

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the 17th Annual General Meeting of the Shareholders of VIKAS GRANARIES LIMITED will be held at the registered office of the Company on Friday, the 30th September, 2011 at 01.00 p.m. to transact the following business:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the audited Balance Sheet as at 31st March 2011, Profit and Loss Account for the year ended on the date and reports of the Directors and Auditors thereon.
- 2. To appoint a Director in place of Sh. Megh Raj Jindal, who retires by rotation and being eligible offers himself for re-appointment.
- To appoint a Director in place of Sh. Mahesh Batra, who retires by rotation and being eligible offers himself for re-appointment.
- 4. To appoint Auditors of the Company and to fix their remuneration.

			By Order of the Board,
			Sd/-
Date	:	12.08.2011	Bimla Devi Jindal
Place	:	Sri Ganganagar	Managing Director

NOTES:

- i A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/ herself and such proxy need not be a member of the company. A proxy may be sent in the form enclosed and in order to be effective must reach the registered office of the company at least 48 hours before the meeting.
- ii The Directors' Report, Auditors' Report, Audited Balance Sheet as at 31st March 2011 and the Profit and Loss Account for the year ended on that date and Cash flow Statement are enclosed.
- iii Members are requested to notify change in their address, if any, quoting their Folio number.
- iv The Register of Members and Share Transfer Books in respect of the equity shares of the Company shall remain closed from 17th September 2011 to 25th September 2011 (both days inclusive.)
- Members who have multiple accounts in identical names or joint accounts in same order are requested to sent all their relevant share certificate (s) at the Registered Office of the Company for consolidation of all such shareholdings into one account to facilitate better services.
- vi Members are requested to bring the copy of their Annual Report and the Attendance slip at the Annual

General Meeting.

- vii Members desirous of obtaining any information concerning the accounts and operation of the Company are requested to address their questions to the Company so as to reach atleast seven days before the date of the meeting, so that the information required may be made available at the meeting, to the best extent possible.
- viii Under Section 205A read with Section 205C of the Companies Act, 1956, the Amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date for payment is required to be transferred to the Investor Education and Protection Fund of the Central Government.

By Order of the Board,

Sd	/

Date	:	12.08.2011	Bimla Devi Jindal
Place	:	Sri Ganganagar	Managing Director

DIRECTORS' REPORT

Dear Shareholders,

Your Directors are presenting the 17th Annual Report along with the audited statement of accounts for the year ended on 31st March 2011, of your company.

FINANCIAL RESULTS:

		(Rs.	In Millions)
		YEAR ENDED	YEAR ENDED
		31.03.2011	31.03.2010
1.	Net Sales	1328.01	1159.24
2.	Other Income	0.00	0.12
3.	Total Expenditure	932.56	746.52
4.	Interest	18.99	11.70
5.	Gross Profit/(loss) after	383.39	401.14
	Interest But before depreciation		
6.	Depreciation	71.83	71.52
7.	Net profit/(loss) before tax	311.55	329.62
8.	Tax expenses	106.46	112.02
9.	Net profit/(loss) after tax	205.09	217.60

OPERATION

During the current year under review your company has achieved a total turnover of Rs.1328.01 million as compare to that of Rs. 1159.24 million in the previous year. During the year under review the company has a net profit Rs. 205.09 million as compare to net profit of Rs. 217.60 million in Previous Year.

DIVIDEND:

The profit of the year used for expansion and modernization so, your Board does not recommend any dividend for the year ended on 31st March, 2011.



DEPOSITS:

The company has not accepted any deposits. Therefore, the provisions of section 58A of the Companies Act, 1956 are not applicable.

DIRECTORS;

Mr. Megh Raj Jindal and Mr. Mahesh Batra, who retire by rotation in accordance with the provisions of the companies Act, 1956, and being eligible, offer themselves for reappointment.

AUDITORS:

Your Auditors' report being self explanatory, and therefore does not call for any further comments or explanations by the Board of directors.

M/s. S.Prakash Aggarwal & Co., Sriganganagar, Statutory Auditors of the Company, retires at the forthcoming Annual General Meeting and being eligible, offer themselves for reappointment. A certificate from the auditors to the effect that their re-appointment, if made, will be within the limits prescribed under Section 224 (1B) of the Companies Act, 1956, has been received.

