy and has total investment in 8 wind turbines with total capacity of 8.45 MW. Over all performance of all wind turbines during the F.Y. 2010-11 was satisfactory and the same has contributed to reduction in power cost for both agro processing and maize processing divisions.

The carbon credit is vital part of the project and the company hopes to get recognition for the carbon credits for its 1.5 MW wind turbine.

Further to the Company's objective to contribute to green environment, projects are undertaken at plant level also to generate power through renewable resources. The Company has taken initiative to install Bio-Digester, Bio-Gas Engine and Boiler using rise husk as feed to contribute to environment friendly objective of the Company. This will be an on going effort in future across all units.

#### **FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE & OVER ALL ANALYSIS**

The performance during the last financial year as a whole is satisfactory considering the decent topline and improved bottomline under stable economic scenario. Your company has been able to achieve better EBIDTA margin as compared to that of earlier year due to better price recovery and effective measures to control variable cost. Though, the performance of the agro processing segment was subdued, maize processing and cotton yarn segments have performed remarkably well and has resulted into better earnings for the Company.

The products of various segments of the company are eligible for various export incentives.

#### **OPPORTUNITIES, THREATS, RISKS AND CONCERNS**

##### **Opportunities**

The business opportunity in the various segments in which the company is operating are reviving. The focus of Government of India for the various industrial segments like Agro Processing, Food Processing and Textiles is encouraging enough for industrial units to perform better. The government is taking due care of the farmers who are the main source for performing better in this industrial segment. At the same time, the government is also encouraging the industries in this segment by announcing various benefits from time to time.

The major opportunities for the company in the market are following;

1. The ability of the company to develop more value added products with enhanced productivity at the best cost effectiveness price.
2. The company's financial strength accumulated year after year. The policy of having low term debt profile is also added advantage for the company to expand its base in the various manufacturing activities.
3. The ability to adjust with the bullish and bearish market conditions.

##### **Risks & Threats**

The risks are inherent with any type of business. The quantum and nature of risk varies from industry to industry and other factors. The company is facing the following type of risks;

1. The global economic uncertainties





2. The risk attached with commodity and currency
3. The inherent risk of doing international trade
4. The change in government policy of sourcing and importing countries.

At GAEL, we have well defined risk management policy in place and the same is reviewed from time to time. The risk management policy is also monitored by executive management of the company with suitable steps to enhance scope of its operations.

#### **INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY**

The Company has adequate and effective internal control system. The effective and adequate internal control systems helps to achieve resource utilization at the optimum level, safeguarding of assets and interest, proper authorization, recording and reporting of transactions, protection against unauthorized use and disposition of assets. With the help of internal control systems, among other things, there is a reasonable assurance to the fact that the transactions are executed with management authorization and they are recorded in all material respect to permit preparation of financial statements in conformity with established accounting practices. At GAEL, an effective internal audit function, independent of the external auditors, to review the effectiveness of risk management system is also in place. The internal control systems are supplemented by an extensive programme of internal audits and review by the management. The top management, Audit Committee and statutory auditors of the company are periodically apprised of the activities and internal audit findings and action taken reports. The Company also has budgetary control system and the management periodically reviews actual performance. The Company has also in place established SAP system for its accounting operations and all units, branches, depots are linked and integrated.

#### **OUTLOOK FOR THE YEAR 2011-12**

In the financial year 2010-11, the performance of various segments of the company is satisfactory. The company is also setting up new state of art plant for maize processing, derivatives and other value added products in the state of Karnataka. The total capital outlay for this project is estimated at around ₹ 125 crores. The commercial production from the said plant is expected to start before December, 2011. This new project will help the maize processing division to gain more market share and will help the company by improving overall financial performance.

The company has de-bonded the cotton yarn unit during the year to be more competitive in domestic as well as export markets. The Company has also gone for modernization of plant by replacing spindles with new spindles and the same has started working during second half of the year. The unit has shown considerably better financial performance and outlook for this segment seems encouraging.

#### **MATERIAL DEVELOPMENTS IN HUMAN RESOURCES /INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED.**

The Company recognizes human capital as an extremely important and strategic resource and honors the dignity of each employee irrespective of position and highly values the cultural diversities of employees. Your Company believes in employee empowerment across the entire organization in order to achieve organizational effectiveness. Further, special efforts are made to identify specific training needs to hone the skills of the employees. Human Resources continue to get primary focus of the management and the Company regards its Human Resources amongst its most valuable assets. The Company has invested in people during the course of the year through various training programmes in order to keep its employees competent and updated in the changing business environment. Employees at all levels are exposed to continuous training and development. Industrial relations continue to be cordial. As at the financial year ended 31<sup>st</sup> March, 2011, total work force in the Company consisted of 3478 persons, which includes 1409 employees, 1888 workers and 181 with contractual employment.

#### **ANNEXURE 'C' TO THE DIRECTORS' REPORT**

Disclosure of particulars with respect to Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo as required under section 217(1) (e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Board of Directors Report) Rules, 1988 for the Financial Year Ended 31<sup>st</sup> March, 2011.

##### **A. CONSERVATION OF ENERGY**

###### **(1) Energy Conservation measures taken**

The different units of the Company has strong technical department headed by a senior personnel to continuously monitor energy consumption and plan and execute energy conservation schemes. Effective measures are being taken for overall technological up gradation of plant & machinery, in various units. The Company has installed energy efficient devices in the new projects also.

###### **(2) Additional investments and proposals, if any, being implemented for reduction of consumption of energy**

In a major initiative to conserve energy, the Company has made investment in wind energy sector by installation of Eight windmills with total installed capacity of 8.45 MW. This initiative has helped to generate energy through environmental friendly measures and also reduce carbon emission in the atmosphere. Further to these efforts, the Company has also taken up projects and also finding avenues to generate power through renewable resources. The Company has also taken up capital incentive projects to switch to modern environment friendly ways of running processes at all the units including Bio Gas Digester, Bio Gas Engine etc. Thus there will be on going efforts in future across all units.

###### **(3) Impact of the measures taken at (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production of goods**

The adoption of energy conservation measures have resulted in more efficient utilization of steam as well as power.



#### (4) Total energy consumption and energy consumption per unit of production

##### FORM – “A”

Sr.	PARTICULARS	2010-2011	2009-2010
A)	<b>POWER AND FUEL CONSUMPTION :</b>		
1)	Electricity		
a)	Purchased :		
	Units(Includes units wheeled from windmills & cost at the Gross Bill Value)	45321199	41520803
	Total Amount (₹)	245259619	204987888
	Rate / Unit (₹)	5.41	4.94
b)	Own Generation		
i)	Through Diesel Generator		
	Units	931112	758183
	Unit per Ltr of Diesel Oil	2.71	2.72
	Cost/Unit (₹)	11.94	12.24
ii)	Through Steam Turbine / generator		
	Units	9093382	10598124
	Unit per Kg. of Coal	0.23	0.24
	Cost/Unit (₹)	11.80	10.97
iii)	Through Furnace Oil Generator		
	Units	51104845	53120127
	Unit per Kg. of Furnace oil	4.20	4.33
	Cost/Unit (₹)	6.23	4.43
iv)	Through Windmills		
	Units	12389492	12267440
	Total Amount (₹)	32294310	29342347
	Cost/Unit (₹)	2.61	2.39
2)	Coal (Used for Steam Generation)		
	Quantity (MT)	100143.179	88126.131
	Total Cost (₹)	333948765	231381855
	Average rate	3334.71	2625.58
3)	Furnace Oil		
	Quantity (Kg)	N.A.	N.A.
	Total Cost (₹)	N.A.	N.A.
	Average rate	N.A.	N.A.
4)	Diesel Oil		
	Quantity (Ltr)	N.A.	N.A.
	Total Cost (₹)	N.A.	N.A.
	Average rate	N.A.	N.A.
5)	Others/internal generation		
	Quantity	N.A.	N.A.
	Total Cost (₹)	N.A.	N.A.
	Average rate	N.A.	N.A.

Note : Lignite used in steam turbine also generates low pressure steam which is used in production process. The cost of lignite is absorbed in arriving at cost of generation of electricity, above.

Sr.	PARTICULARS	2010-2011	2009-2010
B)	<b>Consumption per unit of production :</b>		
	<b>Agro Processing Unit (Cost per Metric Ton of Production)</b>		
1)	Electricity	354.94	359.32
2)	Coal	410.40	312.93
3)	Furnace Oil	N.A.	N.A.
4)	Diesel	N.A.	N.A.
5)	Others	N.A.	N.A.
	<b>Maize Processing Unit (Cost per Metric Ton of Production)</b>		
1)	Electricity	988.00	1024.24
2)	Coal	1389.03	1179.77
3)	Furnace Oil	N.A.	N.A.
4)	Diesel	N.A.	N.A.
5)	Others	N.A.	N.A.
	<b>Cotton Yarn Unit (Cost per Kg of Production)</b>		
1)	Electricity	0.89	0.48
2)	Coal	N.A.	N.A.
3)	Furnace Oil	25.88	17.91
4)	Diesel	N.A.	N.A.
5)	Others	N.A.	N.A.

Note: Variation in consumption of power and fuel from standards of previous year is due to increase in the cost of procurement.

#### Annexure “D” to Directors’ Report

Information as per section 217(2A) of the Companies Act, 1956, read with Companies (particulars of employees) Rules, 1975 and forming part of the Directors’ Report for the year ended 31<sup>st</sup> March, 2011.

Information showing names and other particulars of employees who were employed throughout the year and were in receipt of remuneration in aggregate of not less than ₹ 60,00,000/- for financial year.

Sr. No.	Name of the Employee	Designation	Qualification	Age (Years)	Joining Date	Experience (Years)	Gross Remuneration (₹)	Last Employment	Last Designation
1	Mr. Vijaykumar Gupta	Chairman and Managing Director	B. DS	62	18.04.1998 (As M.D.)	39	5,47,45,259	Erstwhile Gujarat Ambuja Cotspin Ltd.	Managing Director
2	Mr. Manish V. Gupta	Managing Director	B. Com	39	28.12.1998 (As M.D.)	20	6,56,29,088	Erstwhile Gujarat Ambuja Proteins Ltd.	Managing Director

- Notes: 1. The gross remuneration includes salary, allowances, commission and monetary value of perquisites as per Income Tax Rules and Company's contribution to Provident Fund.  
2. In addition to the above remuneration, employees are entitled to gratuity and balance of unavailed encashable leave in accordance with the Company's rules.  
3. Nature of duties & employment: Contractual and renewable.  
4. Mr. Vijay Kumar Gupta and Mr. Manish V. Gupta are father and son and hence relative of each other and Mrs. Sulochana V. Gupta and Mr. Mohit V. Gupta, Directors of the Company are also relatives of them.  
5. Other terms and conditions are as per agreement and subject to provisions of Section 198, 269, 309,310 and other applicable provisions of the Companies Act, 1956 read with Schedule XIII of the Companies Act,1956 and also as per Company's Rules.

#### B. TECHNOLOGY ABSORPTION

##### FORM B

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

##### i) Specific areas in which R&D carried out by the Company :

The Research & Development efforts of the Company are directed towards quality control, cost reduction and improvement of in house expertise.

##### ii) Benefits derived as a result of the above R&D:

Benefits derived by the Company from its Research & Development activities are primary by way of improvements in product quality and cost effectiveness.

##### iii) Future plan of action

The Company plans to continue its efforts on in-house R&D to improve cost efficiency & achieving competitive edge.

##### iv) Expenditure on R&D

	2010-2011	2009-2010
(a) Capital	NIL	NIL
(b) Recurring	NIL	NIL
(c) Total	NIL	NIL
(d) Total R&D Expenditure as % of total turnover.	NIL	NIL

##### b) Technology Absorption, Adaptation and Innovation :

##### i) Efforts, in brief made towards technology absorption, adaptation and innovation.

The Company has been putting emphasis to train its technical personnel by way of providing training to them for the latest technology available.

##### ii) Benefits derived as a result of the above efforts :

The above efforts have improved the quality of the product. Besides it has also improved the productivity and reduced the wastages.

##### iii) Information regarding technology imported during last five years : Not Applicable

#### C. FOREIGN EXCHANGE EARNING AND OUTGO

##### (a) Activities relating to exports, initiatives taken to increase exports, development of new export markets for products and services, export plans.

The Company has continued to maintain focus and avail of export opportunities based on economic considerations. During the year, the Company has exports (FOB value) worth ₹ 547.24 crores.

##### (b) Total foreign exchange used and earned:

	2010-11	2009-2010
	₹	₹
Foreign Exchange Earned	547,23,93,540/-	412,92,26,830/-
Foreign Exchange Used	263,18,68,715/-	294,44,88,810/-



## AUDITORS' REPORT

### The Members of

### Gujarat Ambuja Exports Limited

1. We have audited the attached balance sheet of **Gujarat Ambuja Exports Limited** as at **March 31, 2011** and also the related profit & loss account and the cash flow statement for the year ended on that date annexed 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. Those 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 amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by 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 Companies [Auditors' Report] Order, 2003 (CARO 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 enclose in the Annexure, a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to in paragraph 1 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 purposes of our audit.
  - (ii) 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 the books.
  - (iii) The balance sheet, profit and loss account and cash flow statement dealt with by this report are in agreement with the books of account.
  - (iv) In our opinion, the balance sheet, profit & loss account and cash flow statement dealt with by this report comply with accounting standards referred to in sub section (3C) of section 211 of the Companies Act, 1956.
  - (v) On the basis of the written representations received from the directors, as on 31<sup>st</sup> March 2011, and taken on record by the Board of Directors, we report that none of the directors are disqualified as on 31<sup>st</sup> 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 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 31<sup>st</sup> March 2011.
    - (b) In the case of the profit & loss account, of the 'Profit' of the company for the year ended on that date.and
    - (c) In the case of the cash flow statement, of the cash flows for the year ended on that date.

For **KANTILAL PATEL & CO.,**  
CHARTERED ACCOUNTANTS

[Firm Reg.No.104744W]

**[Rajesh G.Shah]**

Partner

Membership No.: 36782

Place : Ahmedabad

Date : May 27, 2011



**ANNEXURE REFERRED TO IN PARAGRAPH (3) OF THE AUDITORS' REPORT OF EVEN DATE TO THE MEMBERS OF GUJARAT AMBUJA EXPORTS LIMITED, ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2011.**

On the basis of the records produced to us for our verification / perusal, such checks as we considered appropriate, and in terms of information and explanations given to us on our enquiries, we state that :-

- (i) (a) The company has generally maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) The company's management has provided us with a representation that it has a phased programme of verification of fixed assets (i.e. once in a two years) and in accordance with such programme, the company has carried out a physical verification of certain fixed assets during the year and no material discrepancies were noticed on such verification.
- (c) The company has not disposed off during the year substantial part of its fixed assets.
- (ii) (a) Physical verification at reasonable intervals has been carried out by the management in respect of inventory except for the stocks in transit and stocks lying with the clearing agents, which have been confirmed by the parties. In our opinion, the frequency of verification is reasonable.
- (b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and nature of its business.
- (c) The company has maintained proper records of inventory and the discrepancies noticed on such physical verification as compared to book records were not material and have been adequately dealt with in the books of accounts.
- (iii) The company has not granted or taken any loan, secured or unsecured to or from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. And hence, paragraphs 4(iii) (a to g) of the order are not applicable.
- (iv) In our opinion and according to the information and explanations given to us during the course of the audit, the company has a generally adequate internal control system commensurate with the size of the company and the nature of its business with regard to the purchase of inventory and fixed assets and with regard to the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weakness in internal control system of the company.
- (v) In respect of contracts or arrangements referred to in section 301 of the Companies Act, 1956:
  - (a) In our opinion, the particulars of contracts or arrangements referred to in section 301 of the Act have been entered in the register required to be maintained under that section.
  - (b) According to the information and explanations given to us where each such transaction made in pursuance of such contracts or arrangements in excess of ₹5 lakhs in respect of any party, the transactions have been made at the prices, which are *prima facie* reasonable, having regard to the prevailing market prices available with the company for such transactions or prices at which transactions for similar goods have been made with other parties at the relevant time.
- (vi) The company has not accepted deposits from public during the year under audit, hence the directives issued by Reserve Bank of India and provisions of section 58A & 58AA of the Companies Act, 1956 or any other relevant provisions of the Act and the rules framed there under are not applicable.
- (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 books of accounts maintained by the company in respect of products where, pursuant to the rules made by the Central Government of India, the maintenance of cost records has been prescribed under section 209(1)(d) of the Companies Act, 1956, and are of the opinion that *prima facie*, the prescribed accounts and records have been made and maintained. We have not, however made a detailed examination of records with a view to determine whether they are accurate or complete.
- (ix) (a) The company is generally regular in depositing Provident Fund, Investor Education & Protection Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and Other material statutory dues to appropriate authorities.  
  
Further, since the Central Government has till date not prescribed the amount of cess payable under section 441A of the Companies Act, 1956, we are not in a position to comment upon the regularity or otherwise of the company in depositing the same.
- (b) According to the information and explanations given to us, no undisputed amount in respect of aforesaid statutory dues were outstanding as at 31<sup>st</sup> March, 2011 for the period of more than six months from the date they become payable except,

Sr.	Nature of the statute	Nature of dues	Amount(In ₹)	Period to which amount relates
1	Mandi Tax, Akola	Mandi Tax	7,17,757	2010-11





- (c) According to the information and explanations given to us and on the basis of our examination of the records of the company, the details of disputed amounts in respect of Sales Tax, Income Tax, Wealth Tax, Service Tax, Custom Duty, and Excise Duty / Cess not deposited with the appropriate authorities are as follow:

Sr No.	Nature of the statute	Nature of dues	Amount in ₹	Period to which amount relates	Forum where the dispute is pending
1.	The Income Tax Act, 1961	Disallowances of expenses	16,64,435	A.Y.1995-96	ITAT
		Disallowances of claims	1,93,73,234	A.Y.2005-06	ITAT
			3,66,568	A.Y.2006-07	CIT(A)
			31,92,738	A.Y.2007-08	CIT(A)
			11,88,91,326	A.Y.2008-09	CIT(A)
			14,48,30,767	A.Y.2009-10	CIT(A)
2.	The Bombay Sales of Motor Spirit Taxation Act, 1958	Exemptions	1,71,732	1997-98	Tribunal
3.	The Central Excise Act, 1944	Classification	4,34,43,083	2004-05 & 2005-06	CESTAT
		Additional Demand	2,99,272	2004-05 & 2005-06	CESTAT
		Additional Demand	50,461	2006-07	CESTAT
4.	The Customs Act, 1962	Differential Duty	3,59,056	2003-04	Commissioner of Customs
		Differential Duty	2,38,021	2006-07	CESTAT
		DEPB license	19,79,518	2005-06	Asst. Commissioner of Customs
			1,31,58,158	2008-09	Commissioner(A)
5.	Indian Stamp Act, 1899 (MP)	Stamp duty	58,60,000	2001-02	Board of Revenue
6.	Indian Stamp Act, 1899 (Gujarat)	Stamp Duty	1,25,290	1997-98	High Court
7.	Krishi Upaj Mandi Adhiniyam, 1972	Mandi Tax	2,27,600	2001-02	High Court
8.	The Gujarat Sales Tax Act, 1969	Sales Tax	3,45,323	1996-97	Tribunal
		Purchase Tax	4,23,464	1997-98	High Court
		Disallowance of sales & levy of interest & penalty	66,09,672	2004-05	Commissioner (Appeals)
9.	Central Sales Tax Act, 1956	Disallowance of sales, non-Production of 'C' Forms	99,51,959	2004-05	Commissioner (Appeals)
10.	Gujarat Value Added Tax Act, 2003	Reversal of Credit on Consignment sales	50,88,830	2006-07	Commissioner (Appeals)
11.	The Bombay Electricity Duty Act, 1958	Additional Demand charges	62,19,917	2008-09 & 2009-10	Consumer Grievances Forum

- (x) The company has no accumulated losses and has not incurred cash losses during the current financial year and immediately preceding financial year.
- (xi) The company has not defaulted in repayment of dues to the banks or to the financial institutions. The company has not obtained any borrowing by way of debentures.
- (xii) The company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) The company has given guarantee for loans taken by subsidiary company. In our opinion and based on the information and explanations given to us, the terms and conditions are not prejudicial to the interests of the company.
- (xiv) On the basis of our examination of documents and records and according to the information and explanations given to us, we are of the opinion that the company has deployed the term loan funds for the purpose for which they were obtained.
- (xv) According to the information and explanations given to us, on an over all examination of the balance sheet of the company, we report that no funds raised on short term basis, have been used for long term investment.
- (xvi) During the year, the company has not made preferential allotment of shares to parties and companies covered in register maintained under section 301 of the Companies Act, 1956.
- (xvii) The Company has not issued any debentures during the year.
- (xviii) The company has not raised any money by way of public issue during the year.
- (xix) To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the company was noticed or reported during the year.
- (xx) In our opinion and according to the information and explanations given to us, the nature of the company's business / activities during the year are such that paragraphs:
- 4(xiii) provisions of any special statute applicable to chit fund,
- 4(xiv) dealing or trading in shares, securities, debentures and other investments
- of company (Auditors' Report) Order, 2003 are not applicable to the company.