FIXED DEPOSITS

During the year under review, your Company has neither invited nor accepted any fixed deposits from the public or its employees within the meaning of section 58A of the Companies Act, 1956 and Rules made there under.

RELATES PARTY TRANSACTIONS

Related party transactions have been disclosed in the notes to the accounts.

PARTICULARS OF TRANSACTIONS

There are no employees in the Company whose particulars are required to be given under Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975, as amended from time to time.

CONSERVATION OF ENERGY

The information on Conservation of Energy required under Section 217(I)(e) of the Companies Act, 1956 read with Rule 2 of the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 is provided in page 3 of the annual report.

FOREIGN EXCHANGE EARNING AND OUTGOINGS

There is no foreign exchange earnings and outgoings during the year.

DIRECTOR'S RESPONSIBILITY STATEMENT:

Your directors state that the audited accounts containing financial statement for 2010-11 are in full conformity with the requirements of the Companies Act and are audited by its statutory auditors. Your directors further state that: -

- a. In the preparation of the annual accounts, the applicable accounting standards have been followed:
- b. The appropriate accounting policies have been selected and applied consistently and judgements

and estimates that are reasonable and prudent have been made so as to give a true and fair view of the state of affairs of the company as at March 31, 2011.

- c The proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act.1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities: and
- d The annual accounts have been prepared on a going concern basis.

INDUSTRIAL RELATIONS

The relations with employees at all levels have been cordial throughout the year. The Company has no employee drawing remuneration above the limit mentioned 217(2A) of the Companies Act, 1956 and accordingly no statement is annexed.

CORPORATE GOVERNANCE:

As per clause 49 of the Listing Agreement with the Stock Exchanges, a separate section on Corporate Governance together with a certificate from the Company's Auditors confirming compliance thereto is set out in the Annexure forming part of this report.

Your management has taken appropriate steps to ensure that all mandatory provisions of Corporate Governance as prescribed under the amended listing Agreement with the Stock Exchanges are complied with.

APPRECIATION

Your Board appreciates the commitment and contribution made by all its employees and support given by its shareholders, distributors, suppliers, bankers and all other business associates during the year.

Your involvement as shareholders is greatly valued. Your Directors look forward to your continuing support.

By Order of the Board,

Sd/-

Date	:	12.08.2011	Bimla Devi Jindal
Place	:	Sri Ganganagar	Managing Director

ANNEXURE TO THE DIRECTORS' REPORT

TECHNOLOGY ABSORPTION AND RESEARCH AND DEVELOPMENT

Company's own in house development and analytical lab continuosly works on upgradation and modification of the present products to meet the requirements of the international market. Apart from this, no new technology was absorbed or adopted by the company during the year.

A. Conservation of Energy:-

As a part of ongoing energy saving programme your company has engaged an efficient team to examine



the possibility of energy conservation at all operation levels, especially on higher load machines. Sincere efforts are being made to improve the power factor and reduce the overall energy consumption.

The company has taken the following steps towards energy conservation:-

- (1) Frequent checking of the capacitors.
- (2) Replacement of high power factor electric motors.
- (3) Timely greasing of the bearings of all the heavy machines.
- (4) Installation of servo stabilizer to boost the voltage.

By Order of the Board,

Sd/-

Date : 12.08.2011Bimla Devi JindalPlace : Sri GanganagarManaging Director

CORPORATE GOVERNANCE

Company's philosophy on code of Corporate Governance

The Company's Philosophy on Code of Corporate Governance as adopted by the company is as under:

- Ensure that the quantity, quality and frequency of financial and managerial information, which management shares with the Board, fully places the board members in control of the company affairs;
- ensure that the Board exercise its fiduciary responsibilities towards shareholders and creditors, thereby ensuring high accountability;
- ensure that decision-making is transparent and documentary evidence is traceable through the minutes of the meetings of the Board/Committee thereof;
- the board, the employees and all concerned are fully committed towards maximizing long-term value to the shareholders and the company;
- ensure that the core values of the company are protected, and;
- ensure that the company upgrades itself from time to time to be at par with any other world class company in Guar Gum Polymers (GGP) Sector.