For **KANTILAL PATEL & CO.,**  
**CHARTERED ACCOUNTANTS**  
Firm Registration No. 104744W  
**[Rajesh G. Shah]**  
Partner  
Membership No.: 36782

Place : Ahmedabad  
Date : May 27, 2011



## BALANCE SHEET AS AT 31st MARCH 2011

(₹ in Crores)

PARTICULARS	SCHEDULE	AS AT 31.03.2011	AS AT 31.03.2010
<b>(A) SOURCES OF FUNDS</b>			
<b>1 SHARE HOLDERS' FUNDS</b>			
(a) Share Capital	A	27.67	27.67
(b) Reserves & Surplus	B	478.71	392.57
		<b>506.38</b>	<b>420.24</b>
<b>2 LOAN FUNDS</b>			
(a) Secured Loans	C	232.37	178.18
(b) Unsecured Loans	D	1.01	0.85
		<b>233.38</b>	<b>179.03</b>
<b>3 DEFERRED TAX LIABILITY</b>			
(a) Deferred tax liability	E	49.81	50.35
(b) Deferred tax assets		0.60	0.11
		<b>49.21</b>	<b>50.24</b>
<b>TOTAL</b>		<b>788.97</b>	<b>649.51</b>
<b>(B) APPLICATIONS OF FUNDS</b>			
<b>1 FIXED ASSETS</b>	F		
Gross Block		561.34	538.17
Less : Depreciation		262.75	241.11
Net Block		298.59	297.06
Add : Capital work in Progress and Advance for Capital Expenditure		59.82	13.99
		<b>358.41</b>	<b>311.05</b>
<b>2 INVESTMENTS</b>	G	77.09	40.80
<b>3 CURRENT ASSETS, LOANS &amp; ADVANCES</b>	H		
(a) Inventories		364.62	260.95
(b) Sundry Debtors		114.87	72.61
(c) Cash & Bank Balances		21.35	28.16
(d) Other Current Assets		9.61	8.18
(e) Loans & Advances		48.58	47.02
<b>Sub Total - ( i )</b>		<b>559.03</b>	<b>416.92</b>
<b>LESS:CURRENT LIABILITIES &amp; PROVISIONS</b>			
(a) Current Liabilities	I	197.87	112.52
(b) Provisions	J	7.69	6.74
<b>Sub Total - ( ii )</b>		<b>205.56</b>	<b>119.26</b>
<b>Net Current Assets (i - ii)</b>		<b>353.47</b>	<b>297.66</b>
<b>TOTAL</b>		<b>788.97</b>	<b>649.51</b>
<b>Significant Accounting Policies</b>	T		
<b>Notes to Financial Statements</b>	U		

This is the Balance Sheet referred  
to in our report of even date  
For **KANTILAL PATEL & CO.**  
CHARTERED ACCOUNTANTS

**RAJESH G. SHAH**  
(PARTNER)

Place : Ahmedabad  
Date : May 27, 2011

For and on behalf of the Board of Directors

**VIJAYKUMAR GUPTA**  
(Chairman & Managing Director)  
**MANISH V.GUPTA**  
(Managing Director)  
**N. GIRIDHAR**  
(V.P.-Finance & Accounts)  
**MANAN BHAVSAR**  
(Company Secretary)

Place : Ahmedabad  
Date : May 27, 2011

BOOK VALUE : ₹ 36.60 ON A SHARE OF ₹ 2/- | LONG TERM DEBT ONLY ₹ 9.77 CRORES



## PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31st MARCH 2011

(₹ in Crores)

PARTICULARS	SCHEDULE	FOR THE YEAR ENDED 31.03.2011	FOR THE YEAR ENDED 31.03.2010
<b>(A) INCOME</b>			
Sales (Gross)	K	1,962.59	1,416.84
Less : Excise Duty		13.16	8.33
Net Sales		1,949.43	1,408.51
Other Income	L	4.35	6.13
<b>TOTAL - "A"</b>		<b>1,953.78</b>	<b>1,414.64</b>
<b>(B) EXPENDITURE</b>			
(Increase) / Decrease in Stock	M	(117.24)	8.20
Materials Consumption	N	1,253.54	891.91
Purchase of Trading Goods		389.21	191.49
Manufacturing Expenses	O	138.48	107.22
Employees' Cost	P	51.04	39.44
Administrative Expenses	Q	16.58	10.61
Sales Expenses	R	67.05	48.27
Finance & Other Charges (Net)	S	10.95	8.74
Depreciation		29.23	27.91
<b>TOTAL - "B"</b>		<b>1,838.84</b>	<b>1,333.79</b>
<b>Profit before Tax (A-B)</b>		<b>114.94</b>	<b>80.85</b>
Add : Prior Period items (Net)		0.00	0.02
Add : Excess Provision of Depreciation for Earlier Years written back		4.19	9.15
Less : Provision for Taxation			
- Current tax		26.40	23.00
- Deferred tax (credit) / charge		(1.02)	7.09
Less : Short Provision of Tax For Earlier Years		0.27	0.00
Add : Excess Provision of Tax For Earlier Years written back		0.62	0.09
<b>Profit after Tax</b>		<b>94.10</b>	<b>60.02</b>
Add: Balance of Profit from Previous Year		239.70	190.70
<b>Profit available for appropriation</b>		<b>333.80</b>	<b>250.72</b>
<b>APPROPRIATION</b>			
Transferred to General Reserve		10.00	4.55
Interim Dividend		8.30	5.53
Dividend Distribution Tax on Interim Dividend		1.38	0.94
Balance carried to Balance Sheet		314.12	239.70
<b>TOTAL</b>		<b>333.80</b>	<b>250.72</b>
<b>Significant Accounting Policies</b>	T		
<b>Notes to Financial Statements</b>	U		
Earnings per Equity Share of ₹ 2/- each (Basic & Diluted)		6.80	4.34
(Refer Note 12 of Schedule "U" )			

This is the Profit & Loss Account referred to in our report of even date  
For **KANTILAL PATEL & CO.**  
CHARTERED ACCOUNTANTS

**RAJESH G. SHAH**  
(PARTNER)

**For and on behalf of the Board of Directors**

**VIJAYKUMAR GUPTA**  
(Chairman & Managing Director)  
**MANISH V.GUPTA**  
(Managing Director)  
**N. GIRIDHAR**  
(V.P.-Finance & Accounts)  
**MANAN BHAVSAR**  
(Company Secretary)

Place : Ahmedabad  
Date : May 27, 2011

Place : Ahmedabad  
Date : May 27, 2011

**TURNOVER ₹ 1949 CRORES | EPS : ₹ 6.80 ON A SHARE OF ₹ 2/-**



## CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2011

(₹ in Crores)

PARTICULARS	YEAR ENDED 31.03.2011	YEAR ENDED 31.03.2010
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before tax and Extraordinary items	114.94	80.85
Adjustment for :		
Depreciation / Amortisation	29.23	27.91
Income From Dividend	(0.50)	(0.45)
(Profit)/Loss on Sale of Asset	(0.86)	(0.84)
Profit on Sale of Investments (Net)	(1.65)	(2.94)
Finance and other charges	12.85	11.20
Interest Income	(2.51)	(3.17)
Prior period Item	0.00	0.02
Provision for diminution in value of Invesments	0.32	0.00
Provision for Doubtful Debts	0.32	0.19
Fixed Assets Written Off	2.78	0.00
Provision for Employee Benefits	1.07	0.61
	<b>41.05</b>	<b>32.53</b>
<b>Operating Profit before Working Capital Changes</b>	<b>155.99</b>	<b>113.38</b>
Adjustments for :		
Trade & other Receivables	(44.02)	2.75
Inventories	(103.67)	(61.58)
Trade payables and Liabilities	84.61	(15.26)
	<b>(63.08)</b>	<b>(74.09)</b>
<b>Cash Generated from Operations</b>	<b>92.91</b>	<b>39.29</b>
Direct taxes (paid/adjusted)	(27.13)	(20.45)
<b>Net cash from Operating Activities</b>	<b>65.78</b>	<b>18.84</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets	(74.29)	(78.36)
Sale of Fixed Assets	1.16	1.17
Purchase of Investments	(43.02)	(112.18)
Sale of Investments	8.05	106.21
Interest Received	3.01	2.78
Dividend Received	0.50	0.45
<b>Net cash used in Investing Activities</b>	<b>(104.59)</b>	<b>(79.93)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from Long Term Borrowings	3.10	2.91
Repayment of Long Term Borrowings	(7.17)	(5.00)
Proceeds from Unsecured Loans	0.29	0.12
Proceeds from Short Term Borrowings	58.26	89.64
Repayment of Unsecured Loans	(0.13)	(0.05)
Capital Subsidy Received	0.00	0.38
Finance and other charges Paid	(12.95)	(11.34)
Dividend and tax thereon paid	(9.47)	(12.24)
<b>Net Cash from Financing Activities</b>	<b>31.93</b>	<b>64.42</b>
<b>Net Increase/ (Decrease) in Cash and Cash Equivalents (A+B+C)</b>	<b>(6.88)</b>	<b>3.33</b>
<b>Cash and Cash Equivalents at beginning of period</b>	<b>28.15</b>	<b>24.82</b>
<b>Cash and Cash Equivalents at end of Period</b>	<b>21.27</b>	<b>28.15</b>
<b>Net Increase/ (Decrease) in Cash and Cash Equivalents</b>	<b>(6.88)</b>	<b>3.33</b>
<b>Major components of Cash and Cash Equivalents as at</b>	<b>31.03.2011</b>	<b>31.03.2010</b>
Cash on hand(including cheques on hand)	0.42	0.54
With Scheduled Banks on :		
Current Accounts	3.32	6.95
Short term Deposits Lien	17.61	16.64
Lien free	0.00	4.03
<b>Total (Refer Schedule H (c))</b>	<b>21.35</b>	<b>28.16</b>
Less: Bank Overdraft as per Books ( Refer Schedule I)	0.08	0.01
<b>Cash and Cash Equivalents at end of Period</b>	<b>21.27</b>	<b>28.15</b>

**Notes:**

1. The above Cash Flow Statement has been prepared under Indirect Method set out in Accounting Standard 3, notified in Companies (Accounting Standards) Rules , 2006.
2. Figures in bracket indicate cash outflow.
3. Previous year figures have been restated wherever necessary to make them comparable with current year figures.

This is the Cashflow Statement referred to in our report of even date

For **KANTILAL PATEL & CO.**

CHARTERED ACCOUNTANTS

**RAJESH G. SHAH**

(PARTNER)

For and on behalf of the Board of Directors

**VIJAYKUMAR GUPTA**

(Chairman & Managing Director)

**MANISH V.GUPTA**

(Managing Director)

**N. GIRIDHAR**

(V.P.-Finance & Accounts)

**MANAN BHAVSAR**

(Company Secretary)

Place : Ahmedabad

Date : May 27, 2011

Place : Ahmedabad

Date : May 27, 2011

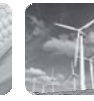




## SCHEDULES TO THE BALANCE SHEET AS AT 31ST MARCH, 2011

(₹ in Crores)

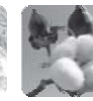
	AS AT 31.03.2011	AS AT 31.03.2010
<b>SCHEDULE "A" SHARE CAPITAL</b>		
<b>Authorised</b>		
250000000 (P.Y.250000000) Equity shares of ₹2/- each	50.00	50.00
	<b>50.00</b>	<b>50.00</b>
<b>Issued,Subscribed and Paid Up Capital :</b>		
138351875 (P.Y.138351875) Equity Share of ₹2/- each	27.67	27.67
Notes:		
i. Includes 31500000 (P.Y.31500000) Equity shares of ₹2/- each issued at a premium of ₹0.20 per share on conversion of Optionally Convertible Unsecured Debentures		
ii. Includes 82188910 (P.Y.82188910) Equity shares of ₹2/- each fully paid allotted on 30.4.99 in exchange of shares on amalgamation for consideration other than cash.		
iii. Includes 20490000 (P.Y.20490000 ) Equity Shares of ₹2/- each fully paid, allotted on 31.1.2004 in exchange of shares on amalgamation for consideration other than cash.		
	<b>27.67</b>	<b>27.67</b>
<b>SCHEDULE "B" RESERVES &amp; SURPLUS</b>		
<b>General Reserve</b>		
Balance as per last Balance Sheet	153.80	149.25
Add : Transferred from Profit & Loss Account	10.00	4.55
	<b>163.80</b>	<b>153.80</b>
<b>Hedge Reserve</b>		
Balance as per last Balance Sheet	(9.49)	(73.57)
Add / (Less) : Movement During the year	1.72	64.08
	<b>(7.77)</b>	<b>(9.49)</b>
<b>Capital Subsidy</b>		
Balance as per last Balance Sheet (refer accounting policy O of Schedule "T" )	1.24	0.87
Add : Subsidy Received During the Year	0.00	0.37
	<b>1.24</b>	<b>1.24</b>
<b>Amalgamation Reserve Account</b>		
Balance as per last Balance Sheet	0.02	0.02
	<b>0.02</b>	<b>0.02</b>
<b>Securities Premium Account</b>		
Balance as per last Balance Sheet	0.89	0.89
	<b>0.89</b>	<b>0.89</b>
<b>Capital Redemption Reserve</b>		
Balance as per Last Balance Sheet	6.41	6.41
	<b>6.41</b>	<b>6.41</b>
<b>Surplus as per Profit and Loss Account</b>	<b>314.12</b>	<b>239.70</b>
	<b>478.71</b>	<b>392.57</b>
<b>SCHEDULE "C" SECURED LOANS</b>		
<b>(A) Term Loans</b>		
(I) From Indian Renewable Energy Development Agency, New Delhi (secured by hypothecation of Wind Mills, mortgage of related land & personal guarantee of two promoter Directors.) (Principal repayable within one year ₹ 0.67 Crores. (P.Y. ₹0.67 Crores.)	0.83	1.50
(II) From Bank of India, under TUF scheme (Secured by hypothecation of specific movable Plant & Machinery & personal guarantee of three promoter Directors.) (Principal repayable within one year ₹5.25 Crores. (P.Y. ₹6.50 Crores.)	8.94	12.33
<b>(B) Other Loans - Working Capital</b>		
From Banks ( Secured by a hypothecation of current assets & certain tangible movable plant & machinery and joint equitable mortgage of certain immovable fixed assets of the Company, personal guarantee of three promoter directors and lien on certain Fixed Deposits of the Company.)	222.60	164.35
	<b>232.37</b>	<b>178.18</b>



## SCHEDULES TO THE BALANCE SHEET AS AT 31ST MARCH, 2011

(₹ in Crores)

										AS AT 31.03.2011	AS AT 31.03.2010
SCHEDULE "D" UNSECURED LOANS											
Dealers' & Distributors' Deposits										1.01	0.85
TOTAL										1.01	0.85
SCHEDULE "E" DEFERRED TAX											
Deferred Tax Liabilities											
Depreciation										49.81	50.35
										49.81	50.35
Deferred Tax Assets											
Provisions- 43 B items										0.38	0.05
Provision for Doubtful Debts										0.00	0.06
Others										0.22	0.00
										0.60	0.11
Deferred Tax Liability										49.21	50.24
SCHEDULE "F" FIXED ASSETS (AT COST)											
SR No.	PARTICULARS	Gross Block				Depreciation				Net Block	
		As at 01.04.2010	Additions During the year	Deductions During the year	As at 31.03.2011	As at 01.04.2010	For the year	Reversal (See Note No.4 below)	Deductions/ Adjustments during the year	As at 31.03.2011	As at 31.03.2011
	Tangible Assets										
1	Free Hold Land	4.90	0.03	0.00	4.93	0.00	0.00	0.00	0.00	0.00	4.93
2	Lease Hold Land	9.03	0.00	0.00	9.03	0.14	0.11	0.00	0.00	0.25	8.78
3	Building	89.58	3.74	0.35	92.97	25.88	2.73	-0.03	0.12	28.46	64.51
4	Plant & Machinery	378.74	24.60	5.07	398.27	200.63	23.08	-3.95	2.35	217.41	180.86
5	Wind Mill	40.60	0.00	0.00	40.60	6.77	2.14	0.00	0.00	8.91	31.69
6	Vehicles	6.60	0.81	1.03	6.38	2.80	0.56	-0.01	0.92	2.43	3.95
7	Furniture & Fixtures	2.65	0.00	0.00	2.65	1.61	0.10	0.00	0.00	1.71	0.94
8	Office Equipments	4.54	0.44	0.00	4.98	2.35	0.34	-0.21	0.00	2.48	2.50
	Intangible Assets										
1	Trade Mark	0.50	0.00	0.00	0.50	0.47	0.00	0.00	0.00	0.47	0.03
2	Computer Software	1.03	0.00	0.00	1.03	0.46	0.17	0.00	0.00	0.63	0.40
	Total	538.17	29.62	6.45	561.34	241.11	29.23	-4.20	3.39	262.75	298.59
	Previous year	467.43	72.68	1.94	538.17	224.02	27.91	-9.15	1.67	241.11	297.06
	Capital Work in progress	5.17	46.63	6.57	45.23	0.00	0.00	0.00	0.00	0.00	45.23
	Capital Advance	8.82	12.95	7.18	14.59	0.00	0.00	0.00	0.00	0.00	14.59
	Total	13.99	59.58	13.75	59.82	0.00	0.00	0.00	0.00	0.00	59.82
	Previous year	5.33	12.74	4.08	13.99	0.00	0.00	0.00	0.00	0.00	13.99
1 Estimated amount of capital contracts (net) of capital advance pending to be executed ₹73.41Crores. ( P Y ₹ 24.15 Crores.)											
2 Capital Subsidy received in respect of specific assets has been deducted from the cost of the assets and depreciation charged accordingly.											
3 Opening Balance of Tangible Assets have been reclassified wherever necessary.											
4 The depreciation in respect of certain assets has been calculated from the date of inception applying relevant rates of depreciation for respective years keeping 5% residual value, which has resulted in excess provision of depreciation (net) for earlier years amounting to ₹ 4.20 Crores. (P.Y. ₹ 9.15 Crores.) now written back.											
5 Capital work in progress includes expenditure incurred during construction period of ₹ 0.78 Crores in respect of new Starch plant at Karnataka ( Refer note no.7 of schedule U)											
6 During the physical verification of assets carried out during the year at certain plants, the variances on account of physical verification have been duly adjusted resulting in assets write off of ₹ 2.78 Crores.											
										AS AT 31.03.2011	AS AT 31.03.2010
SCHEDULE "G" INVESTMENTS (AT OR BELOW COST)											
I (LONG TERM INVESTMENTS) (NON TRADE)											
i QUOTED ( IN EQUITY SHARES)											
300	[P.Y. 300] ACC Limited of ₹10/- each fully paid up.									0.02	0.02
20	[P.Y. 20] Adani Enterprises Ltd.of ₹1/- each fully paid up.(₹594/- (P.Y.₹594/-))									0.00	0.00
50380	[P.Y. 50380] Ambuja Cement Ltd.of ₹2/- each fully paid up.									0.62	0.62
20302	[P.Y.20302 ] Andhra Bank of ₹ 10 /- each fully paid up									0.18	0.18
25	[P.Y. 25] Arvind Ltd.of ₹10/- each fully paid up.(₹261/- (P.Y. ₹261/-))									0.00	0.00
80000	[P.Y. 80000] Ashok leyland Ltd .of ₹1/- each fully paid up.									0.29	0.29
20000	[P.Y.20000] Central Bank of India of ₹10/- each fully paid up.									0.16	0.16
288060	[P.Y. Nil] Coal India Limited .of ₹ 10 /- each of fully paid.									7.06	0.00
33910	[P.Y. 33910] Edelweiss Capital Ltd .of ₹1/- each of fully paid.									0.28	0.28