1. Board of Directors: -

a. Composition

As on the year ended 31st March 2011, the Board of Director consists of 6 members including 3 independent directors.

b. Attendance of each director upto 31st March, 2011 at the Board meetings and at last Annual General Meeting:

Name of the Director	Category	Attendance Particulars		
		Board meetings	Last AGM	
Mrs. Bimla Devi Jindal	Managing Director	12	Yes	
Mr.B.D.Agarwal	Director	10	Yes	
Mr. Megh Raj Jindal	Director	10	Yes	
Mr. Ravi Sharma	Independent Director	6	Yes	
Mr. Mahesh Batra	Independent Director	7	Yes	
Mr. Rakesh Jindal	Independent Director	6	No	

- c. None of the directors of the company holds membership of more then 10 board committees or hold chairmanship of more then 5 board committees.
- d. The company has held 12 Board Meetings during the year. The meetings were held on 05.04.2010, 28.05.2010, 08.06.2010, 29.06.2010, 14.08.2010, 30.08.2010, 30.09.2010, 14.11.2010, 29.12.2010, 03.02.2011, 14.02.2011 and 31.03.2011.
- e. No payments were made during the year to Non Executive Directors towards sitting fees.

2. Share transfer and Investors Grievance Committee:-

The Company has constituted the Share transfer and Investors grievance committee comprising of Shri Mahesh Batra, Smt. Bimla Devi Jindal & Ravi Sharma.

- (a) Name of the Non-Executive Director heading the Committee: Sh. Mahesh Batra
- (b) Name and Designation of Compliance officer: Smt. Ruta Desai (Company Secretary)

3. The company's shares are traded in dematrialised form at all Stock Exchanges where it is listed. To expedite the transfer in physical mode, share transfer committee has been delegated with necessary powers.

4. Audit Committee:-

The Audit committee comprises of three directors viz. Sh. Ravi Sharma, Mahesh Batra and Smt. Bimla Devi Jindal.

The constitution of Audit committee also meets with the requirements under Section 292 A of the companies Act, 1956.

The terms of reference stipulated by the Board to the Audit committee are, as contained under Clause 49 of the listing Agreement, as follows:

- (a) To investigate any activity within its terms of reference.
- (b) To seek information from any employee.
- (c) To obtain outside legal or other professional advice.
- (d) To secure attendance of outsiders with relevant expertise, if it considers necessary.
- (e) Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- (f) Recommending the appointment and removal of external auditor and fixation of audit fee.

- (g) Reviewing with management the annual financial statements before submission to the Board, focusing primarily on:
 - 1. Any change in accounting policies and practices.
 - 2. Major accounting entries based on exercise of prudence judgment by Management.

During the year, the Committee has met four times. The meetings were held on 28th May 2010, 14th July 2010, 14th November 2010 and 14th February 2011.All the committee members were present at all the meetings.

5. Remuneration Committee

The Remuneration of the directors is decided by the board of directors subject to the shareholders' approval, therefore the company has not constituted remuneration committee.

The remuneration given to Managing Director and Executive director in the f.y.2010-11 is as under:

Name Designation Total Remuneration

Mrs. Bimla Devi Jindal Managing Director NIL

6. General Body Meetings

The last three Annual General Meetings of the company were held as under:

Year	Location	Date	Time
2007-2008	Hisar Road, Siwani	12th Aug., 2008	10.00 a.m.
2008-2009	Hisar Road, Siwani	30th Sept., 2009	01.00 p.m.
2009-2010	Hisar Road, Siwani	28th Sept., 2010	01.00 p.m.

7. Means of Communication

- (a) Half-Yearly results: As the results of the company are published in the Newspapers.
- (b) Quarterly results: Quarterly results are published in Western Times, English and Gujarati edition and Financial Express.
- (c) Website: www. vikasgranaries.in
- (d) Shareholder's information section forms part of the Annual Report.
- (e) There is no separate annexure in addition to Directors' report on Management's discussion and Analysis except incorporated in the Directors report itself.
- No banker or Financial Institutions have direct or indirect role in appointment of the Directors of the Company.

9. Disclosures

- (a) Disclosures on 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 interests of the company at large.- None
- (b) Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchanges or SEBI, on any matter related to capital markets, during the last three years: - None

10. A separated section on Corporate Governance forms part of the Annual Report and a Certificate from Statutory Auditors confirming the compliance of the conditions, forms the part of this report.