## SCHEDULES TO THE BALANCE SHEET AS AT 31ST MARCH, 2011

(₹ in Crores)

		AS AT 31.03.2011	AS AT 31.03.2010
<b>SCHEDULE "G" INVESTMENTS (AT OR BELOW COST) Contd...</b>			
4992	[P.Y. 4992] Firstsource Solutions Ltd of ₹10/- each fully paid up.	0.03	0.03
35290	[P.Y. 35290] Gateway Distriparks Ltd. of ₹10/- each fully paid up.	0.30	0.30
5400	[P.Y. 5400] Gujarat Alkalies & Chemicals Ltd .of ₹10/- each fully paid up.	0.08	0.08
52631	[P.Y.52631] Gujarat State Petronet Ltd of ₹10/- each fully paid up.	0.14	0.14
10000	[P.Y.10000] Hindalco Industries Ltd .of ₹1/- each fully paid up.	0.19	0.19
39897	[P.Y.39897] Hotel Leela Venture Ltd .of ₹2/- each fully paid up.	0.17	0.17
5426	[P.Y.5426] ICICI Bank Ltd.of ₹10/- each fully paid up.	0.50	0.50
203965	[P.Y.203965] IDEEA Cellular Ltd.of ₹10/- each fully paid up.	1.53	1.53
10000	[P.Y. 10000] I D F C Ltd of ₹10/- each fully paid up.	0.22	0.22
500	[P.Y. Nil ] J K Synthetics Limited of ₹ 1 /- each fully paid up. {₹2740/-(P.Y.Nil)}	0.00	0.00
2000	[P.Y. 2000] Larsen & Toubro Ltd .of ₹2/- each fully paid up.	0.28	0.28
1700	[P.Y. Nil ] Manglore Refinery and Petrochemiclas Ltd .of ₹ 10/- each fully paid up.	0.01	0.00
5	[P.Y. 5] Maral Overseas Ltd.of ₹10/- each fully paid up.{₹116/- (P.Y.₹116/-)}	0.00	0.00
114822	[P.Y. 114822] Meghmani Organics Ltd.of ₹1/- each fully paid up.	0.22	0.22
21492	[P.Y. Nil ] Moil Limited of ₹ 10 /- each fully paid up.	0.81	0.00
256891	[P.Y.256891 ] National Hydro Power Corporation Ltd of ₹ 10/- each fully paid up.	0.92	0.92
231000	[P.Y. 231000 ] National Mineral Development Corp Ltd of ₹ 1/- each fully paid up.	6.93	6.93
77770	[P.Y. 77770] NTPC Ltd. of ₹10/- each fully paid up.	1.13	1.13
80000	[P.Y. 23100] Oil & Natural Gas Corp.Ltd .of ₹5/- each fully paid up. ( Includes Bonus & Split Shares received during the year.)	1.98	2.29
5583	[P.Y. 5583] Omaxe Limited.of ₹10/- each fully paid up.	0.17	0.17
336700	[P.Y. 351700] Petronet LNG Ltd .of ₹10/- each fully paid up.	2.48	2.60
9539	[P.Y. 9539 ] Power Finance Corp Ltd of ₹10/- each fully paid up.	0.08	0.08
115091	[P.Y. 254559] Power Grid Corporation of India Ltd .of ₹10/- each fully paid up.	1.04	1.33
2500	[P.Y. Nil ] Reliance Industries Ltd. of ₹ 10/- each fully paid up.	0.25	0.00
10100	[P.Y. 100] Riddhi Siddhi Gluco biols Ltd.of ₹10/- each fully paid up. (P.Y.₹1075/-)	0.35	0.00
Nil	[P.Y. 15000] Shipping Corporation of India Ltd .of ₹10/- each fully paid up.	0.00	0.21
24600	[P.Y. 24600] Steel Authority of India Ltd .of ₹10/- each fully paid up.	0.51	0.51
1500	[P.Y.1500] The Sukhjit Starch & Chemicals Ltd. .of ₹10/- each fully paid up.	0.02	0.02
Nil	[P.Y. 3500] Tata Motors Ltd .of ₹10/- each fully paid up.	0.00	0.22
2067	[P.Y.2067] Tata Steel Ltd .of ₹10/- each fully paid up.	0.05	0.05
40000	[P.Y. 40000] Tata Teleservices Maharashtra Ltd .of ₹10/- each fully paid up.	0.13	0.13
		29.13	21.80
	Less :Provision for Diminution in Value of Investments	0.32	0.00
		28.81	21.80
<b>ii QUOTED (IN BONDS)</b>			
30	[ P.Y. 30 ] PNB Long Term LOA Perpetual Bonds ( Interest 10.40%)	3.00	3.00
7098	[ P.Y. 7098 ] NABARD Bhavishya Nirman Bond	6.00	6.00
<b>iii UNQUOTED [IN EQUITY SHARES]</b>			
10000	[P.Y. 10000] Equity shares of Kalupur Com. Co-Op Banks Ltd.of ₹ 25/- each fully paid up.	0.02	0.02
<b>iv UNQUOTED [ IN GOVERNMENT SECURITY]</b>			
	National Saving Certificates [Lodged with Sales tax & Other Government authorities ]	0.03	0.03
<b>II LONG TERM INVESTMENTS (TRADE)</b>			
<b>UNQUOTED (IN EQUITY SHARES)</b>			
<b>(i) In Subsidiary Company</b>			
854212	[P.Y. 854212] Ordinary Shares of One Singapore Dollar each fully paid in Gujarat Ambuja International Pte Ltd.	2.06	2.06
<b>(ii) In Others</b>			
389490	[P.Y.389490] Equity shares of Jupiter Corporate Services Ltd. of ₹10/- each fully paid up.	1.94	1.94
1458506	[P.Y. 1458506] Equity Shares of Royale Exports Ltd, Srilanka, each of ₹10/- of Srilankan Rupees	0.68	0.68
<b>III CURRENT INVESTMENTS (NON TRADE)</b>			
<b>QUOTED (IN BONDS)</b>			
Nil	[ P.Y. 32 ] IDBI Perpetual Bond - 9.20% Bond	0.00	2.96
Nil	[ P.Y. 25 ] AP State Financial Corporation 2019 - 8.35% Bond	0.00	2.31
35000	[ P.Y. Nil ] SBI 2026 9.95%Bond (Also refer Note 15 of Schedule "U" )	34.55	0.00
		77.09	40.80
AGGREGATE COST OF QUOTED INVESTMENTS		72.36	36.07
AGGREGATE COST OF UNQUOTED INVESTMENTS		4.73	4.73
MARKET VALUE OF QUOTED INVESTMENTS		82.88	40.47



## SCHEDULES TO THE BALANCE SHEET AS AT 31ST MARCH, 2011

(₹ in Crores)

	AS AT 31.03.2011	AS AT 31.03.2010
<b>SCHEDULE "H" CURRENT ASSETS, LOANS AND ADVANCES</b>		
<b>a Inventories</b> (As taken, valued & certified by the management)		
Raw Materials	168.20	180.14
Packing Materials	6.12	5.38
Stores & Spares, Coal, Diesel, Furnace Oil (includes transit stock of ₹ Nil, P.Y. ₹ 0.34 Crores )	11.14	13.51
Work in Process	5.46	3.00
Finished Goods	173.70	58.92
	<u>364.62</u>	<u>260.95</u>
<b>b Sundry Debtors</b> (Unsecured, Considered Good, Unless otherwise stated)		
Outstanding for a period exceeding six months	0.36	0.50
Considered Good	0.51	0.19
Considered Doubtful	0.87	0.69
Less : Provision for Doubtful Debts	<u>0.51</u>	<u>0.19</u>
	0.36	0.50
Others (Includes ₹ Nil, P.Y ₹ 0.22 Crores due from Subsidiary Co.)	<u>114.51</u>	<u>72.11</u>
	<u>114.87</u>	<u>72.61</u>
<b>c Cash &amp; Bank Balances</b>		
Cash on Hand	0.42	0.54
Balance with Banks		
(i) With Scheduled Banks		
(a) in Current accounts	0.40	4.05
(b) in Current account (unclaimed dividend)	2.79	2.58
(c) in Fixed Deposit (with Bank as Lien towards margin money for Line of Credit)	17.61	16.64
(d) Lien Free Fixed Deposit	0.00	4.03
(ii) With Other Banks		
(a) Current accounts	0.13	0.32
with The Akola Janta Comm.Co.Op.Bank Ltd		
(Maximum balance outstanding during the year ₹0.77 Crores. P.Y. ₹0.74 Crores.)		
	<u>21.35</u>	<u>28.16</u>
<b>d Other Current Assets</b>		
Interest Receivable	2.24	2.75
Export Incentive Receivable	<u>7.37</u>	<u>5.43</u>
	<u>9.61</u>	<u>8.18</u>
<b>e Loans &amp; Advances (Unsecured, Considered Good)</b>		
Advances recoverable in cash or in kind or for value to be received	40.33	39.28
Advances for Goods & Expenses	3.80	2.07
Excise Balances	4.22	5.43
Tax Balances: (Advance Tax Less Provisions)	<u>0.23</u>	<u>0.24</u>
	<u>48.58</u>	<u>47.02</u>
<b>SCHEDULE "I" CURRENT LIABILITIES</b>		
Creditors for Capital Goods	6.31	3.78
Creditors for Goods & Expenses		
a. Micro, Small & Medium Enterprises (Refer Note 4 of Schedule "U" )	0.25	0.35
b. Others	<u>149.74</u>	<u>78.76</u>
Advance Received from Customers	5.92	2.27
Advance Received from Subsidiary	0.73	0.00
Interest Accrued but not due	0.32	0.43
Bank Overdraft as per Books	0.08	0.01
Other Liabilities	23.94	14.85
Provision for Mark to Market loss on Outstanding Forward Contracts	7.79	9.49
Unclaimed Dividend (Not due for transfer to I.E & P Fund)	<u>2.79</u>	<u>2.58</u>
	<u>197.87</u>	<u>112.52</u>
<b>SCHEDULE "J" PROVISIONS</b>		
Tax Balances: (Provisions Less Advance Tax)	5.67	6.06
Employee Benefits	1.34	0.68
Others (Refer Note No.16 of Schedule 'U' )	<u>0.68</u>	<u>0.00</u>
	<u>7.69</u>	<u>6.74</u>





# SCHEDULES TO THE PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2011

(₹ in Crores)

	YEAR ENDED 31.03.2011	YEAR ENDED 31.03.2010
<b>SCHEDULE "K" SALES (Gross)</b>		
Export Sales [FOB Value ₹547.24 Crores (P.Y. ₹412.92 Crores )]	578.66	450.52
Domestic Sales	1,383.93	966.32
	<u>1,962.59</u>	<u>1,416.84</u>
<b>SCHEDULE "L" OTHER INCOME</b>		
<b>OPERATIONAL</b>		
Miscellaneous Income	0.73	1.19
Profit on Sale of Fixed Assets (Net)	0.86	0.84
	<u>1.59</u>	<u>2.03</u>
<b>NON OPERATIONAL</b>		
Dividend from Long Term Investments (Non Trade)	0.49	0.42
Dividend from Current Investments (Non Trade)	0.01	0.03
Profit / (Loss) on Sale of Current Investments (Non Trade)	(0.08)	0.34
Profit on Sale of Long Term Investments (Non Trade)	1.73	0.44
Interest Income on Bonds ( TDS ₹12055/- P.Y. ₹127188/- )	0.61	0.71
Profit from Long Term Investments( Trade )	0.00	2.16
	<u>2.76</u>	<u>4.10</u>
	<u>4.35</u>	<u>6.13</u>
<b>SCHEDULE "M" (INCREASE) / DECREASE IN STOCK</b>		
Opening Stock		
Work-in-Process	3.00	2.49
Finished Goods	58.92	67.63
	<u>61.92</u>	<u>70.12</u>
Less : Closing Stock		
Work-in-Process	5.46	3.00
Finished Goods	173.70	58.92
	<u>179.16</u>	<u>61.92</u>
	<u>(117.24)</u>	<u>8.20</u>
<b>SCHEDULE "N" MATERIALS CONSUMPTION</b>		
Raw Materials		
Opening Stock :	180.14	98.90
Add : Purchases	1,204.79	939.63
	<u>1,384.93</u>	<u>1,038.53</u>
Less : Closing Stock	168.20	180.14
Raw Materials Consumption	1,216.73	858.39
Packing Materials		
Packing Materials Consumption	36.81	33.52
<b>Total Materials Consumption</b>	<u>1,253.54</u>	<u>891.91</u>
<b>SCHEDULE "O" MANUFACTURING EXPENSES</b>		
Stores & Spares Consumed	14.94	9.49
Power, Electricity, Diesel, LDO & Fuel Expenses	90.89	68.11
Chemicals & Lub Oil Consumed	12.63	9.60
Repairs : Plant & Machinery	2.51	1.78
Building	0.37	0.18
Others	0.80	0.49
Insurance	1.06	0.57
Rent ( Godown / Storage tank)	1.71	2.96
Other Manufacturing Expenses	15.18	15.17
	<u>140.09</u>	<u>108.35</u>
Less : Recovery of Material Cost for Job work charges	1.61	1.13
	<u>138.48</u>	<u>107.22</u>



# SCHEDULES TO THE PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2011

(₹ in Crores)

	YEAR ENDED 31.03.2011	YEAR ENDED 31.03.2010
<b>SCHEDULE "P" EMPLOYEES' COST</b>		
Salary, Wages, Bonus, Gratuity & Leave encashment	36.98	30.13
Commission to Managing Directors	10.88	6.82
Contribution to Provident & Other Funds	1.71	1.43
Staff Welfare	1.47	1.06
	<u>51.04</u>	<u>39.44</u>
<b>SCHEDULE "Q" ADMINISTRATIVE EXPENSES</b>		
Conveyance & Travelling [Including Directors Travelling ₹ 0.53 Crores (P.Y. ₹ 0.34 Crores)]	2.31	1.58
Electricity	0.47	0.49
Vehicle Maintenance	1.53	1.25
Insurance	0.40	0.35
Printing, Stationery, Postage & Telephone	1.78	1.82
Legal & Professional	2.84	2.40
Rent	0.46	0.22
Rates & Taxes	0.24	0.39
Donations	0.56	0.26
Foreign Exchange Fluctuation	0.02	(0.02)
Fixed Asset Written off	2.78	0.00
Provision for Diminution in Value of Long Term Investments	0.32	0.00
Payment to Auditors :		
For Audit	0.15	0.12
For Tax Audit	0.05	0.05
For Taxation / Certification Matter	0.06	0.03
For Others	0.01	0.00
General Administrative Charges	2.60	1.67
	<u>16.58</u>	<u>10.61</u>
<b>SCHEDULE "R" SALES EXPENSES</b>		
<b>For Domestic Sales</b>		
Local Sales Expenses	14.13	13.60
Cash Discount	2.43	2.34
Commission & Brokerage	1.85	1.51
Rent (Godowns / WareHouses)	0.20	0.21
Bad Debts Written Off	0.00	0.01
Provision for Bad and Doubtful Debts	0.32	0.19
<b>Sub Total (I)</b>	<u>18.93</u>	<u>17.86</u>
<b>For Export Sales</b>		
Exports Sales Expenses	44.80	28.04
Commission & Brokerage	3.32	2.35
Insurance	0.00	0.02
<b>Sub Total (II)</b>	<u>48.12</u>	<u>30.41</u>
<b>Total (I + II)</b>	<u>67.05</u>	<u>48.27</u>
<b>SCHEDULE "S" FINANCE &amp; OTHER CHARGES (Net)</b>		
Interest on Fixed Loans / Term Loan	0.85	0.83
Interest on Working Capital Loans	6.60	4.23
Interest on Others	0.17	0.20
Bank and Other Financial Charges	5.23	5.94
	<u>12.85</u>	<u>11.20</u>
<b>LESS : Income</b>		
Interest on Bank Deposits (Gross) [TDS: ₹ 0.11 Crores (P.Y. TDS ₹ 0.24 Crores)]	1.53	2.18
Interest from Others (Gross) (TDS ₹ 29020 /- ) (P.Y. TDS ₹ 0.02 Crores )	0.37	0.28
	<u>1.90</u>	<u>2.46</u>
<b>Net Finance Charges</b>	<u>10.95</u>	<u>8.74</u>



## **SCHEDULE "T" SIGNIFICANT ACCOUNTING POLICIES**

### **A) ACCOUNTING CONVENTION**

The financial statements have been prepared in accordance with the accounting principles generally accepted in India (Indian GAAP) and comply with the Companies (Accounting Standards) Rules, 2006 issued by the Central Government and relevant provisions of Companies Act, 1956 and are based on the historical cost convention.

### **B) USE OF ESTIMATES**

Preparation of financial statements in conformity with the generally accepted accounting principles require management to make estimates and assumptions that affect the reported amounts of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period.

Difference between the actual result and estimates, are recognised in the period in which the results are known/materialised.

### **C) REVENUE RECOGNITION**

#### **i) SALES**

a) Revenue is recognized when it is earned and no significant uncertainty exists as to its realization or collection. Revenue from sale of goods is recognized on delivery of the products, when all significant contractual obligations have been satisfied, the property in the goods is transferred for a price, significant risks and rewards of ownership are transferred to the customers and no effective ownership is retained.

b) Sales is inclusive of excise, export incentives/licenses, profit or loss on forward exchange contracts on sales and exclusive of VAT/sales tax and trade discount.

c) Excise duty paid for captive consumption of goods, where cenvat credit is not available, is shown as excise expense.

#### **ii) DIVIDEND INCOME**

Dividend income from Investment is accounted for when the right to receive is established.

#### **iii) EXPORT BENEFITS/INCENTIVES**

The benefits are accounted on the accrual basis.

### **D) FIXED ASSETS, DEPRECIATION AND EXPENDITURE DURING CONSTRUCTION PERIOD**

i) Fixed assets are stated at cost of acquisition & installation, net of cenvat and VAT credits availed, if any, less accumulated depreciation and impairment loss, if any. Borrowing costs incurred during the period of Construction/acquisition of assets is added to the cost of Fixed Assets. Major expenses on modification /alterations increasing efficiency/capacity of the plant are also capitalised.

ii) a) Depreciation on fixed assets is provided on Straight Line Method at the rates and in the manner prescribed in Schedule XIV of the Companies Act 1956, (as amended).

b) Incremental cost arising on account of translation of foreign currency liabilities up to 31.03.2007 for acquisition of fixed assets, depreciation has been provided over the residual life of the respective assets.

c) In respect of major alterations/modifications forming an integral part of existing assets, depreciation is provided at the rate arrived on the basis of useful life of such assets after such alterations/modifications or at the rate prescribed under Schedule XIV, whichever is higher on the total value of such assets.

#### **iii) Impairment of Assets**

The carrying amount of assets is reviewed at each Balance Sheet date for any indication of impairment based on internal/external factors. An impairment loss is recognised wherever the carrying amount of fixed assets exceeds its recoverable amount. The recoverable amount is measured as the higher of the net selling price and the value in use determined by the present value of estimated future cash flows.