11. General Share holders' Information

1.	Annual General Meeting	
	Date And Time :	30th September , 2011 at 01.00 p.m
	Venue :	Hisar Road, Siwani (Harayana)
2.	Book closure date :	17th Sept., 2011 to 25th Sept., 2011
3.	Dividend payment date :	N.A
4.	Registered Office :	Hisar Road, Siwani (Harayana)
5.	a. Equity shares Listed : on stock Exchanges at	1.The Stock Exchange, Mumbai, (Code No. 531518)
	:	2. The Jaipur Stock Exchange, Jaipur (code No. 767)
	b. Demat ISIN Numbers : in NSDL & CDSL	ISIN 767B01014

6. Stock Market Date on BSE (in Rs. / per Share):

	Apr. 10	May 10	Jun. 10	July 10	Aug. 10	Sept 10	Oct 10	Nov. 10	Dec. 10	Jan. 11	Feb. 11	Mar. 11
High	37.85	35.00	31.00	30.00	33.10	28.95	27.80	28.30	22.50	25.25	19.00	20.20
Low	27.55	27.00	26.65	26.25	26.00	23.10	23.40	18.60	18.00	17.45	16.40	15.50

- Registrar and Transfer Agents
 Link Intime India Pvt. Limited.
 A-40, 2nd Floor, Naraina Industrial Area,
 Phase II, Near Batra Banquet Hall,
 New Delhi 110028
- 8. Distribution of shareholding Pattern as on 31st March 2011

S.No.	No. of Equity Sha	are holders	No. of	% of Share
	Shares held	Nos.	Shares	holding
1	Upto-5000	4762	9246180	5.103
2	5001-10000	668	5723480	3.159
3	10001-20000	387	6108270	3.371
4	20001-30000	169	4386230	2.421
5	30001-40000	67	2373900	1.31
6	40001-50000	77	3661070	2.021
7	50001-100000	86	6310030	3.483
8	100001 & above	100	143365840	79.131
	TOTAL	6316	181175000	99.999

Shareholding pattern as on 31st March 2011

Category	Nos. of shares held	% to Total
Promoters	99000	5.64433
Financial Institutions /		
Nationalized Banks & Mutual Fund	0.00	0.00
Non-Resident Individuals/OCBs/Fl	l's	306257
1.690393		
Bodies Corporate	1077648	5.948105
Resident Individuals	15743595	86.89717
TOTAL	18117500	100

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- 9. Dematerialisation of Share: Approximately 95.00% of the equity shares have been dematerialized upto 30th June 2010.
- 10. Outstanding GDRs/ ADRs/ Warrants or any convertible : The company has not issued any GDRs/ ADRs/Warrants instruments, conversion date and likely impact on equity of any convertible instrument.
- 11. Buy Back of shares : The Company has no plan to buyback its equity shares.
- 12. Plant location : 229, G.I.D.C., Chandisar (B.K.) 385510. Gujarat
- 13. Address for Correspondence : Hisar Road ,Siwani (Harayana)
- 14. Certification under Clause 49 (I) (D) of the Listing Agreement

All the Board Members and Senior Management personnel have affirmed compliance with the Codes of Conduct for Vikas Granaries Limited for the financial year ended 31st March, 2011.

For VIKAS GRANARIES LIMITED

	Sd/-
Date : 12.08.2011	(Bimla Devi Jindal)
Place : Sri Ganganagar	Managing Director

15. Statement of Disclosure by Audit Committee to the Shareholders

To,

The Shareholders of Vikas Granaries Limited

In terms of Clause 49 of the Listing Agreement regarding Corporate Governance, we the members of the Audit Committee disclose in respect of the Financial Year 2010-2011 that:

- 1) the Audit Committee has reviewed the Audited Financial Statement of the Company and held discussion on the quality of the accounting principles as applied and significant judgments affecting Company's financial statements;
- the Audit Committee has discussed the quality of those principles as applied and judgments referred on (1) above under the circumstances;
- 3) the Chairman of the Audit Committee and its members after initial discussion amongst themselves, invited the Chairman and Executive Directors of the Company along with the Internal Auditor to discuss

the various issues related to Audited Financial Statements of the Company. The Members of the Audit Committee discussed with the Management on the various issues pertaining to the Audited Financial Statements;

4) the Audit Committee, in reliance on the review and discussion conducted with Management in (1), (2) and (3) above, believed that the Company's financial statements are fairly presented in conformity with the generally accepted accounting principles in all material respects.

> For and on Behalf of Audit Committee of For VIKAS GRANARIES LIMITED

			Sd/-
Date	:	12.08.2011	Ravi Sharma
Place	:	Sri Ganganagar	Chairman, Audit Committee

AUDITOR'S CERTIFICATE

To The Members of VIKAS GRANARIES LIMITED

We have examined the report of Corporate Governance presented by the Board of Directors of VIKAS GRANARIES LIMITED for the year ended on 31st March, 2011 as stipulated in clause 49 of the listing agreement of the company with the 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 according to the information and explanations given to us, the Company has complied with the conditions of corporate governance, to the extent applicable and as stipulated in the aforesaid listing agreement.

We state that no investor grievance is pending for a period exceeding one month against the company as per records maintained by the Shareholders' Grievance Committee.

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

> For **S. Prakash Aggarwal & Co** Chartered Accountants

			047
Place	:	Sriganganagar	Proprietor
Date	:	12.08.2011	Membership No.74813

Sd/-



Regd. Office: RAILWAY ROAD, SIWANI, HARYANA - 127 046

Corporate Office: B-86/87, Udyog Vihar RIICO Industrial Area, Sri Ganganagar (Rajasthan) Tel: 0154-2494319, Fax: 0154-2494361, Email:ravinderkguptacs@vikaswspltd.in

12th August 2011

Sub: Green Initiative in the Corporate Governance

Dear Shareholder,

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circular no. 17/2011 dated 21.04.2011 and circular no. 18/2011 dated 29.04.2011 allowing service of documents to shareholders through electronic mode by the Companies.

Your Company also proposes to send documents like the Notice of Annual General Meeting, Audited Financial Statements, Directors' Report, Auditors' Report etc. for the year ended March 31, 2011 and onwards, in the electronic mode, to the email address provided by you and made available to us by the Depositories.

In view of above, shareholders are requested to register their e-mail address with the Company by sending a request on or before 31st August 2011 either to the registered office of the Company or at e-mail address office@vikasgranaries.in quoting full details of your DP ID, Client ID and name of first/sole holder or with the concerned depository. You are also requested to keep your email address updated with the Company or concerned depository from time to time. Any shareholder who has not registered e-mail address, the service of documents will be affected by modes of service as provided under section 53 of the Companies Act, 1956.

In case you wish to continue receiving the above documents in physical form, please inform us on or before 31st Aug 2011 by sending your request either to the registered office of the Company or at e-mail address office@vikasgranaries.in quoting full details of your DP ID, Client ID and name of first/sole holder.

Please note that you will be entitled to be furnished, free of cost, with a copy of the Balance Sheet of the Company and all other documents required by Law to be attached thereto including Profit and Loss Account and Auditors' Report etc. in physical form, upon receipt of a requisition, any time, from you as a Member of the Company. This request for a physical copy may please be sent either to the registered office of the company or at the email id office@vikasgranaries.in, quoting full details of your Folio No./DP ID, Client ID and name of first/sole holder.

The above referred documents will also be available on the website of the Company at www.vikasgranaries.in from time to time. The copies of the documents as required under section 219 of the Companies Act, 1956 will also be available for inspection at the registered office of the Company during office hours.

We are sure, that you would appreciate this initiative of Ministry of Corporate Affairs and will whole-heartedly support the same.

Thanking you,

Yours faithfully, For Vikas Granaries Limited Sd/-(Sonia Sehgal) Company Secretary)



Auditor' Report

То

The Members of Vikas Granaries Limited (formerly known as Adarsh Derivatives Limited)

- 1. We have audited the attached Balance Sheet of Vikas Granaries Limited, (the 'Company') as at March 31, 2011, and also the Profit and Loss Account and the Cash Flow Statement for the year ended on that date annexed thereto (collectively referred as the 'financial statements'). 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 the 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.
- As required by the Companies (Auditor's Report) Order, 2003 (the 'Order') (as amended), issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956 (the 'Act'), we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the order
- 4. Further to our comments in the Annexure referred to above, we report that:
 - 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;
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books
 - c. The financial statements dealt with by this report are in agreement with the books of account;
 - d. On the basis of written representations received from the directors, as on March 31, 2011 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on March 31, 2011 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act;