### **E) INVESTMENTS**

Investments are classified into current and long term investments. Long term investments are carried at cost. A provision for diminution in value of long term investments is made for each investment individually, if such decline is other than temporary. Current investments are stated at the lower of cost and fair value, computed categorywise.

### **F) INVENTORIES**

Inventories are valued as under:

- |   |  |
|---|--|
| i) RAW MATERIALS, PACKING MATERIALS AND STORES& SPARES. | Valued at lower of cost or net realizable value and for this purpose cost is determined on weighted average basis. Due provision for obsolescence is made. |
| ii) FINISHED GOODS & WORK IN PROGRESS                   | At cost or net realisable value, whichever is lower. Cost is determined on absorption basis. Due provision for obsolescence is made.                       |
| iii) By Products  | At net realisable value  |

### **G) EMPLOYEE BENEFITS**

#### **a) Short Term Employee Benefits**

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits. Benefits such as salaries, wages, short term compensated absences etc., and the expected cost of bonus, ex-gratia are recognised in the period in which the employee renders the related service.

#### **b) Post-Employment Benefits**

##### **(i) Defined Contribution Plans**

State governed provident fund scheme and employees state insurance scheme are defined contribution plans. The contribution paid / payable under the schemes is recognised during the period in which the employees renders the related services.

##### **(ii) Defined Benefit Plans**

The employee's gratuity fund scheme and compensated absences is Company's defined benefit plans.

The present value of the obligation under such defined benefit plan is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefits entitlement and measures each unit separately to build up the final obligation.



The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plans, is based on the market yields on Government Securities as at the Balance Sheet date, having maturity periods approximating to the terms of related obligations.

Actuarial gains and losses are recognised immediately in the Profit and Loss account.

In case of funded plans, the fair value of the plan assets is reduced from the gross obligations under the defined benefit plans, to recognise the obligation on net basis.

Gains or losses on the curtailment or settlement of any defined benefits plans are recognised when the curtailment or settlement occurs. Past service cost is recognised as expense on a straight-line basis over the average period until the benefits become vested.

c) Long term employee benefits

The obligation for long term employee benefits such as long term compensated absences, is recognised in the same manner as in case of defined benefit plans as mentioned in b) (ii) above.

**H) BORROWING COSTS**

Borrowing costs whether specific or general, utilized for acquisition, construction or production of qualifying assets are capitalised as part of cost of such assets till the activities necessary for its intended use are complete. General borrowing costs are capitalised at the weighted average of such borrowings outstanding during the year. All other borrowing costs are charged in statement of Profit & Loss of the year in which incurred.

**I) TAXES ON INCOME**

Current tax is determined as the amount of tax payable in respect of taxable income for the year. Deferred tax is recognised, on timing difference, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Where there is unabsorbed depreciation or carry forward losses, deferred tax assets are recognised only if there is virtual certainty that sufficient future taxable income will be available against which such assets can be realised. Other deferred tax assets are recognised only to the extent there is reasonable certainty of realisation in future. Such assets are reviewed at each Balance Sheet date to reassess realisation.

**J) FOREIGN CURRENCY TRANSACTIONS**

- i) Transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing at the time of the transaction.
- ii) Monetary items denominated in foreign currency at the year end are translated at the exchange rates prevailing at the Balance Sheet date.
- iii) Premium or discount arising at the inception of the forward exchange contract is amortised as income or expense over the period of the contract. Any profit or loss arising in renewal or cancellation of forward exchange contracts is recognised as income or expense during the year.
- iv) Any income or expense on account of exchange difference either on settlement or on translation is recognised in the Profit and Loss Account.

**K) DERIVATIVE INSTRUMENTS AND HEDGE ACCOUNTING**

The Company uses foreign currency contracts and currency options to hedge its risks associated with foreign currency fluctuations relating to certain firm commitments and highly probable forecast transactions. The Company does not hold derivative financial instruments for speculative purposes. The Company has applied to such contracts the principles of recognition set out in the Accounting Standard (AS 30) on 'Financial Instruments – Recognition and Measurement'. Changes in the fair value of the contracts that are designated and effective as cashflow hedge is directly recorded in the Hedge Reserve Account and is recognized in the Statement of Profit and Loss in the same period or periods during which the hedged transaction affects profit and loss. Gains or losses on the ineffective transactions are recognized immediately in the Profit and Loss Account.

**L) PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS**

Provisions are recognised when the company has present obligation as a result of past events, for which it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made for the amount of the obligation.

Contingent Liabilities are disclosed by way of notes to financial statements.

Contingent Assets are neither recognised nor disclosed in the financial statements.

Provisions and contingent liabilities are reviewed at each Balance Sheet date.

**M) CONTINGENCIES AND EVENTS OCCURRING AFTER THE BALANCE SHEET DATE**

All contingencies and events occurring after the Balance Sheet date which have a material effect on the financial position of the Company are considered for preparing the financial statements.

**N) RESEARCH AND DEVELOPMENT EXPENSES**

Expenditure relating to capital items is debited to Fixed Assets and depreciated at applicable rates. Revenue expenditure is charged to Profit and Loss Account of the period in which they are incurred.

**O) GOVERNMENT GRANTS**

- i) The grants/subsidies received in the nature of promoters' contribution are treated as capital receipts and credited to Capital Reserve.
- ii) The grants/subsidies relating to specific fixed assets are shown as deduction from the cost of the respective assets concerned in arriving at its book value.
- iii) Grant in the form of revenue subsidy is treated as revenue receipt and credited to 'Other Income' in Profit and Loss Account.

**P) EXCISE DUTY**

Finished Goods lying at factories have been valued at inclusive of Excise Duty. The claim of Cenvat for Excise Duty paid on inputs is accounted on the basis of claim. The Cenvat claim for Excise paid on capital goods is accounted when the claim is allowed.





## SCHEDULE "U" NOTES TO FINANCIAL STATEMENTS

(₹ in Crores)

### 1. Contingent liabilities not provided for in respect of

	PARTICULARS	As at 31st March, 2011	As at 31st March, 2010
(a)	Claims against the Company /disputed liabilities not acknowledged as debts	2.21	1.10
(b)	Disputed Statutory Claims		
	i) Excise, Customs and Service Tax	6.04	4.74
	ii) Income Tax	28.83	3.60
	iii) Sales Tax , VAT, Entry Tax and Mandi Tax	2.26	1.76
	iv) Others	1.25	1.23
	TOTAL	38.38	11.33
(c)	Export obligation on duty free imports (Differential amount of custom duty in respect of machinery and inputs imported under EPCG and Advance License Scheme)	0.08	NIL
(d)	Corporate guarantee in favour of Bank on behalf of wholly owned subsidiary Gujarat Ambuja International Pte Ltd. (Outstanding against this as at 31st March)	11.15 (US \$ 2.5Mn) Nil	11.23 (US \$ 2.5Mn) Nil

**Note:** Outflow in respect of 1 (a) and (b) disputes/contingencies is dependent upon final outcome of the disputes or ultimate agreement to resolve the differences.

2. In the opinion of the Board, Current Assets, Loans and Advances have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated.

3. (a) Sales include realized gain of exchange on forward exchange contracts (Net of settlements) entered into primarily for hedging purpose ₹ 8.12 crores (P.Y. ₹ 10.64 crores (net)).

(b) Sales also include export incentive benefits of ₹ 13.75 crores (P.Y ₹ 12.54 crores)

### 4. Micro, Small and Medium Enterprises

a) Under the Micro, Small and Medium Enterprises Development Act,2006 (MSMED) which came into force from October 2, 2006 certain disclosures are required to be made relating to Micro, Small and Medium Enterprises.

Sr. no.	Particulars	As at 31-03-2011	As at 31-03-2010
A	(i) Principal amount remaining unpaid at the end of the accounting year (ii) Interest due on above	0.25 -	0.35 -
B	The amount of interest paid by the Company in terms of section 16 of the MSMED, along with amount of payment made to the suppliers beyond the appointed date during the accounting year	-	-
C	The amount of interest accrued and remaining unpaid at the end of the financial year.	-	-
D	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the due date during the year) but without adding interest specified under the MSMED	-	-
E	The amount of further interest remaining due and payable in succeeding years, until such interest is actually paid.	-	-

b) The above information has been compiled in respect of parties to the extent to which they could be identified as Micro, Small and Medium Enterprises on the basis of information available with the Company.

5. There are no amounts due and outstanding to be credited to Investor Education and Protection Fund.

### 6. a) Managerial Remuneration

PARTICULARS	2010-11	2009-10
Salary and Allowances	1.31	1.17
Contribution to PF & Other Funds (₹ 37440/- P.Y. ₹ 35880/-)	0.00	0.00
Value of Perquisite (As per I.T.Valuation)	0.29	0.18
Commission	10.88	6.82
Total	12.48	8.17

**Note:** Managing Directors/Wholtime Directors are covered under the Company's Gratuity, Leave Encashment scheme along with the other employees of the Company. The gratuity and leave encashment liability for all employees is determined on the basis of an independent actuarial valuation and the specific amount of gratuity and leave encashment for Managing Directors and Wholtime Directors can not be ascertained separately and hence the same has not been included above.



b) Computation of net profits under section 349 of the Companies Act,1956

		2010-11	2009-10
	Net Profit Before Taxation	114.94	80.85
<b>ADD:</b>			
1	Depreciation (As per Accounts)	29.23	27.91
2	Directors' Remuneration	12.48	8.17
3	Directors' Fees (Sitting Fees)	0.04	0.04
4	Assets written off	2.78	0.00
5	Provision for Diminution in value of Investments	0.32	0.00
	Sub Total A	159.79	116.97
<b>LESS:</b>			
1	Depreciation under Section 350	29.23	27.91
2	Surplus on disposal of Fixed Assets (net)	0.86	0.84
3	Surplus on disposal of Investments (net)	1.65	2.94
	Sub Total B	31.74	31.69
	Net Profit as per Section 198 of the Companies Act,1956 (A-B)	128.05	85.28
	Commission on net profit restricted to 8.5% (Prev. Yr. 8%) to be shared between Managing Directors in the ratio as per Board approval.	10.88	6.82

Note: The total remuneration as stated at point no 6(a) above is within the maximum permissible limit under the Act.

7. Expenditure Incurred during Construction Period

The pre operative expenses are incurred in respect of new maize starch plant in Karnataka and are included in Capital Work in Progress. The details are as under

Sr.	Nature of Expenditure	Amount	Sr.	Nature of Expenditure	Amount
1	Consumables	0.07	10	Advertisement	0.02
2	Factory Expenses	0.05	11	Insurance	0.01
3	Freight Inward (Rs. 30458/-)	0.00	12	Legal & Professional	0.01
4	Labour Charges	0.01	13	Licence Fees(₹ 23240/-)	0.00
5	Water Charges	0.01	14	Office Expenses	0.03
6	Electricity Charges	0.15	15	Security Charges	0.03
7	Godwon Rent	0.06	16	Telephone Expenses	0.02
	<b>Sub Total</b>	<b>0.35</b>	17	Travelling & Conveyance	0.18
	<b>Employees Cost</b>		18	Vehicle Running & Maintenance	0.02
8	Salaries & Establishment	0.01	19	Miscellaneous Expenses	0.01
9	Staff Welfare	0.07		<b>Sub Total</b>	<b>0.33</b>
	<b>Sub Total</b>	<b>0.08</b>	20	Interest & Finance Charges	0.02
				<b>Grand Total</b>	<b>0.78</b>

8. During the year an amount of ₹ 0.02 crores has been incurred towards Research and Development expenditure which is of revenue in nature.

9. Disclosure as per Accounting Standard 15 (Revised) Employee Benefits

i) Defined Contribution Plans:

Amount of ₹ 1.71 crores (Previous Year ₹1.43 crores) is recognised as expense and included in Employee's Expenses in the Profit and Loss Account.

ii) Defined Benefit Plans:

(a) Changes in the Present Value of Obligation

Particulars	Gratuity Plan		Leave Encashment	
	2010-11	2009-10	2010-11	2009-10
<b>Opening Defined Benefit Obligation</b>	<b>3.11</b>	2.93	<b>0.56</b>	0.43
Service Cost	<b>0.59</b>	0.48	<b>0.18</b>	0.43
Interest Cost	<b>0.26</b>	0.24	<b>0.05</b>	0.03
Actuarial Losses (Gains)	<b>0.20</b>	(0.21)	<b>0.09</b>	(0.10)
Losses(Gains) on curtailments	<b>0.00</b>	0.00	<b>0.00</b>	0.00
Liabilities extinguished on settlements	<b>0.00</b>	0.00	<b>0.00</b>	0.00
Benefits Paid	<b>(0.35)</b>	(0.33)	<b>(0.17)</b>	(0.23)
<b>Closing Defined Benefit Obligation</b>	<b>3.81</b>	3.11	<b>0.71</b>	0.56

(b) Changes in the Fair Value of Plan Assets

Particulars	Gratuity Plan		Leave Encashment	
	2010-11	2009-10	2010-11	2009-10
<b>Opening fair value of plan assets</b>	<b>2.83</b>	2.68	<b>0.49</b>	0.49
Expected return	<b>0.27</b>	0.25	<b>0.05</b>	0.04
Actuarial gains and (Losses)	<b>(0.01)</b>	(0.01)	<b>(0.01)</b>	(0.01)
Assets distributed on settlements	<b>0.00</b>	0.00	<b>0.00</b>	0.00
Contribution by employer	<b>0.28</b>	0.24	<b>0.20</b>	0.20
Benefits paid	<b>(0.35)</b>	(0.33)	<b>(0.17)</b>	(0.23)
<b>Closing balance of fair value of plan assets as at 31<sup>st</sup> March</b>	<b>3.02</b>	2.83	<b>0.56</b>	0.49



(c) Amounts recognised in Balance Sheet

Particulars	Gratuity Plan		Leave Encashment	
	2010-11	2009-10	2010-11	2009-10
<b>i) Present Value of Defined Benefit Obligation</b>				
Funded	<b>3.02</b>	2.83	<b>0.55</b>	0.48
Less: Fair Value of Plan Assets	<b>3.02</b>	2.83	<b>0.55</b>	0.48
Unrecognised Past Service Costs	<b>0.00</b>	0.00	<b>0.00</b>	0.00
Amount to be recognised as liability /(asset)	<b>0.79</b>	0.28	<b>0.16</b>	0.08
<b>ii) Amount Reflected in the Balance Sheet</b>				
Liabilities	<b>0.79</b>	0.28	<b>0.16</b>	0.08
Assets	<b>0.00</b>	0.00	<b>0.00</b>	0.00
<b>Net Liability/(Asset)</b>	<b>0.79</b>	<b>0.28</b>	<b>0.16</b>	<b>0.08</b>

(d) Expenses recognised in Profit and Loss Account

Particulars	Gratuity Plan		Leave Encashment	
	2010-11	2009-10	2010-11	2009-10
1. Current Service Cost	<b>0.59</b>	0.48	<b>0.18</b>	0.43
2. Interest cost	<b>0.26</b>	0.24	<b>0.05</b>	0.03
3. Expected return on plan assets	<b>(0.27)</b>	(0.25)	<b>(0.05)</b>	(0.04)
4. Net Actuarial Losses/ (Gains) recognised in year	<b>0.21</b>	(0.20)	<b>0.10</b>	(0.08)
5. Past service cost	<b>0.00</b>	0.00	<b>0.00</b>	0.00
6. Losses /(Gains) on curtailments and settlement	<b>0.00</b>	0.00	<b>0.00</b>	0.00
Total Included in 'Employee's Benefit Expense'	<b>0.79</b>	0.27	<b>0.28</b>	0.33

(e) Actual return on plan assets

**0.26**      0.24      **0.04**      0.03

(f) Category of Plan Assets

Particulars	Gratuity Plan		Leave Encashment	
	2010-11	2009-10	2010-11	2009-10
Government of India Securities	<b>0 %</b>	0 %	<b>0 %</b>	0 %
High quality corporate bonds	<b>0 %</b>	0 %	<b>0 %</b>	0 %
Equity shares of listed companies	<b>0 %</b>	0 %	<b>0 %</b>	0 %
Property	<b>0 %</b>	0 %	<b>0 %</b>	0 %
Insurance company	<b>100%</b>	100%	<b>100%</b>	100%

(g) Principle Actuarial Assumptions (expressed as weighted averages)

Particulars	Gratuity Plan		Leave Encashment	
	2010-11	2009-10	2010-11	2009-10
Discount rate	<b>8.35%</b>	8.30%	<b>8.35%</b>	8.30%
Expected return on plan assets	<b>9.25%</b>	9.00%	<b>9.25%</b>	9.00%
Annual increase in salary costs	<b>7.00%</b>	7.00%	<b>7.00%</b>	7.00%

The estimates of future salary increase, considered in actuarial valuation, take account of inflation, seniority, promotion, and other relevant factors, such as supply and demand in the employment market.

(h) Amount pertaining to Defined Benefits Plan

Particulars	Gratuity Plan		Leave Encashment	
	2010-11	2009-10	2010-11	2009-10
Defined Benefit Obligation	<b>3.81</b>	3.11	<b>0.71</b>	0.56
Plan assets	<b>3.02</b>	2.83	<b>0.55</b>	0.48
Surplus / (Deficit)	<b>(0.79)</b>	(0.28)	<b>(0.16)</b>	(0.08)

Notes:

- The Company provides retirement benefits in the form of Provident Fund, Gratuity and Leave Encashment. Provident fund contributions made to "Government Administrated Provident Fund" are treated as Defined Contribution Plan since the Company has no further obligations beyond its monthly contributions.
- Gratuity and Leave Encashment is treated as Defined Benefit Plan, and is administrated by making contributions to Group Gratuity Scheme of Life Insurance Corporation of India except in respect of leave encashment for workmen of Cotspin Unit, provision for which has been considered on actuarial valuation basis.
- Sick leave is considered as defined benefit plan and remains unfunded and provided on actuarial valuation basis.
- The Company expects to fund approximately ₹ 0.87 crores towards Gratuity plan and ₹ 1.88 crores towards Provident Fund plan during the year 2011-12.
- As this is the fourth year in which the AS -15 has been applied, the information regarding the experience history for the current year and past three years are furnished which is as under:

Particulars	Gratuity Plan				Leave Encashment			
	2010-11	2009-10	2008-09	2007-08	2010-11	2009-10	2008-09	2007-08
Defined Benefit Obligation as at closing date	<b>3.81</b>	3.11	2.93	2.21	<b>0.71</b>	0.56	0.43	0.34
Plan assets as at closing date	<b>3.02</b>	2.83	2.68	2.25	<b>0.55</b>	0.48	0.49	0.25
Funded Status	<b>(0.79)</b>	(0.28)	(0.25)	0.04	<b>(0.16)</b>	(0.08)	0.06	0.09

Note: The information regarding experience adjustment on plan assets and liabilities are not ascertained and hence not furnished.



# 10. Related Party Transactions

The disclosure in pursuance to Accounting Standard-18 on "Related Party disclosures" is as under:

## (a) Name of Related Parties & Relationship

	Name	Relationship	Manner
(1)	Gujarat Ambuja International Pte.Ltd. Singapore	Subsidiary Company	100% Holding of Equity shares of the subsidiary
(2)	Vijaykumar Gupta	Managing Director (Key Managerial person)	Key Managerial person & person exercising more than 20% voting power.
(3)	Manishkumar Gupta	Managing Director (Key Managerial person)	Key Managerial person & Relative as son of Mr Vijaykumar Gupta & Person exercising more than 20% voting power.
(4)	Sulochana Gupta	Relative of Key Managerial person	Relative as wife of Mr. Vijaykumar Gupta & mother of Mr. Manish Gupta and Mr. Mohit Gupta
(5)	Shilpa Gupta	Relative of Key Managerial person	Relative as wife of Mr. Manish Gupta
(6)	Mohit Gupta	Jt. Managing Director (Key Managerial Person)	Key Managerial person & Relative as son of Mr. Vijaykumar Gupta & brother of Mr. Manish Gupta
(7)	Sandeep Agrawal	Executive Director (Key Managerial Person)	Key Managerial Person
(8)	Siddharth Agrawal	Relative of Key Managerial person	Relative as brother of Mr. Sandeep Agrawal
(9)	Jay Infrastructure & Properties Pvt Ltd	Enterprise significantly influenced by Key Managerial Persons	Key Managerial person exercising more than 20% voting power.