- e. In our opinion and to the best of our information and according to the explanations given to us, the financial statements dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Act and the Rules framed there under and give the information required by the Act, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, in the case of:
 - i) the Balance Sheet, of the state of affairs of the Company as at March 31, 2011;
 - ii) the Profit and Loss Account, of the profit for the year ended on that date; and
 - iii) the Cash Flow Statement, of the cash flows for the year ended on that date;

for **S. Prakash Aggarwal & Co** Chartered Accountants Sd/by S.P. Aggarwal Place : Sriganganagar Date : May 30, 2011 Membership No. 74813

Annexure to the Auditors' report of the even date to the members of Vikas Granaries Limited on the financial statements for the year ended March 31, 2011

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, we report that

- (i) a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b) A significant portion of the fixed assets has been physically verified & certified by the management during the year. In our opinion, the frequency of verification of the fixed assets is reasonable having regards to the size of the Company and nature of its assets. The material discrepancies noticed have been properly dealt with in the books of account.
 - c) In our opinion, a substantial part of fixed assets have not been disposed off during the year.
- (ii) a) The inventory has been physically verified and certified during the year by the management. 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 the nature of its business.

- c) The Company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification.
- (iii) The Company has not granted any loan, secured or unsecured to companies, firms or other parties covered in the register maintained under section 301 of the Act. Accordingly, the provisions of clauses 4(iii)(b) to (d) of the Order are not applicable.
- (iv) In our opinion, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods. The Company is not providing any services.
- (v) (a) In our opinion, the particulars of all contracts or arrangements that need to be entered into the register maintained under section 301 of the Act have been so entered.
 - (b) In our opinion, the transactions made in pursuance of such contracts or arrangements and exceeding the value of rupees five lakhs in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
- (vi) The Company has not accepted any deposits from the public within the meaning of sections 58A and 58AA of the Act and the Companies (Acceptance of Deposits) Rules, 1975. Accordingly, the provisions of clause 4(vi) of the Order are not applicable.
- (vii) The Company has an internal audit system, commensurate with the size of the company and the nature of its business with regard to purchase of inventory, fixed assets and for sale of goods. We have not observed any continuing failure to correct major weakness in internal control during the course of audit.
- (viii) To the best of our knowledge and belief, the Central Government has not prescribed maintenance of cost records under clause (d) of sub-section (1) of section 209 of the Act, in respect of Company's products. Accordingly, the provisions of clause 4(viii) of the Order are not applicable.
- (ix) Undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service-tax, custom duty, excise duty, cess and other material statutory dues, as applicable, have been regularly deposited with the appropriate authorities. No undisputed amounts payable in respect thereof were outstanding at the year end for a period of more than six months from the date they became payable.
- (x) In our opinion, the Company has no accumulated losses at the end of the financial year and it has not

incurred cash losses in the current and the immediately preceding financial year.

- (xi) In our opinion, the Company has not defaulted in repayment of dues to a bank or financial institution. There are no debenture holders.
- (xii) The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities. Accordingly, the provisions of clause 4(xii) of the Order are not applicable.
- (xiii) In our opinion, the Company is not a chit fund or a nidhi/ mutual benefit fund/ society. Accordingly, the provisions of clause 4(xiii) of the Order are not applicable.
- (xiv) In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Order are not applicable.
- (xv) The Company has not given any guarantees for loans taken by others from banks or financial institutions. Accordingly, the provisions of clause 4(xv) of the Order are not applicable.
- (xvi) The Company did not have any terms loans outstanding during the year. Accordingly, the provisions of clause 4(xvi) of the Order are not applicable.
- (xvii) In our opinion, no funds raised on short-term basis have been used for long-term investment.
- (xviii) The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act. In our opinion, the price at which shares have been issued is not prejudicial to the interest of the Compnay.
- (xix) The Company has neither issued nor had any outstanding debentures during the year. Accordingly, the provisions of clause 4(xix) of the Order are not applicable.
- (xx) The Company has not raised any money by public issues during the year. Accordingly, the provisions of clause 4(xx) of the Order are not applicable.
- (xxi) No fraud on or by the Company has been noticed or reported during the period covered by our audit.