## (b) Transactions during the year & Balances outstanding as at the year end with the Related Parties

Transaction		Total	Subsidiary	Key Managerial Person	Relative of Key Managerial Person	Enterprise significantly influenced by Key Managerial Person
(a) Purchase of Goods	P.Y.	0.00 (0.26)	0.00 (0.26)	0.00 (0.00)	0.00 (0.00)	0.00 (0.00)
(b) Sale of Goods	P.Y.	0.62 (2.33)	0.62 (2.33)	0.00 (0.00)	0.00 (0.00)	0.00 (0.00)
(c) Reimbursement of Expenses (Received)	P.Y.	0.23 (2.47)	0.23 (2.47)	0.00 (0.00)	0.00 (0.00)	0.00 (0.00)
(d) i) Managerial Remuneration						
Vijaykumar Gupta	P.Y.	5.47 (3.53)	0.00 (0.00)	5.47 (3.53)	0.00 (0.00)	0.00 (0.00)
Manishkumar Gupta	P.Y.	6.56 (4.17)	0.00 (0.00)	6.56 (4.17)	0.00 (0.00)	0.00 (0.00)
Others	P.Y.	0.45 (0.47)	0.00 (0.00)	0.45 (0.47)	0.00 (0.00)	0.00 (0.00)
ii) Remuneration						
Siddharth Agrawal	P.Y.	0.08 (0.05)	0.00 (0.00)	0.00 (0.00)	0.08 (0.05)	0.00 (0.00)
(e) Services : Sitting Fees(₹ 37500/- P.Y ₹ 45000/-)	P.Y.	0.00 (0.00)	0.00 (0.00)	0.00 (0.00)	0.00 (0.00)	0.00 (0.00)
(f) Dividend paid						
Vijaykumar Gupta	P.Y.	2.34 (3.12)	0.00 (0.00)	2.34 (3.12)	0.00 (0.00)	0.00 (0.00)
Manishkumar Gupta	P.Y.	2.05 (2.72)	0.00 (0.00)	2.05 (2.72)	0.00 (0.00)	0.00 (0.00)
Mohit Gupta	P.Y.	0.54 (0.72)	0.00 (0.00)	0.54 (0.72)	0.00 (0.00)	0.00 (0.00)
Others	P.Y.	0.38 (0.49)	0.00 (0.00)	0.00 (0.00)	0.38 (0.49)	0.00 (0.00)
(g) Rent Paid						
Manishkumar Gupta	P.Y.	0.21 (0.03)	0.00 (0.00)	0.21 (0.03)	0.00 (0.00)	0.00 (0.00)
Others	P.Y.	0.20 (0.16)	0.00 (0.00)	0.00 (0.00)	0.03 (0.00)	0.17 (0.16)
(h) Guarantee Commission income	P.Y.	0.06 (0.06)	0.06 (0.06)	0.00 (0.00)	0.00 (0.00)	0.00 (0.00)
(i) Guarantees Given						
1. For securing Non Fund Based Bank Limits	P.Y.	11.15 (11.23)	11.15 (11.23)	0.00 (0.00)	0.00 (0.00)	0.00 (0.00)
2. For securing Company's Secured Loans	P.Y.	778.34 (778.34)	0.00 (0.00)	778.34 (778.34)	0.00 (0.00)	0.00 (0.00)
Balance Outstanding as at 31.03.2011						
Amount Payable	P.Y.	0.73 (0.00)	0.73 (0.00)	0.00 (0.00)	0.00 (0.00)	0.00 (0.00)
Amount Receivable	P.Y.	0.00 (0.22)	0.00 (0.22)	0.00 (0.00)	0.00 (0.00)	0.00 (0.00)
Remuneration Payable	P.Y.	10.88 (6.82)	0.00 (0.00)	10.88 (6.82)	0.00 (0.00)	0.00 (0.00)
Guarantees Given						
For securing Company's Secured Loans	P.Y.	232.37 (178.18)	0.00 (0.00)	232.37 (178.18)	0.00 (0.00)	0.00 (0.00)

Note: No amount has been provided as doubtful debts or advances / written off or written back in respect of debts due from / to above parties.

Figures in brackets relate to previous year.



**11. As per clause 32 of the listing agreement, the disclosure related to Loans to subsidiary**

PARTICULARS	2010-11	2009-10
Subsidiary Company Gujarat Ambuja International Pte.Ltd	Nil	Nil
Maximum amount due during the year	Nil	Nil

**12. Earnings per Share (EPS): (On Equity Shares of ₹2/- each)**

PARTICULARS	2010-11	2009-10
Net Profit as per Profit & Loss Account	94.10	60.02
No. of weighted average outstanding Equity Shares	138351875	138351875
Earning per Equity Share of ₹2/- each(Basic & Diluted)	6.80	4.34

**13. Operating Leases**

The disclosure in pursuance to Accounting Standard-19 on "Leases" is as under:

- The Company has taken various residential, office and godown premises under operating lease on leave and license agreements. These are generally not non cancelable and range between 11 months and 36 months under leave and license or longer for other leases and are renewable by mutual consent on mutually agreeable terms. The Company has given refundable interest free security deposits under certain agreements.
- Lease payments are recognized as expense in the Profit & Loss statement on a straight line basis over the lease term under expense head 'Rent' amounting to ₹ 2.37 crores (Previous Year ₹ 3.39 crores)
- The future minimum estimated operating lease payments under non-cancelable operating lease:

Particulars	As at 31-03-2011	As at 31-03-2010
Not later than one year	0.54	0.21
Later than one year but not later than 5 years	0.04	0.06

**14. Disclosure of Derivative Instruments**

- Derivative contracts entered into by the company and outstanding as on 31st March, 2011:

- Particulars of derivative instruments acquired for hedging amount as under :

PARTICULARS	CURRENT YEAR		PREVIOUS YEAR	
	NOS.	AMOUNT	NOS.	AMOUNT
1. No of Buy USD (Mn) put Amount INR Crores OR No of Sell USD (Mn) Call Amount INR Crores	3	12.00 51.68	3	21.00 90.54
	3	24.00 103.36	3	42.00 181.09

- All derivative and financial instruments acquired by the Company are for hedging.
- Foreign currency exposure that are not hedged by derivative instruments as on 31st March, 2011;  
USD 11,167,195 equal to ₹ 49.49 Crores (Previous year USD 23,554,872 equal to ₹105.78 Crores )  
Note: USD = US Dollar;

- For hedging Commodity Risks

2010-11			2009-10		
Sr No	Particulars	Soyabean Oil	Sr No	Particulars	Soyabean Oil
1	Futures	NIL	1	Futures	540 MT

**15. Details of Investments Purchased and Sold during the year**

Sr. No.	Name of Company	Purchase		Sales	
		Quantity	Amount	Quantity	Amount
A	<b>Long Term Investments (Non Trade)</b>				
	<b>Quoted Equity Shares</b>				
	TATA MOTORS LIMITED	2500	0.17	2500	0.18
	<b>Total</b>	<b>2500</b>	<b>0.17</b>	<b>2500</b>	<b>0.18</b>
B	<b>Current Investments (Non Trade)</b>				
	<b>Un-Quoted Bonds</b>				
	IFCI LTD 9.55% 2025	68	6.97	68	6.98
	IFCI LTD 9.55% 2025	28	2.87	28	2.87
	HUNDCO 9.25% 2012 (TAX FREE)	180	9.61	180	9.66
	POWER FINANCE 8.80% 2025	40	4.16	40	4.17
	SHRIRAM TRANSPORT FINANCE 9.50%	7104	0.75	7104	0.75
	POWER FINANCE 9.60% 2017	200	2.24	200	2.25
	HUNDCO 9.25% 2012 (TAX FREE)	4	0.21	4	0.21
	HINDUSTAN ORGANIC CHEMICALS LTD	100	10.00	100	9.78
	UCO BANK 8.90% 2025	100	10.26	100	10.27
	UCO BANK 8.90% 2025	84	8.75	84	8.75
	IDFC 8.80% 2025	100	10.14	100	10.15
	<b>Total</b>	<b>8008</b>	<b>65.96</b>	<b>8008</b>	<b>65.84</b>
C	<b>Un-Quoted Mutual Funds</b>				
	RELIANCE LIQUIDITY FUND		20.00		20.01
	<b>Total</b>		<b>20.00</b>		<b>20.01</b>





# 16. Disclosure as per Accounting Standard 29 relating to Provisions

Particulars	As at 31-03-2011	As at 31-03-2010
Opening Balance	Nil	Nil
Additions during the year	0.68	Nil
Closing Balance	0.68	Nil

The provision relates to estimated outflow of cash expected to be paid in relation to damages payable on account of cancellation of contract for supply of raw material. Due to its nature it is not possible to estimate the timing of resulting cash flows.

# 17. Additional Information pursuant to provisions of paragraph 3,4C & 4D of the part II of schedule VI to the Companies Act, 1956.

## I. CAPACITY WITH REGARD TO CLASS OF GOODS MANUFACTURED / POWER GENERATION UNIT

(Installed capacity is certified by Management and relied upon by the Auditors)

Sr.	PARTICULARS	Unit	2010-11	2009-10
	<b>Agro Processing Division</b>			
(A)	Solvent Extraction Units : Installed Capacity	TPA	1320000	1320000
(B)	Vanaspati Units : Installed Capacity	TPA	30000	30000
(C)	Refining of any kind of oil : Installed Capacity	TPA	393000	393000
(D)	Maize based Starch, Seed Crushing : Installed Capacity	TPA	355000	355000
(E)	Wheat Products : Installed Capacity	TPA	112500	112500
	<b>Cotton Yarn Division</b>			
(F)	Cotton Spinning Unit :Installed Capacity Ring Spun Yarn	TPD	44	44
	<b>Windmill Division</b>			
(G)	Power Generation Unit (Wind Mills)	MW	8.45	8.45

Note : i) Licenced capacity not indicated due to the abolition of industrial licences as per notification No.S.O.477CE dated 25th July,1991 & capacity registered with SIA & DGTD not being Licence is not indicated.

ii) The above Capacity is as at the last date of the Accounting year.

## II. (a) QUANTITATIVE INFORMATION

ITEM		Unit	Opening Stock		Production	Purchase		Captive consumption	Sales		Closing Stock		
			QTY.	AMT.	QTY.	QTY.	AMT.	QTY.	QTY.	AMT.	QTY.	AMT.	
(A) AGRO PROCESSING DIVISION													
1.	Food Products	M.T	12434	44.10	188312	69515	332.87	0.00	250887	1033.81	19374	76.47	
			(14728)	(47.19)	(169744)	(34585)	(132.64)	(2638)	(203985)	(677.15)	(12434)	(44.10)	
2.	Chemicals & Allied Products	M.T	666	0.99	147098	0.00	0.00	82922	62295	129.72	2547	4.45	
			(5185)	(7.05)	(137866)	(0.00)	0.00	(80198)	(62187)	(101.08)	(666)	(0.99)	
3.	Extractions & Derivatives		6333	9.04	278793	29778	49.78	983	288907	550.93	25014	43.86	
			(7792)	(10.91)	(187573)	(40619)	(58.59)	(940)	(228711)	(426.01)	(6333)	(9.04)	
4.	Others		0.00	0.11	0.00	0.00	0.00	0.00	0.00	16.52	0.00	0.38	
			(0.00)	(0.03)	(0.00)	(0.00)	0.00	(0.00)	(0.00)	(18.27)	(0.00)	(0.11)	
(B) COTTON YARN DIVISION													
1.	Cotton Yarn	M.T	345	3.85	11907	388	6.05	0.00	10297	181.17	2343	45.48	
			(213)	(2.19)	(12580)	(20)	(0.26)	(0.00)	(12468)	(151.82)	(345)	(3.85)	
2.	Others ( Cotton Waste)		0.00	0.83	0.00	0.00	0.51	0.00	0.00	30.69	0.00	3.06	
			(0.00)	(0.26)	(0.00)	(0.00)	0.00	(0.00)	(0.00)	(27.44)	(0.00)	(0.83)	
(C) WINDMILL DIVISION													
1.	Power Generation unit	Unit	0.00	0.00	12389492	0.00	0.00	0.00	12389492	6.59	0.00	0.00	
			(0.00)	(0.00)	(12267440)	(0.00)	(0.00)	(0.00)	(12267440)	(6.74)	(0.00)	(0.00)	
Total				58.92		389.21			1949.43		173.70		
Previous Year				(67.63)		(191.49)			(1408.51)		(58.92)		

Note: 1. The figures of previous year are shown in brackets.

2. Actual production includes quantities for captive consumption.

3. Agro processing Division production does not include 26019 MT (Previous year 18572 MT) processed for outsiders.



#### (b) MATERIALS CONSUMED

ITEMS	2010-11		2009-10	
	Qty. (M.T.)	Amount	Qty. (M.T.)	Amount
Agro Products	592468	1052.88	472374	744.22
Cotton & Cotton Yarn	17332	163.85	18137	114.17
<b>Total</b>	<b>609800</b>	<b>1216.73</b>	<b>490511</b>	<b>858.39</b>

#### 18. Value of Imported and Indigenous Raw Material, Stores & Spares consumed

PARTICULARS	2010-11		2009-10	
	Amount	%	Amount	%
<b>(A) RAW MATERIALS :</b>				
Imported	84.43	6.94	117.28	13.66
Indigenous	1132.30	93.06	741.11	86.34
<b>Total</b>	<b>1216.73</b>	<b>100.00</b>	<b>858.39</b>	<b>100.00</b>
<b>(B) STORES, SPARES &amp; COMPONENTS :</b>				
Imported	1.31	8.76	0.87	9.19
Indigenous	13.63	91.24	8.62	90.81
<b>Total</b>	<b>14.94</b>	<b>100.00</b>	<b>9.49</b>	<b>100.00</b>

#### 19. Value of Imports on CIF basis during the year (On Accrual basis)

PARTICULARS	2010-11 Amount	2009-10 Amount
Capital Goods	5.54	1.50
Raw Material & Trading Goods	31.29	273.82
Stores & Components	1.26	1.97

#### 20. Earnings in Foreign currency during the year

PARTICULARS	2010-11 Amount	2009-10 Amount
FOB Value of Export Sales	547.24	412.92

#### 21. Expenditure in foreign currency during the year (On Accrual Basis)

PARTICULARS	2010-11 Amount	2009-10 Amount
Consumables	9.73	5.15
Bank Charges, Foreign Travelling etc.	1.71	1.81
Overseas Commission	2.46	1.92
Membership fees, Books & Periodicals	0.02	0.04
Others	0.21	0.46

#### 22. REMITTANCE IN FOREIGN CURRENCIES FOR DIVIDEND

The Company has made following remittances in foreign currency on account of dividend during the year.

Particulars	2010-11	2009-10	
Number of Non Resident Shareholders	464	470	489
Number of Equity Shares held by them	177060	178710	187470
Gross Amount of Dividend (₹)	0.01	0.01	0.01
Year to which Dividend relates	2010-11 (Interim)	2009-10 (Interim)	2008-09 (Interim)

Other than above, the Company has paid dividend to non resident shareholders in Indian rupees as per details below. The Company does not have any information about the subsequent remittance, if any, in foreign currencies made out of the said amount by/on behalf of these non resident shareholders.

Particulars	2010-11	2009-10	
Number of Non Resident Shareholders	861	830	827
Number of Equity Shares held by them	756868	469328	421098
Gross Amount of Dividend (₹)	0.05	0.02	0.02
Year to which Dividend relates	2010-11 (Interim)	2009-10 (Interim)	2008-09 (Interim)

23. Previous year figures have been restated wherever necessary to make them comparable with current year's figures.

#### 24. Segment Information for the year ended 31st March 2011

As per Accounting Standard 21, the company has presented Consolidated Financial Statements. Accordingly Segment information as required under Accounting Standard 17 is included under the Notes to Consolidated Financial Statements.



## 25. BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

### I. REGISTRATION DETAILS:

Regn. No 16151 of 1991-92

State Code: 04

Balance Sheet Date: 31.03.2011

### II. CAPITAL RAISED DURING THE YEAR

Public Issue	Nil	Right Issue	Nil
Bonus Issue	Nil	Private Placement	Nil

### III. POSITION OF MOBILISATION AND DEPLOYMENT OF FUNDS

(₹ In '000)

Total Liabilities	7889754	Total Assets	7889754
<b>SOURCES OF FUNDS</b>			
Paid up Capital	276704	Reserves & Surplus	4787079
Secured Loans	2323743	Unsecured Loans	10111
Deferred tax Liability	492117		
<b>APPLICATION OF FUNDS</b>			
Net Fixed Assets	3584088	Investment	770947
Net Current Assets	3534719	Misc. Expenditure	Nil
Accumulated Losses	Nil		

### IV. PERFORMANCE OF THE COMPANY

Turnover and Other Income	19537760	Total Expenditure	18388417
Profit/Loss before tax	1149343	Profit/Loss after Tax	940983
Earning per share in ₹	6.80	Dividend Rate %	30%
		Dividend per Share in ₹	0.60

### V. GENERIC NAMES OF THREE PRINCIPLE PRODUCTS/SERVICES OF COMPANY (AS PER MONETARY TERMS)

Item Code No (ITC CODE)	Product Description
150790.10	REFINED SOYABEAN OIL
110812.00	MAIZE STARCH
110100.00	WHEAT FLOUR
520523.10	COTTON YARN

For KANTILAL PATEL & CO.  
CHARTERED ACCOUNTANTS

RAJESH G. SHAH  
(PARTNER)

Place : Ahmedabad  
Date : May 27, 2011

For and on behalf of the Board of Directors

VIJAYKUMAR GUPTA  
(Chairman & Managing Director)

N GIRIDHAR  
( V.P.-Finance & Accounts)

Place : Ahmedabad  
Date : May 27, 2011

MANISH V.GUPTA  
(Managing Director)

MANAN BHAVSAR  
(Company Secretary)



**Statement of Financial Information of Gujarat Ambuja International Pte. Ltd., a Wholly Owned Subsidiary Company as on 31-03-2011 as per General Circular No. 2/2011 dated 8<sup>th</sup> February, 2011 of the Ministry of Corporate Affairs:**

Sr.	Particulars	Amounts (In ₹)	USD
1	Capital*	19911340	528695
2	Reserves	9930042	143688
3	Total Assets	29850834	672595
4	Total Liabilities	29850834	672595
5	Details of investments (except in case of investment in the subsidiaries)#	14916361	337627
6	Turnover^	122556699	2691714
7	Profit before taxation	-9041064	-198569
8	Short/(excess) Provision for Income tax	(54774)	(1203)
9	Profit after taxation	-8986290	-197366
10	Proposed dividend	Nil	Nil
11	Country	Singapore	

\*Rate of Exchange (Initial)– 1 USD = ₹37.6613

# Rate of Exchange– 1 USD = ₹44.18

^ Rate of Exchange (Average Rate)– 1 USD = ₹45.5311

Rate of Exchange for other Balance-sheet items taken as on 31-03-2011 i.e. 1 USD = ₹44.5872

**Consolidated Financial Statements**

Gujarat Ambuja Exports Ltd.	: Holding Company
Gujarat Ambuja International Pte. Ltd.	: Subsidiary Company

**AUDITORS' REPORT**

The Board of Directors of Gujarat Ambuja Exports Ltd.:

On the Consolidated financial statements of Gujarat Ambuja Exports Ltd. and its subsidiary.

- We have audited the attached Consolidated Balance Sheet of **Gujarat Ambuja Exports Ltd.** (the Company) and its subsidiary as at 31<sup>st</sup> March 2011, the Consolidated Profit & Loss and the consolidated Cash Flow statement for the year ended on that date. These consolidated financial statements are the responsibility of the Company's management and have been prepared by the management on the basis of separate financial statements and other financial information regarding components. Our responsibility is to express an opinion on these financial statements based on our audit.
- We have conducted our audit in accordance with generally accepted auditing standards in India. These standards require that we plan and perform the audit to obtain reasonable assurance whether the financial statement are prepared, in all material respects in accordance with an identified financial reporting frameworks and are free of material misstatements. An audit includes, examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statements presentation. We believe that our audit and the report of other auditors provide a reasonable basis for our opinion.
- We did not audited financial statements of subsidiary, Gujarat Ambuja International Pte. Ltd., Singapore, whose financial statements reflect total assets (net) of ₹ 2.99 crores as at 31<sup>st</sup> March, 2011 and total revenues of ₹12.43 crores for the year ended on that date as considered in the consolidated financial statements. These financial statements and other financial information of the subsidiary have been audited by other auditors whose report have been furnished to us, and our opinion, insofar as it relates to the amounts included in respect of subsidiary, is based solely on the report of the other auditors.
- We report that the consolidated financial statements have been prepared by the Company in accordance with the requirements of Accounting Standard (AS) 21, Consolidated Financial Statements, issued by The Institute of Chartered Accountants of India, and on the basis of the separate audited financial statements of the Company and its subsidiary included in the consolidated financial statements.
- On the basis of the information and explanation given to us and on the consideration of the separate audit reports on individual audited financial statements of the Company and its aforesaid subsidiary, we are of the opinion that the said consolidated financial statements together with notes thereon, give true and fair view in conformity with the accounting principles generally accepted in India :
  - In the case of Consolidated Balance Sheet, of the state of affairs of the Company and its subsidiary as at 31<sup>st</sup>, March, 2011;
  - In the case of the Consolidated Profit and Loss Account, of the consolidated results of operations of the company and its subsidiary for the year ended on that date;  
And
  - In the case of Consolidated Cash Flow Statement, of the consolidated cash flows of the company and its subsidiary for the year ended on that date.

**For KANTILAL PATEL & CO.,**  
 CHARTERED ACCOUNTANTS  
 [Firm Reg.No.104744W]  
**Rajesh.G.Shah**  
 [Partner]  
 Membership No.: 36782

Place: Ahmedabad  
 Date : May 27, 2011



# CONSOLIDATED BALANCE SHEET AS AT 31st MARCH 2011

(₹ in Crores)

PARTICULARS	SCHEDULE	AS AT 31.03.2011	AS AT 31.03.2010
<b>(A) SOURCES OF FUNDS</b>			
<b>1 SHARE HOLDERS' FUNDS</b>			
(a) Share Capital	A	27.67	27.67
(b) Reserves & Surplus	B	479.73	394.49
		<b>507.40</b>	<b>422.16</b>
<b>2 LOAN FUNDS</b>			
(a) Secured Loans	C	232.37	179.09
(b) Unsecured Loans	D	1.01	0.85
		<b>233.38</b>	<b>179.94</b>
<b>3 DEFERRED TAX LIABILITY</b>	E		
(a) Deferred tax Liability		49.81	50.35
(b) Deferred tax Assets		0.60	0.11
		<b>49.21</b>	<b>50.24</b>
<b>TOTAL</b>		<b>789.99</b>	<b>652.34</b>
<b>(B) APPLICATIONS OF FUNDS</b>			
<b>1 FIXED ASSETS</b>	F		
Gross Block		561.43	538.25
Less : Depreciation		262.84	241.19
Net Block		298.59	297.06
Add : Capital work in Progress and Advance for Capital Expenditure		59.82	13.99
Add : Goodwill on Consolidation		0.07	0.07
		<b>358.48</b>	<b>311.12</b>
<b>2 INVESTMENTS</b>	G	76.55	40.26
<b>3 CURRENT ASSETS, LOANS &amp; ADVANCES</b>	H		
(a) Inventories		364.62	260.96
(b) Sundry Debtors		114.87	74.38
(c) Cash & Bank Balances		22.00	28.73
(d) Other Current Assets		9.61	8.18
(e) Loans & Advances		48.73	48.33
<b>Sub Total - ( i )</b>		<b>559.83</b>	<b>420.58</b>
<b>LESS:CURRENT LIABILITIES &amp; PROVISIONS</b>			
(a) Current Liabilities	I	197.18	112.82
(b) Provisions	J	7.69	6.80
<b>Sub Total - ( ii )</b>		<b>204.87</b>	<b>119.62</b>
<b>Net Current Assets ( i - ii )</b>		<b>354.96</b>	<b>300.96</b>
<b>TOTAL</b>		<b>789.99</b>	<b>652.34</b>
<b>Significant Accounting Policies</b>	T		
<b>Notes to Financial Statements</b>	U		

This is the Balance Sheet referred to in our report of even date

For KANTILAL PATEL & CO.  
CHARTERED ACCOUNTANTS

RAJESH G. SHAH  
(PARTNER)

Place : Ahmedabad  
Date : May 27, 2011

For and on behalf of Board of Directors

VIJAYKUMAR GUPTA  
(Chairman & Managing Director)

N. GIRIDHAR  
(V.P.-Finance & Accounts)

Place : Ahmedabad  
Date : May 27, 2011

MANISH V. GUPTA  
(Managing Director)

MANAN BHAVSAR  
(Company Secretary)





# CONSOLIDATED PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31st MARCH 2011

(₹ in Crores)

PARTICULARS	SCHEDULE	FOR THE YEAR ENDED 31.03.2011	FOR THE YEAR ENDED 31.03.2010
<b>(A) INCOME</b>			
Sales ( Gross )	K	1974.22	1438.30
Less : Excise Duty		13.17	8.33
Net Sales		1961.05	1429.97
Other Income	L	4.48	6.09
<b>TOTAL - "A"</b>		<b>1965.53</b>	<b>1436.06</b>
<b>(B) EXPENDITURE</b>			
(Increase) / Decrease in Stock	M	(117.24)	8.20
Materials Consumption	N	1265.77	912.10
Purchase of Trading Goods		389.21	191.23
Manufacturing Expenses	O	138.48	107.22
Employees' Cost	P	51.21	39.89
Administrative Expenses	Q	16.73	10.80
Sales Expenses	R	67.11	48.27
Finance & Other Charges (Net)	S	11.01	8.84
Depreciation		29.23	27.91
<b>TOTAL - "B"</b>		<b>1851.51</b>	<b>1354.46</b>
<b>Profit before Tax (A-B)</b>		<b>114.02</b>	<b>81.60</b>
Add : Prior Period items ( Net)		0.00	0.02
Add : Excess Provision of Deprecation for Earlier Years written back		4.19	9.15
Less : Provision for Taxation			
- Current tax		26.40	23.05
- Deferred tax (credit) / charge		(1.02)	7.09
Less : Short Provision of Tax for Earlier Years		0.27	0.00
Add : Excess Provision of Tax for Earlier Years written back		0.63	0.09
<b>Profit after Tax</b>		<b>93.19</b>	<b>60.72</b>
Add: Balance of Profit from Previous Year		241.19	191.49
<b>Profit available for appropriation</b>		<b>334.38</b>	<b>252.21</b>
<b>APPROPRIATION</b>			
Transferred to General Reserve		10.00	4.55
Interim Dividend		8.30	5.53
Dividend Distribution Tax on Interim Dividend		1.38	0.94
Balance carried to Balance Sheet		314.70	241.19
<b>TOTAL</b>		<b>334.38</b>	<b>252.21</b>
<b>Significant Accounting Policies</b>	T		
<b>Notes to Financial Statements</b>	U		
Earnings per Equity Share of ₹2/- each (Basic & Diluted)		6.74	4.39
( Refer note 9 of Schedule "U" )			

This is the Profit & Loss Account referred to in our report of even date

**For KANTILAL PATEL & CO.**  
CHARTERED ACCOUNTANTS

**RAJESH G. SHAH**  
(PARTNER)

**Place : Ahmedabad**  
**Date : May 27, 2011**

**For and on behalf of Board of Directors**

**VIJAYKUMAR GUPTA**  
(Chairman & Managing Director)

**N. GIRIDHAR**  
(V.P.-Finance & Accounts)

**Place : Ahmedabad**  
**Date : May 27, 2011**

**MANISH V. GUPTA**  
(Managing Director)

**MANAN BHAVSAR**  
(Company Secretary)



## CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2011 (₹ in Crores)

PARTICULARS	YEAR ENDED 31.03.2011	YEAR ENDED 31.03.2010
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:-</b>		
NET PROFIT BEFORE TAX AND EXTRA-ORDINARY ITEMS	114.02	81.60
ADJUSTMENTS FOR:		
Depreciation / Amortisation	29.23	27.91
Income From Dividend	(0.50)	(0.45)
(Profit)/Loss on Sale of Asset	(0.86)	(0.84)
Profit on Sale of Investments (Net)	(1.65)	(2.93)
Finance and other charges	12.98	11.37
Interest income	(2.52)	(3.19)
Prior period item	0.00	0.02
Provision for diminution in value of Investments	0.32	0.00
Provision for Doubtful Debts	0.32	0.19
Fixed Assets Written Off	2.78	0.00
Provision for Employee Benefit	1.07	0.60
	<u>41.17</u>	<u>32.68</u>
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>	<b>155.19</b>	<b>114.28</b>
ADJUSTMENTS FOR		
Trade and other Receivables	(41.65)	(0.51)
Inventories	(103.67)	(61.58)
Trade Payables and Liabilities	84.18	(14.78)
	<u>(61.14)</u>	<u>(76.87)</u>
<b>CASH GENERATED FROM OPERATIONS</b>	<b>94.05</b>	<b>37.41</b>
Direct taxes (paid/adjusted)	(27.18)	(20.55)
<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>66.87</b>	<b>16.86</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets	(74.30)	(78.36)
Sale of Fixed Assets	1.16	1.17
Purchase of Investments	(43.02)	(112.18)
Sale of Investments	8.05	106.21
Interest Received	3.02	2.80
Dividend Received	0.51	0.45
<b>NET CASH GENERATED IN INVESTING ACTIVITIES</b>	<b>(104.58)</b>	<b>(79.91)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from Borrowings	3.10	3.83
Repayment of Borrowings	(8.07)	(5.00)
Proceeds from Unsecured Loans	0.29	0.12
Proceeds from Short Term Borrowings	58.26	89.64
Repayment of Unsecured Loans	(0.13)	(0.05)
Capital Subsidy Received	0.00	0.38
Finance and other charges	(13.08)	(11.52)
Dividend and tax thereon paid	(9.47)	(12.24)
<b>NET CASH USED IN FINANCING ACTIVITIES</b>	<b>30.90</b>	<b>65.16</b>
<b>D. OTHERS</b>		
Consolidation Adjustments	0.01	(0.31)
<b>NET INCREASE / (DECREASE) IN CASH &amp; CASH EQUIVALENTS [A+B+C+D]</b>	<b>(6.80)</b>	<b>1.80</b>
Cash and Cash Equivalents at beginning of period	28.72	26.92
Cash and Cash Equivalents at the end of period	21.92	28.72
<b>Net Increase/ (Decrease) in Cash and Cash Equivalents</b>	<b>(6.80)</b>	<b>1.80</b>
<b>Major components of Cash and Cash Equivalents as at</b>	<b>31.03.2011</b>	<b>31.03.2010</b>
Cash on hand(including cheques on hand)	0.42	0.54
With Scheduled Banks on :		
Current Accounts	3.44	7.00
Short term Deposits - in Lien	18.14	17.16
- in Lien free	0.00	4.03
Total ( Refer Schedule H ( c )	22.00	28.73
Less : Bank Overdraft as per Book (Refer Schedule I )	0.08	0.01
	<u>21.92</u>	<u>28.72</u>

- 1 The above Cash Flow has been prepared under Indirect Method set out in Accounting Standard 3, notified in Companies (Accounting Standards) Rules , 2006.
- 2 Figures in braket relate to cash outflow.
- 3 Previous year figures have been restated wherever necessary to make them comparable with current year figures.

This is the Cashflow Statement referred to in our report of even date

**For KANTILAL PATEL & CO.**  
CHARTERED ACCOUNTANTS

**RAJESH G. SHAH**  
(PARTNER)

**Place : Ahmedabad**  
**Date : May 27, 2011**

**For and on behalf of Board of Directors**

**VIJAYKUMAR GUPTA**  
(Chairman & Managing Director)

**N. GIRIDHAR**  
(V.P.-Finance & Accounts)

**Place : Ahmedabad**  
**Date : May 27, 2011**

**MANISH V. GUPTA**  
(Managing Director)

**MANAN BHAVSAR**  
(Company Secretary)



## SCHEDULES TO THE CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2011

(₹ in Crores)

	AS AT 31.03.2011	AS AT 31.03.2010
<b>SCHEDULE "A" SHARE CAPITAL</b>		
<b>Authorised</b>		
250000000(P.Y.250000000) Equity shares of ₹2/- each	50.00	50.00
	<b>50.00</b>	<b>50.00</b>
<b>Issued,Subscribed and Paid Up Capital</b>		
138351875 (P.Y.138351875) Equity Share of ₹2/- each	27.67	27.67
Notes:		
i. Includes 31500000 (P.Y.31500000) Equity shares of ₹2/- each issued at a premium of Rs.0.20 per share on conversion of Optionally Convertible Unsecured Debentures		
ii. Includes 82188910 (P.Y.82188910) Equity shares of ₹2/- each fully paid allotted on 30.4.99 in exchange of shares on amalgamation for consideration other than cash.		
iii. Includes 20490000 (P.Y.20490000 ) Equity Shares of ₹2/- each fully paid, allotted on 31.1.2004 in exchange of shares on amalgamation for consideration other than cash.		
	<b>27.67</b>	<b>27.67</b>
<b>SCHEDULE "B" RESERVES &amp; SURPLUS</b>		
<b>General Reserve</b>		
Balance as per last Balance Sheet	153.80	149.25
Add : Transferred from Profit & Loss Account	10.00	4.55
	<b>163.80</b>	<b>153.80</b>
<b>Hedge Reserve</b>		
Balance as per last Balance Sheet	(9.49)	(73.57)
Add / (Less) : Movement during the year	1.72	64.08
	<b>(7.77)</b>	<b>(9.49)</b>
<b>Capital Subsidy</b>		
Balance as per last Balance Sheet (refer accounting policy"O" of Schedule "T"of standalone statements )	1.24	0.87
Add : Subsidy Received During the Year	0.00	0.37
	<b>1.24</b>	<b>1.24</b>
<b>Amalgamation Reserve Account</b>		
Balance as per last Balance Sheet	0.02	0.02
<b>Foreign Currency Translation Reserve</b>		
Opening Balance	0.43	0.94
Add: Additions/adjustments during the year	0.01	(0.51)
	<b>0.44</b>	<b>0.43</b>
<b>Securities Premium Account</b>		
Balance as per last Balance Sheet	0.89	0.89
<b>Capital Redemption Reserve</b>		
Balance as per last Balance Sheet	6.41	6.41
<b>Surplus as per Profit and Loss Account</b>	<b>314.70</b>	<b>241.19</b>
	<b>479.73</b>	<b>394.49</b>
<b>SCHEDULE "C" SECURED LOANS</b>		
<b>(A) Term Loans</b>		
( I ) From Indian Renewable Energy Development Agency, New Delhi (Secured by hypothecation of Wind Mills, Mortgage of related land & personal guarantee of Two promoter Directors.) (Principal repayable within one year ₹0.67 Crores (P.Y. ₹0.67 Crores )	0.83	1.50
(II) From Bank of India, under TUF scheme (Secured by hypothecation of specific movable Plant & Machinery & personal guarantee of three promoter Directors. ) (Principal repayable within one year ₹5.25 Crores (P.Y. ₹6.50 Crores )	8.94	12.33
	<b>9.77</b>	<b>13.83</b>
<b>(B) Other Loans - Working Capital</b>		
From Banks (Secured by a hypothecation of current assets & certain tangible movable plant & machinery and joint equitable mortgage of certain immovable fixed assets of the Company, personal guarantee of three promoter directors and lien on certain Fixed Deposits of the company.)	222.60	165.26
	<b>232.37</b>	<b>179.09</b>



## SCHEDULES TO THE CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2011

(₹ in Crores)

											AS AT 31.03.2011	AS AT 31.03.2010
<b>SCHEDULE "D" UNSECURED LOANS</b>												
Dealers' & Distributors' Deposits											1.01	0.85
Short Term Loan from Bank [ ₹9452/- (P.Y.₹ Nil)]											0.00	0.00
											1.01	0.85
<b>SCHEDULE "E" DEFERRED TAX</b>												
<b>Deferred Tax Liabilities</b>												
Depreciation											49.81	50.35
											49.81	50.35
<b>Deferred Tax Assets</b>												
Provisions- 43 B items											0.38	0.05
Provision for Doubtful Debts											0.00	0.06
Others											0.22	0.00
											0.60	0.11
<b>Deferred Tax Liability</b>											49.21	50.24
<b>SCHEDULE "F" FIXED ASSETS (AT COST)</b>												
SR No.	PARTICULARS	Gross Block				Depreciation				Net Block		
		As at 1.04.2010	Additions During the year	Deductions /Adjustment During the year	As at 31.03.2011	As at 01.04.2010	For the year	Reversal (See Note No.4 below)	Deductions/ Adjustments during the year	As at 31.03.2011	As at 31.03.2011	As at 31.03.2010
	<b>Tangible Assets</b>											
1	Free Hold Land	4.90	0.03	0.00	4.93	0.00	0.00	0.00	0.00	0.00	4.93	4.90
2	Lease Hold Land	9.04	0.00	0.00	9.04	0.14	0.12	0.00	0.00	0.26	8.78	8.90
3	Building	89.58	3.74	0.35	92.97	25.89	2.73	-0.03	0.12	28.47	64.50	63.69
4	Plant & Machinery	378.75	24.60	5.07	398.28	200.68	23.08	-3.94	2.35	217.47	180.81	178.07
5	Wind Mill	40.61	0.00	0.00	40.61	6.76	2.14	0.00	0.00	8.90	31.71	33.85
6	Vehicles	6.58	0.81	1.03	6.36	2.80	0.56	-0.01	0.92	2.43	3.93	3.78
7	Furniture & Fixtures	2.69	0.00	0.00	2.69	1.65	0.10	0.00	0.00	1.75	0.94	1.04
8	Office Equipments	4.57	0.45	0.00	5.02	2.32	0.34	-0.21	0.00	2.45	2.57	2.25
	<b>Intangible Assets</b>											
1	Trade Mark	0.50	0.00	0.00	0.50	0.48	0.00	0.00	0.00	0.48	0.02	0.02
2	Computer Software	1.03	0.00	0.00	1.03	0.47	0.16	0.00	0.00	0.63	0.40	0.56
	<b>TOTAL :</b>	<b>538.25</b>	<b>29.63</b>	<b>6.45</b>	<b>561.43</b>	<b>241.19</b>	<b>29.23</b>	<b>-4.19</b>	<b>3.39</b>	<b>262.84</b>	<b>298.59</b>	<b>297.06</b>
	Previous year	467.53	72.68	1.96	538.25	224.11	27.91	-9.15	1.68	241.19	297.06	243.42
	CAPITAL WORK IN PROGRESS	5.17	46.63	6.57	45.23	0.00	0.00	0.00	0.00	0.00	45.23	5.17
	CAPITAL ADVANCE	8.82	12.95	7.18	14.59	0.00	0.00	0.00	0.00	0.00	14.59	8.82
	<b>TOTAL :</b>	<b>13.99</b>	<b>59.58</b>	<b>13.75</b>	<b>59.82</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>59.82</b>	<b>13.99</b>
	Previous year	5.33	12.74	4.08	13.99	0.00	0.00	0.00	0.00	0.00	13.99	5.33
1 Estimated amount of capital contracts (net) of capital advance pending to be executed ₹73.41 Crores ( P Y ₹24.15 Crores).												
2 Capital Subsidy received in respect of specific assets has been deducted from the cost of the assets and depreciation charged accordingly.												
3 Opening Balance of Tangible Assets have been reclassified wherever necessary.												
4 The depreciation in respect of certain assets has been calculated from the date of inception applying relevant rates of depreciation for respective years keeping 5% residual value, which has resulted in excess provision of depreciation (net) for earlier years amounting to ₹4.19 Crores (P.Y. ₹9.15) Crores now written back.												
5 Capital work in progress includes expenditure incurred during construction period of ₹0.78 Crores in respect of new Starch plant at Karnataka ( Refer note no.5 of schedule U.												
6 During the physical verification of assets carried out during the year at certain plants, the variances on account of physical verification have been duly adjusted resulting in assets write off of ₹2.78 Crores.												
											AS AT 31.03.2011	AS AT 31.03.2010
<b>SCHEDULE "G" INVESTMENTS (AT OR BELOW COST)</b>												
<b>I (LONG TERM INVESTMENTS) (NON TRADE)</b>												
<b>(i) QUOTED ( IN EQUITY SHARES)</b>												
300	[P.Y. 300] ACC Limited of ₹10/- each fully paid up.									0.02		0.02
20	[P.Y. 20] Adani Enterprises Ltd.of ₹1/- each fully paid up.[₹594/- ( P.Y.₹594/-) ]									0.00		0.00
50380	[P.Y. 50380] Ambuja Cement Ltd.of ₹2/- each fully paid up.									0.62		0.62
20302	[P.Y.20302 ] Andhra Bank of ₹10 /- each fully paid up									0.18		0.18
25	[P.Y. 25] Arvind Ltd.of ₹10/- each fully paid up. [₹261/- (P.Y.₹261/-) ]									0.00		0.00



## SCHEDULES TO THE CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2011

(₹ in Crores)

		AS AT 31.03.2011	AS AT 31.03.2010
<b>SCHEDULE "G" INVESTMENTS (AT OR BELOW COST) Contd...</b>			
80000	[P.Y. 80000] Ashok Leyland Ltd .of ₹1/- each fully paid up.	0.29	0.29
20000	[P.Y. 20000] Central Bank of India of ₹10/- each fully paid up.	0.16	0.16
288060	[P.Y. Nil] Coal India Limited of ₹10/- each of fully paid.	7.06	0.00
33910	[P.Y. 33910] Edelweiss Capital Ltd .of ₹1/- each fully paid.	0.28	0.28
4992	[P.Y. 4992] Firstsource Solutions Ltd of ₹10/- each fully paid up.	0.03	0.03
35290	[P.Y. 35290] Gateway Distriparks Ltd. of ₹10/- each fully paid up.	0.30	0.30
5400	[P.Y. 5400] Gujarat Alkalies & Chemicals Ltd .of ₹10/- each fully paid up.	0.08	0.08
52631	[P.Y.52631] Gujarat State Petronet Ltd. of ₹10/- each fully paid up.	0.14	0.14
10000	[P.Y.10000] Hindalco Industries Ltd .of ₹1/- each fully paid up.	0.19	0.19
39897	[P.Y.39897] Hotel Leela Venture Ltd .of ₹2/- each fully paid up.	0.17	0.17
5426	[P.Y.5426] ICICI Bank Ltd.of ₹10/- each fully paid up.	0.50	0.50
203965	[P.Y.203965] IDEA Cellular Ltd.of ₹10/- each fully paid up.	1.53	1.53
10000	[P.Y. 10000] I D F C Ltd. of ₹10/- each fully paid up.	0.22	0.22
500	[P.Y. Nil ] J K Synthetics Limited of ₹1/ each fully paid up.[₹2740/-(P.Y.₹Nil)]	0.00	0.00
2000	[P.Y. 2000] Larsen & Toubro Ltd .of ₹2/- each fully paid up.	0.28	0.28
1700	[P.Y. Nil ] Manglore Refinery and Petrochemiclas Ltd. of ₹10/- each fully paid up.	0.01	0.00
5	[P.Y. 5] Maral Overseas Ltd.of ₹10/- each fully paid up.[₹116/- ( P.Y.₹116/-) ]	0.00	0.00
114822	[P.Y. 114822] Meghmani Organics Ltd.of Rs.1/- each fully paid up.	0.22	0.22
21492	[P.Y. Nil ] Moil Limited of ₹10/- each fully paid up.	0.81	0.00
256891	[P.Y. 256891 ] National Hydro Power Corporation Ltd of ₹10/- each fully paid up.	0.92	0.92
231000	[P.Y. 231000 ] National Mineral Development Corp Ltd of ₹1/- each fully paid up.	6.93	6.93
77770	[P.Y. 77770] NTPC Ltd. of ₹10/- each fully paid up.	1.13	1.13
80000	[P.Y. 23100] Oil & Natural Gas Corp.Ltd .of ₹5/- each fully paid up. ( Includes Bonus & Split Shares received during the year.)	1.98	2.29
5583	[P.Y. 5583] Omaxe Ltd. of ₹10/- each fully paid up.	0.17	0.17
336700	[P.Y. 351700] Petronet LNG Ltd .of ₹10/- each fully paid up.	2.48	2.60
9539	[P.Y. 9539 ] Power Finance Corp Ltd of ₹10/- each fully paid up.	0.08	0.08
115091	[P.Y. 254559] Power Grid Corporation of India Ltd .of ₹10/- each fully paid up.	1.04	1.33
2500	[P.Y. Nil ] Reliance Industries Ltd. of ₹10/- each fully paid up.	0.25	0.00
10100	[P.Y. 100] Riddhi Siddhi Gluco Biols Ltd.of ₹10/- each fully paid up. (P.Y.₹1075/-)	0.35	0.00
Nil	[P.Y. 15000] Shipping Corporation of India Ltd .of ₹10/- each fully paid up.	0.00	0.21
24600	[P.Y. 24600] Steel Authority of India Ltd .of ₹10/- each fully paid up.	0.51	0.51
1500	[P.Y.1500] The Sukhjit Starch & Chemicals Ltd. of ₹10/- each fully paid up.	0.02	0.02
Nil	[P.Y. 3500] Tata Motors Ltd .of ₹10/- each fully paid up.	0.00	0.22
2067	[P.Y. 2067] Tata Steel Ltd .of ₹10/- each fully paid up.	0.05	0.05
40000	[P.Y. 40000] Tata Teleservices Maharashtra Ltd .of ₹10/- each fully paid up.	0.13	0.13
		29.13	21.80
	Less : Provision for Diminution in Value of Investments	0.32	0.00
		28.81	21.80
<b>(ii) QUOTED (IN BONDS)</b>			
30	[ P.Y. 30 ] PNB Long Term LOA Perpetual Bonds ( Interest 10.40%)	3.00	3.00
7098	[ P.Y. 7098 ] NABARD Bhavishya Nirman Bond	6.00	6.00
<b>(iii) UNQUOTED (IN EQUITY SHARES)</b>			
10000	[P.Y. 10000] Equity shares of Kalupur Com. Co-Op Bank Ltd.of Rs 25/- each fully paid up.	0.02	0.02
<b>(iv) UNQUOTED [ IN GOVERNMENT SECURITY]</b>			
	National Saving Certificates	0.03	0.03
	[Lodged with Sales tax & Other Government authorities ]		
<b>II LONG TERM INVESTMENTS (TRADE)</b>			
<b>UNQUOTED (IN EQUITY SHARES)</b>			
In Others :			
689490	[P.Y.689490] Equity shares of Jupiter Corporate Services Ltd. of ₹10/- each fully paid up.	3.46	3.46
1458506	[P.Y. 1458506] Equity Shares of Royale Exports Ltd, Srilanka each of ₹10/- of Srilankan Rupees (Also Refer Note 15 of Schedule "U" of Standalone Statements )	0.68	0.68
<b>III CURRENT INVESTMENTS (NON TRADE)</b>			
<b>QUOTED (IN BONDS)</b>			
Nil	[ P.Y. 32 ] IDBI Perpetual Bond - 9.20% Bond	0.00	2.96
Nil	[ P.Y. 25 ] AP State Financial Corporation 2019 - 8.35% Bond	0.00	2.31
3500	[ P.Y. Nil ] SBI 2026 9.95% Bond	34.55	0.00
		76.55	40.26
AGGREGATE COST OF QUOTED INVESTMENTS		72.36	36.07
AGGREGATE COST OF UNQUOTED INVESTMENTS		4.19	4.19
MARKET VALUE OF QUOTED INVESTMENTS		82.88	40.47





## SCHEDULES TO THE CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2011

(₹ in Crores)

	AS AT 31.03.2011	AS AT 31.03.2010
<b>SCHEDULE "H" CURRENT ASSETS, LOANS AND ADVANCES</b>		
<b>a Inventories (As taken, Valued &amp; Certified by the management)</b>		
Raw Materials	168.20	180.14
Packing Materials	6.12	5.38
Stores & Spares, Coal, Diesel, Furnace Oil (includes transit stock of ₹Nil ( P.Y. ₹0.34 Crores)	11.14	13.52
Work in Process	5.46	3.00
Finished Goods	173.70	58.92
	<b>364.62</b>	<b>260.96</b>
<b>b Sundry Debtors (Unsecured, Considered Good, Unless otherwise stated)</b>		
Outstanding for a period exceeding six months		
Considered Good	0.36	0.50
Considered Doubtful	0.51	0.19
	<b>0.87</b>	<b>0.69</b>
Less : Provision for Doubtful Debts	0.51	0.19
Outstanding for a period exceeding six months	0.36	0.50
Others	114.51	73.88
	<b>114.87</b>	<b>74.38</b>
<b>c Cash &amp; Bank Balances</b>		
Cash on Hand	0.42	0.54
Balance with Banks		
(i) With Scheduled Banks		
(a) in Current accounts	0.52	4.10
(b) in Current account (unclaimed dividend)	2.79	2.58
(c) in Fixed Deposit	18.14	17.16
(with Bank as Lien towards margin money for Line of Credit & Credit Facilities availed from Banks.)		
(d) Lien Free Fixed Deposit	0.00	4.03
(ii) With Other Banks		
(a) Current accounts	0.13	0.32
with The Akola Janta Comm.Co.Op.Bank Ltd		
(Maximum balance outstanding during the year ₹0.77 Crores P.Y. ₹0.74 Crores)		
	<b>22.00</b>	<b>28.73</b>
<b>d Other Current Assets</b>		
Interest Receivable	2.24	2.75
Exports Incentive Receivable	7.37	5.43
	<b>9.61</b>	<b>8.18</b>
<b>e Loans &amp; Advances (Unsecured, Considered Good)</b>		
Advances recoverable in cash or in kind or for value to be received	40.48	40.59
Advances for Goods & Expenses	3.80	2.07
Excise Balances	4.22	5.43
Tax Balances: (Advance Tax Less Provisions)	0.23	0.24
	<b>48.73</b>	<b>48.33</b>
<b>SCHEDULE "I" CURRENT LIABILITIES</b>		
Creditors for Capital Goods	6.31	3.78
Creditors for Goods & Expenses		
a. Micro, Small & Medium Enterprises (Refer Note 4 of Schedule U )	0.25	0.35
b. Others	149.78	79.06
Advance Received from Customers	5.92	2.27
Interest Accrued but not due	0.32	0.43
Bank Overdraft as per Books	0.08	0.01
Other Liabilities	23.94	14.85
Provision for Mark to Market loss on Outstanding Forward Contracts	7.79	9.49
Unclaimed Dividend(Not due for transfer to I.E & P Fund)	2.79	2.58
	<b>197.18</b>	<b>112.82</b>
<b>SCHEDULE "J" PROVISIONS</b>		
Tax Balances: (Provisions Less Advance Tax)	5.67	6.12
Provision for Employee Benefits	1.34	0.68
Others ( Refer Note No.6 of Schedule 'U')	0.68	0.00
	<b>7.69</b>	<b>6.80</b>



SCHEDULES TO THE CONSOLIDATED PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2011

(₹ in Crores)

	YEAR ENDED 31.03.2011	YEAR ENDED 31.03.2010
<b>SCHEDULE "K" SALES</b>		
Export Sales [FOB Value ₹559.77 Crores (P.Y. ₹ 435.34 Crores)]	590.30	470.35
Domestic Sales	1383.92	967.95
	<b>1974.22</b>	<b>1438.30</b>
<b>SCHEDULE "L" OTHER INCOME</b>		
<b>OPERATIONAL</b>		
Miscellaneous Income	0.86	1.15
Profit on Sale of Fixed Assets (Net)	0.86	0.84
	<b>1.72</b>	<b>1.99</b>
<b>NON OPERATIONAL</b>		
Dividend from Long Term Investments (Non Trade)	0.49	0.42
Dividend from Current Investments (Non Trade)	0.01	0.03
Profit / (Loss ) on Sale of Current Investments (Non Trade)	-0.08	0.34
Profit on Sale of Long Term Investments (Non Trade)	1.73	0.44
Interest Income on bonds (TDS ₹12055/- P.Y. ₹127188/-)	0.61	0.71
Profit from Long Term Investments ( Trade )	0.00	2.16
	<b>2.76</b>	<b>4.10</b>
	<b>4.48</b>	<b>6.09</b>
<b>SCHEDULE "M" (INCREASE)/ DECREASE IN STOCK</b>		
Opening Stock :		
Work-in-Process	3.00	2.49
Finished Goods	58.92	67.63
	<b>61.92</b>	<b>70.12</b>
Less : Closing Stock :		
Work-in-Process	5.46	3.00
Finished Goods	173.70	58.92
	<b>179.16</b>	<b>61.92</b>
	<b>(117.24)</b>	<b>8.20</b>
<b>SCHEDULE "N" MATERIALS CONSUMPTION</b>		
Raw Materials		
Opening Stock :	180.14	98.90
Add : Purchases	1217.02	959.82
	<b>1397.16</b>	<b>1058.72</b>
Less : Closing Stock	168.20	180.14
Raw Materials Consumption	<b>1228.96</b>	<b>878.58</b>
Packing Materials		
Packing Materials Consumption	36.81	33.52
<b>Total Materials Consumption</b>	<b>1265.77</b>	<b>912.10</b>
<b>SCHEDULE "O" MANUFACTURING EXPENSES</b>		
Stores & Spares Consumed	14.94	9.49
Power,Electricity,Diesel,LDO & Fuel Expenses	90.89	68.11
Chemicals & Lub Oil Consumed	12.63	9.60
Repairs : Plant & Machinery	2.51	1.78
Building	0.37	0.18
Others	0.80	0.49
Insurance	1.06	0.57
Rent ( Godown / Storage Tank)	1.71	2.96
Other Manufacturing Expenses	15.18	15.17
	<b>140.09</b>	<b>108.35</b>
Less : Recovery of Material for Job work charges	1.61	1.13
	<b>138.48</b>	<b>107.22</b>
<b>SCHEDULE "P" EMPLOYEES' COST</b>		
Salary,Wages, Bonus, Gratuity & Leave encashment	37.13	30.58
Commission to Managing Directors	10.88	6.82
Contribution to Provident & Other Funds	1.73	1.43
Staff Welfare	1.47	1.06
	<b>51.21</b>	<b>39.89</b>



SCHEDULES TO THE CONSOLIDATED PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2011

(₹ in Crores)

	YEAR ENDED 31.03.2011	YEAR ENDED 31.03.2010
<b>SCHEDULE "Q" ADMINISTRATIVE EXPENSES</b>		
Conveyance & Travelling Expenses [Including Directors Travelling ₹0.53 Crores (P.Y. ₹0.34 Crores)]	2.32	1.61
Electricity	0.47	0.50
Vehicle Maintenance	1.53	1.25
Insurance	0.40	0.35
Printing, Stationery, Postage & Telephone	1.79	1.83
Legal & Professional	2.84	2.41
Rent	0.55	0.31
Rates & Taxes	0.24	0.39
Donations	0.56	0.26
Foreign Exchange Fluctuation	0.02	(0.01)
Fixed Assets Written off	2.78	0.00
Provision for Diminution in Value of Long Term Investments	0.32	0.00
Payment to Auditors :		
For Audit	0.16	0.13
For Tax Audit	0.05	0.05
For Taxation / Certification Matters	0.06	0.03
For Others	0.01	0.00
General Administrative Charges	2.63	1.69
	<b>16.73</b>	<b>10.80</b>
<b>SCHEDULE "R" SALES EXPENSES</b>		
<b>For Domestic Sales</b>		
Local Sales Expenses	14.19	13.60
Cash Discount	2.43	2.34
Commission & Brokerage	1.85	1.51
Rent (Godowns / Warehouses )	0.20	0.21
Bad Debts Written Off	0.00	0.01
Provision for Bad and Doubtful debts	0.32	0.19
<b>Sub Total - ( i )</b>	<b>18.99</b>	<b>17.86</b>
<b>For Export Sales</b>		
Exports Sales Expenses	44.80	28.04
Commission & Brokerage	3.32	2.35
Insurance	0.00	0.02
<b>Sub Total - ( ii )</b>	<b>48.12</b>	<b>30.41</b>
<b>Total - ( i + ii )</b>	<b>67.11</b>	<b>48.27</b>
<b>SCHEDULE "S" FINANCE &amp; OTHER CHARGES (Net)</b>		
Interest on Fixed Loans / Term Loan	0.85	0.83
Interest on Working Capital Loans	6.60	4.25
Interest on Others	0.17	0.20
Bank and Other Financial Charges	5.30	6.03
<b>Sub Total - ( i )</b>	<b>12.92</b>	<b>11.31</b>
<b>LESS : Income</b>		
Interest on Bank Deposits (Gross) [TDS: ₹0.11 Crores (P.Y.TDS ₹0.24 Crores)]	1.54	2.19
Interest from Others (Gross) {(TDS ₹29020/- ) (P.Y.TDS ₹0.02 Crores)}	0.37	0.28
<b>Sub Total - ( ii )</b>	<b>1.91</b>	<b>2.47</b>
<b>Net Finance Charges Total - ( i + ii )</b>	<b>11.01</b>	<b>8.84</b>



## SCHEDULE "T" SIGNIFICANT ACCOUNTING POLICIES

(₹ in Crores)

### 1. Basis of Accounting

The financial statements are prepared under the historical cost convention and comply with the applicable Accounting Standards in the country of incorporation.

### 2. Principles of consolidation

The consolidated financial statements relate to Gujarat Ambuja Exports Ltd. ("the Company"), and its wholly owned Subsidiary Company, Gujarat Ambuja International Pte. Ltd. (GA IPL). The consolidated financial statements have been prepared on the following basis:

- The financial statements of the Company and its subsidiary company have been combined on a line-by-line basis by adding together the book values of like items of assets and liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions resulting in unrealised profits or losses.
- The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are prepared to the extent possible in the same manner as the company's separate financial statements except with regard to depreciation which are based on the local statute and the impact of the same is not significant.
- The difference between cost of investments of the parent company in the subsidiary company and share of parent company in equity and reserves of subsidiary company is treated as goodwill or capital reserve.

### 3. The Subsidiary Company considered in the consolidated financial statements is

Name of the Company	Country of Incorporation	% Voting power held as at 31st March 2011	Reporting Date
Gujarat Ambuja International Pte Ltd	Singapore	100%	31-03-2011

Note: There is no change in above details since the reporting date 31.03.2011.

### 4. Exchange adjustments

In case of GA IPL, the wholly owned subsidiary, the summarized revenue and expenses reflected in Profit & Loss account have been translated into Indian Rupees at an average exchange rate. The Assets and Liabilities have been translated into Indian Rupees at the closing exchange rate prevailing on Balance Sheet date. The resultant excess/ shortfall, arising out of elimination process in consolidation have been disclosed as Foreign Currency Translation Reserve in Reserves & Surplus schedule.

### 5. Other significant Accounting Policies

These are set out in the notes to accounts under "Statement of Accounting Policies" for financial statements of Gujarat Ambuja Exports Ltd, the holding Company and Gujarat Ambuja International Pte. Ltd, the wholly owned Subsidiary Company.

## SCHEDULE "U" NOTES TO FINANCIAL STATEMENTS

### 1. Contingent liabilities not provided for in respect of

Sr. No.	PARTICULARS	As at 31st March, 2011	As at 31st March, 2010
(a)	Claims against the Company /disputed liabilities not acknowledged as debts	2.21	1.10
(b)	Disputed Statutory Claims		
	i) Excise, Customs and Service Tax	6.04	4.74
	ii) Income Tax	28.83	3.60
	iii) Sales Tax, VAT, Entry Tax and Mandi Tax	2.26	1.76
	iv) Others	1.25	1.23
	<b>TOTAL</b>	<b>38.38</b>	<b>11.33</b>
(c)	Export obligation on duty free imports (Differential amount of custom duty in respect of machinery and inputs imported under EPCG and Advance License Scheme)	9.08	NIL
(d)	Corporate guarantee in favour of Bank on behalf of wholly owned subsidiary Gujarat Ambuja International Pte Ltd. (Outstanding against this as at 31st March)	11.15 (US \$ 2.5Mn) Nil	11.23 (US \$ 2.5Mn) Nil

Note: Outflow in respect of 1 (a) and (b) disputes/contingencies is dependent upon final outcome of the disputes or ultimate agreement to resolve the differences.

2. In the opinion of the Board, Current Assets, Loans and Advances have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated.

3. (a) Sales include realized gain of exchange on forward exchange contracts (Net of settlements) entered into primarily for hedging purpose ₹8.12 crores (P.Y. ₹10.64 crores (net)).  
(b) Sales also include export incentive benefits of ₹13.75 crores (P.Y. ₹12.54 crores)

### 4. Micro, Small and Medium Enterprises

a) Under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED) which came into force from October 2, 2006 certain disclosures are required to be made relating to Micro, Small and Medium Enterprises.

Sr. no	Particulars	As at 31-03-2011	As at 31-03-2010
A	(i) Principal amount remaining unpaid at the end of the accounting year	0.25	0.35
	(ii) Interest due on above	-	-
B	The amount of interest paid by the Company in terms of section 16 of the MSMED, along with amount of payment made to the suppliers beyond the appointed date during the accounting year	-	-
C	The amount of interest accrued and remaining unpaid at the end of the financial year.	-	-
D	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the due date during the year) but without adding interest specified under the MSMED	-	-
E	The amount of further interest remaining due and payable in succeeding years, until such interest is actually paid.	-	-

b) The above information has been compiled in respect of parties to the extent to which they could be identified as Micro, Small and Medium Enterprises on the basis of information available with the Company.

### 5. Expenditure Incurred during Construction Period

The pre operative expenses are incurred in respect of new maize starch plant in Karnataka and are included in Capital Work in Progress. The details are as under:

Sr.	Nature of Expenditure	Amount	Sr.	Nature of Expenditure	Amount
1	Consumables	0.07	10	Advertisement	0.02
2	Factory Expenses	0.05	11	Insurance	0.01
3	Freight Inward (₹ 30458/-)	0.00	12	Legal & Professional	0.01
4	Labour Charges	0.01	13	Licence Fees (₹ 23240/-)	0.00
5	Water Charges	0.01	14	Office Expenses	0.03
6	Electricity Charges	0.15	15	Security Charges	0.03
7	Godown Rent	0.06	16	Telephone Expenses	0.02
	<b>Sub Total</b>	<b>0.35</b>	17	Travelling & Conveyance	0.18
	<b>Employees Cost</b>		18	Vehicle Running & Maintenance	0.02
8	Salaries & Establishment	0.01	19	Miscellaneous Expenses	0.01
9	Staff Welfare	0.07		<b>Sub Total</b>	<b>0.33</b>
	<b>Sub Total</b>	<b>0.08</b>	20	Interest & Finance Charges	0.02
				<b>Grand Total</b>	<b>0.78</b>



**6. Disclosure as per Accounting Standard 29 relating to Provisions**

Particulars	As at 31-03-2011	As at 31-03-2010
Opening Balance	Nil	Nil
Additions during the year	0.68	Nil
Closing Balance	0.68	Nil

The provision relates to estimated outflow of cash expected to be paid in relation to damages payable on account of cancellation of contract for supply of raw material. Due to its nature it is not possible to estimate the timing of resulting cash flows.

7. There are no amounts due and outstanding to be credited to Investor Education and Protection Fund.

**8. Related Party Disclosure**

The disclosure in pursuance to Accounting Standard-18 on "Related Party disclosures" is as under:

**(a) Name of Related Parties & Relationship**

Sr.	Name	Relationship	Manner
(1)	Vijaykumar Gupta	Managing Director (Key Managerial person)	Key Managerial person & person exercising more than 20% voting power.
(2)	Manishkumar Gupta	Managing Director (Key Managerial person)	Key Managerial person & Relative as son of Mr Vijaykumar Gupta & Person exercising more than 20% voting power.
(3)	Sulochana Gupta	Relative of Key Managerial person	Relative as wife of Mr. Vijaykumar Gupta & mother of Mr. Manish Gupta and Mr. Mohit Gupta
(4)	Shilpa Gupta	Relative of Key Managerial person	Relative as wife of Mr. Manish Gupta
(5)	Mohit Gupta	Jt. Managing Director (Key Managerial Person)	Key Managerial person & Relative as son of Mr. Vijaykumar Gupta & brother of Mr. Manish Gupta
(6)	Sandeep Agrawal	Executive Director (Key Managerial Person)	Key Managerial Person
(7)	Siddharth Agrawal	Relative of Key Managerial person	Relative as brother of Mr. Sandeep Agrawal
(8)	Jay Infrastructure & Properties Pvt Ltd	Enterprise significantly influenced by Key Managerial Persons	Key Managerial person exercising more than 20% voting power.

**(b) Transactions during the year & Balances outstanding as at the year end with the Related Parties**

Sr.	Transaction	Total	Key Managerial Person	Relative of Key Managerial Person	Enterprise significantly influenced by Key Managerial Person
(a)	i) Managerial Remuneration				
	Vijaykumar Gupta	5.47	5.47	0.00	0.00
	P.Y.	(3.53)	(3.53)	(0.00)	(0.00)
	Manishkumar Gupta	6.56	6.56	0.00	0.00
	P.Y.	(4.17)	(4.17)	(0.00)	(0.00)
	Others	0.45	0.45	0.00	0.00
	P.Y.	(0.47)	(0.47)	(0.00)	(0.00)
	ii) Remuneration				
	Siddharth Agrawal	0.08	0.00	0.08	0.00
	P.Y.	(0.05)	(0.00)	(0.05)	(0.00)
(b)	Services : Sitting Fees(₹ 37500/- P.Y ₹ 45000/-)	0.00	0.00	0.00	0.00
	P.Y.	(0.00)	(0.00)	(0.00)	(0.00)
(c)	Dividend paid				
	Vijaykumar Gupta	2.34	2.34	0.00	0.00
	P.Y.	(3.12)	(3.12)	(0.00)	(0.00)
	Manishkumar Gupta	2.05	2.05	0.00	0.00
	P.Y.	(2.72)	(2.72)	(0.00)	(0.00)
	Mohit Gupta	0.54	0.54	0.00	0.00
	P.Y.	(0.72)	(0.72)	(0.00)	(0.00)
	Others	0.38	0.00	0.38	0.00
	P.Y.	(0.49)	(0.00)	(0.49)	(0.00)
(d)	Rent Paid				
	Manishkumar Gupta	0.21	0.21	0.00	0.00
	P.Y.	(0.03)	(0.03)	(0.00)	(0.00)
	Others	0.20	0.00	0.03	0.17
	P.Y.	(0.16)	(0.00)	(0.00)	(0.16)
(e)	Guarantees Given				
	For securing Company's Secured Loans	778.34	778.34	0.00	0.00
	P.Y.	(778.34)	(778.34)	(0.00)	(0.00)
	Balance Outstanding as at 31.03.2011				
	Remuneration Payable	10.88	10.88	0.00	0.00
	P.Y.	(6.82)	(6.82)	(0.00)	(0.00)
	Guarantees Given				
	For securing Company's Secured Loans	232.37	232.37	0.00	0.00
	P.Y.	(178.18)	(178.18)	(0.00)	(0.00)

Note: No amount has been provided as doubtful debts or advances / written off or written back in respect of debts due from / to above parties. Figures in brackets relate to previous year.





#### 9. Earnings per Share (EPS) (On Equity Shares of ₹ 2/- each)

PARTICULARS	2010-11	2009-10
Net Profit as per Profit & Loss Account	93.19	60.72
No. of weighted average outstanding Equity Shares	138351875	138351875
Earning per Equity Share of ₹ 2/- each(Basic & Diluted)	6.74	4.39

#### 10. Operating Leases

The disclosure in pursuance to Accounting Standard-19 on "Leases" is as under:

- The Company has taken various residential, office and godown premises under operating lease on leave and license agreements. These are generally not non cancelable and range between 11 months and 36 months under leave and license or longer for other leases and are renewable by mutual consent on mutually agreeable terms. The Company has given refundable interest free security deposits under certain agreements.
- Lease payments are recognized as expense in the Profit & Loss statement on a straight line basis over the lease term under expense head 'Rent' amounting to ₹2.47 crores (Previous Year ₹3.48 crores )
- The future minimum estimated operating lease payments under non-cancelable operating lease:

Particulars	As at 31-03-2011	As at 31-03-2010
Not later than one year	0.56	0.30
Later than one year but not later than 5 years	0.04	0.08

#### 11. Segment Information for the year ended 31<sup>st</sup> March 2011.

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

Particulars	2010-11						2009-10					
	Cotton Yarn	Maize Processing	Agro Processing	Wind Mill	Others	Total	Cotton Yarn	Maize Processing	Agro Processing	Wind Mill	Others	Total
(A)Revenue :												
External Sales	212.43	406.30	1325.69	6.59	11.76	1962.77	180.58	343.85	879.43	6.74	21.36	1431.96
Less: Inter Segment Revenue												
Net Revenue	212.43	406.30	1325.69	6.59	11.76	1962.77	180.58	343.85	879.43	6.74	21.36	1431.96
(B)Result:(Profit before Interest & tax)												
Segment Result	13.68	80.65	48.88	3.52	-0.85	145.88	9.46	44.52	45.89	3.96	0.85	104.68
Less: Unallocated Corporate Expenses net of unallocated Corporate Income						20.84						14.24
Operating Profit						125.04						90.44
Interest Expenses						11.01						8.84
Prior Period Items						0.00						0.02
Current Tax (Dr.)						26.40						23.05
Deferred Tax (Dr.)/Cr						-1.02						7.09
Add: Excess/Short Provision of Earlier Years						4.54						9.24
Net Profit						93.19						60.72
(C)Other Information												
Segment Assets	175.66	239.40	419.72	32.11	3.02	869.91	162.48	185.20	290.90	34.30	3.85	676.73
Unallocated Corporate Assets	0.00	0.00	0.00	0.00	0.00	124.95	0.00	0.00	0.00	0.00	0.00	95.23
Total Assets	175.66	239.40	419.72	32.11	3.02	994.86	162.48	185.20	290.90	34.30	3.85	771.96
Segment Liabilities	9.45	21.85	144.89	0.02	0.04	176.25	11.27	12.26	73.47	0.09	0.65	97.74
Unallocated Corp Liabilities	0.00	0.00	0.00	0.00	0.00	311.21	0.00	0.00	0.00	0.00	0.00	252.06
Total Liabilities	9.45	21.85	144.89	0.02	0.04	487.46	11.27	12.26	73.47	0.09	0.65	349.80
Net Capital Employed	166.21	217.55	274.83	32.09	2.98	507.40	151.21	172.94	217.43	34.21	3.20	422.16
Capital Expenditure Capitalised	5.75	16.31	6.87	0.00	0.70	29.63	5.62	21.72	36.60	8.74	0.00	72.68
Depreciation	10.48	10.34	6.26	2.15	0.00	29.23	10.11	10.48	5.38	1.94	0.00	27.91
Non cash Expenses other than depreciation/ amortisation	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00

FOR MEMBER'S USE (SPACE FOR NOTING DURING ANNUAL GENERAL MEETING)



(b) Secondary Segment - Geographical Segment : Segment revenue by geographical area based on geographical location of customers

Geographical Area	Current Year	Previous Year
India	1371.57	961.60
Asia Pacific	562.29	183.61
Africa	5.27	21.71
Europe	8.97	82.35
North America	0.00	12.03
South America	14.67	170.44
Australia	0.00	0.22
Total	1962.77	1431.96

Notes: (i) Agro Processing Division comprises of Solvent extraction, Flour Mill and Bio Tech operations.

(ii) Others comprises of operations of overseas subsidiary.

(iii) Unallocated Assets and Liabilities comprises of Corporate Fixed Assets, Investments, Goodwill, Fixed Deposits, Secured Loans, Provision for Taxes, Provision for Dividend, Unclaimed Dividend, Deferred Tax Liability and Provision for Mark to Market Losses on Forward Contracts.

(iv) The Company's operating facilities are located in India.

12. The consolidated financial statement have been prepared in accordance with Accounting Standard (AS-21) – "Consolidated Financial Statement" issued by the Institute of Chartered Accountants of India.

13. Figures pertaining to the subsidiary company have been reclassified wherever necessary to bring them in line with the Parent Company's financial statements.

FOR, KANTILAL PATEL & CO.  
CHARTERED ACCOUNTANTS

RAJESH G SHAH  
(PARTNER)

PLACE : AHMEDABAD  
Date : MAY 27, 2011

For and on behalf of the Board of Directors

VIJAYKUMAR GUPTA  
(CHAIRMAN & MANAGING DIRECTOR)

N. GIRIDHAR  
(V. P. FINANCE & ACCOUNTS)

PLACE : AHMEDABAD  
Date : MAY 27, 2011

MANISH V. GUPTA  
(MANAGING DIRECTOR)

MANAN BHAVSAR  
(COMPANY SECRETARY)

**Gujarat Ambuja Exports Limited**

Regd. Office : "Ambuja Tower", Opp.Memnagar Fire Station, Navrangpura,  
P.O. Navjivan, Ahmedabad - 380 014.

**PROXY FORM**

Folio No/ DP-ID & Client-ID \_\_\_\_\_ No of Shares held \_\_\_\_\_

I/We \_\_\_\_\_ of \_\_\_\_\_

\_\_\_\_\_ in the district of \_\_\_\_\_ being a member/s of the

above named Company, hereby appoint \_\_\_\_\_ of \_\_\_\_\_

\_\_\_\_\_ in the district of \_\_\_\_\_ or failing him

\_\_\_\_\_ of \_\_\_\_\_ in the district of \_\_\_\_\_

\_\_\_\_\_ as my/our proxy to vote for me/us on my/our behalf at the 20th Annual General Meeting of the Company to be held on **Thursday, 11<sup>th</sup> August, 2011** at **11.00 A.M.** at H.T. Parekh Hall, 1st Floor, Ahmedabad Management Association (AMA), AMA Complex, Dr. Vikram Sarabhai Marg, Vastrapur, Ahmedabad - 380 015 and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2011

Signature (s) \_\_\_\_\_

Revenue  
stamp of  
Re. 1/- to  
be affixed

- Notes : 1. THE PROXY FORM MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN 48 HOURS BEFORE THE TIME OF COMMENCEMENT OF THE AFORESAID MEETING.  
2. THE FORM SHOULD BE SIGNED ACROSS THE STAMP AS PER SPECIMEN SIGNATURE REGISTERED WITH THE COMPANY.  
3. A PROXY NEED NOT BE A MEMBER.

For Office use Only

Proxy No.

Date of Receipt : \_\_\_\_ / \_\_\_\_ / 2011.

**Gujarat Ambuja Exports Limited**

Regd. Office : "Ambuja Tower", Opp.Memnagar Fire Station, Navrangpura,  
P.O. Navjivan, Ahmedabad - 380 014.

**ATTENDANCE SLIP**

**20<sup>th</sup> ANNUAL GENERAL MEETING, THURSDAY, THE 11<sup>th</sup> AUGUST, 2011**

**Venue :** H.T. Parekh Hall, 1st Floor, Ahmedabad Management Association (AMA), AMA Complex, Dr. Vikram Sarabhai Marg, Vastrapur, Ahmedabad - 380 015.

**Time : 11.00 A.M.**

Folio No./ DP-ID & Client ID: \_\_\_\_\_ No of Shares held \_\_\_\_\_

Name of Member(s) / Proxy : \_\_\_\_\_

Please tick whether Member [ ] Joint Holder [ ] Proxy [ ]

Member's or Proxy's Signature : \_\_\_\_\_

**Notes :**

- Members/Proxies must bring the admission slip duly completed and signed and hand over the same at the entrance.
- Admission restricted strictly for members and valid proxyholders only. Please bring your copy of the Annual Report.
- Shareholders intending to require information about accounts, to be explained at the meeting, are requested to inform the Company atleast 10 days in advance of their intention to do so, so that the papers relating thereto may be made available, if the Chairman permits such information to be furnished.



*Overview of*  
Akola Unit

*Overview of*  
Uttarakhand Unit



*Overview of*  
Mandsour Unit

*Overview of*  
Himmatnagar Unit





#### **CORPORATE OFFICE**

##### **GUJARAT AMBUJA EXPORTS LIMITED**

"Ambuja Tower", Opp. Memnagar Fire Station, Post Navjivan,  
Navrangpura, Ahmedabad 380014 (Gujarat) India.

Phone : +91-79-26405535 - 37, 39 Fax : +91-79-26423079

E-mail : [info@ambujagroup.com](mailto:info@ambujagroup.com) • Visit us at : [www.ambujagroup.com](http://www.ambujagroup.com)

#### **OFFICES**

17, Anjani Complex, Ground Floor, Pereira Hill Road,  
Opp. Gurunanak Petrol Pump, Chakala, Off. Andheri - Kurla Road,  
Andheri (East), Mumbai - 400 099

208, Deep Shikha Building, Rajendra Place,  
New Delhi - 110 008.

126-129, Starlit Tower, 29, Y. N. Road,  
Opp. State Bank of Indore (H.O.), Indore - 452 001

#### **PLANTS**

##### **100% EOU COTTON YARN DIVISION**

1, Vrindavan Road, Village : Dalpur,  
Tal. : Prantij Dist. : Sabarkantha, Gujarat.

##### **SOYA PROCESSING UNIT**

Plot No. 414-417, Sector-III, Pithampur  
Industrial Area, Dist. Dhar, Madhya Pradesh

##### **MAIZE PROCESSING UNIT**

1, Vrindavan Road, Village : Dalpur,  
Tal. : Prantij Dist. : Sabarkantha, Gujarat.

##### **SOLVENT EXTRACTION, REFINERY, WHEAT FLOUR, CATTLE FEED UNITS**

Kadi Complex, Kadi-Thore Road, Kadi,  
Dist. Mehsana, Gujarat.

##### **AKOLA SOYA PROCESSING & REFINERY UNIT**

Village Kanheri - Gawali, N. H. No. 6,  
Akola - Balapur Road, Dist. Akola (Maharashtra)

##### **MANDSOUR SOYA PROCESSING & REFINERY UNIT**

Dist. Mandsour, Madhya Pradesh

##### **UTTARAKHAND MAIZE PROCESSING UNIT**

Plot No. C-50, ELDECO SIDCUL, Industrial Park,  
Sitarganj, Dist. Udham Singh Nagar, (Uttarakhand)

##### **WHOLLY OWNED SUBSIDIARY GUJARAT AMBUJA INTERNATIONAL PTE LTD.**

#11-11 Tong Eng. Building,  
101 - Cecil Street, Singapore - 069533

##### **VIETNAM OFFICE**

Hanoi, S.R. Vietnam.

#### **BOOK-POST**

If undelivered, please return to :

**JUPITER CORPORATE SERVICES LTD.**

UNIT : GUJARAT AMBUJA EXPORTS LTD.  
AMBUJA TOWER, OPP. MEMNAGAR FIRE STATION,  
P.O. NAVJIVAN, AHMEDABAD - 380 014.