Place : Sriganganagar

Date : May 30, 2011

for **S. Prakash Aggarwal & Co** Chartered Accountants Sd/by S.P. Aggarwal Proprietor Membership No. 74813



VIKAS GRANARIES LIMITED Balance Sheet as at March 31, 2011

	Schedule		March 31, 2011 Rs.		March 31, 2010 Rs.
SOURCE OF FUNDS					
Shareholder's Fund:			805,588,281		600,502,446
Share capital	1	181,175,000		181,175,000	
Reserves and surplus	2	624,413,281		419,327,446	
Loan funds:			1,243,505,808		1,202,493,151
Secured loan	3	143,505,808		102,493,151	
Unsecured loans	4	1,100,000,000		1,100,000,000	
Deferred tax liability:			39,421,635		25,317,655
Deferred tax liability (net)	5	39,421,635		25,317,655	
TOTAL:			2,088,515,724		1,828,313,252
APPLICATIONS OF FUNDS					
Fixed Assets:	6		1,698,574,683		1,559,505,658
Gross block		1,026,873,007		1,017,605,121	
Less: Depreciation		(179,082,742)		(107,244,729)	
			847,790,265		910,360,392
Capital work in progress			850,784,418		649,145,266
Investments:	7		13,384		13,384
Current Assets Loans & Advances:			389,687,657		268,314,210
Inventories	8	188,421,485		124,400,522	
Sundry debtors	9	175,249,471		125,968,531	
Cash and bank balances	10	29,000,327		19,682,095	
Other current assets	11	1,705,213		2,545,600	
		394,376,495		272,596,748	
Less : Current liabilities & Provisions	5				
Liabilities	12	4,010,662		2,580,796	
Provisions	12	678,176		1,701,742	
			4,688,838		4,282,538
Miscellaneous expenditure	13		240,000		480,000
(to the extent not written off)					
TOTAL			2,088,515,724		1,828,313,252
Significant accounting policies	21				
Notes to the financial statements	22				

The schedules referred to above form an integral part of the financial statements.

	For and on behalf	of the board of directors
Sd/-	Sd/-	Sd/-
Bimla Devi Jindal	B.D. Agarwal	Sonia Sehgal
Managing Director	Director	Company Secretary

For **S. Prakash Aggarwal & Co** Chartered Accountants

Sd/-(S.P. Aggarwal) Proprietor Membership number: 74813

Place : Sri Ganganagar Dated : May 30, 2011

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VIKAS GRANARIES LIMITED Profit and Loss Account for the period ended March 31, 2011

	Schedule	March 31, 2011	March 31, 2010
		Rs.	Rs.
INCOME			
Sales	14	1,328,016,717	1,159,241,163
Other income	15	-	116,805
Increase / (Decrease In Stock)	16	7,171,013	6,170,858
		1,335,187,730	1,165,528,826
EXPENDITURE			
Raw material consumed	17	872,623,796	708,668,420
Manufacturing overheads	18	54,652,606	41,317,885
Administrative expenses	19	4,557,681	2,463,473
Financial charges	20	19,726,960	11,703,238
Depreciation	6	71,838,013	71,524,007
Miscellaneous expenses written off		240,000	240,000
		1,023,639,056	835,917,023
Net Profit Before Tax		311,548,673	329,611,803
Provision For Tax			
- Current tax		90,611,428	89,084,691
- MAT Credit		1,747,430	-
- Deferred tax		14,103,980	22,936,081
Net Profit After Tax		205,085,836	217,591,031
Balance brought forward		285,497,602	67,906,571
Balance carried forward		490,583,437	285,497,602
Earning per share (basic and diluted)		11.32	12.01
Significant accounting policies	21		
Notes to the financial statements	22		

-/-Bimla Devi Jindal **Managing Director** For and on behalf of the board of directorsSd/-Sd/-B.D. AgarwalSonia SehgalDirectorCompanySecretary

For **S. Prakash Aggarwal & Co** Chartered Accountants

-/Sd/-(S.P. Aggarwal) Proprietor Membership number: 74813

Place : Sri Ganganagar Dated : May 30, 2011 10



Schedules forming part of the financial statements as at March 31, 2011

	Current Year	Previous Year
	2010-11	2009-10
SCHEDULE:1		
Authorised Capital		
60,000,000 Equity shares of Rs. 10 each	600,000,000	600,000,000
Issued , Subscribed & paid up capital		
18,117,500 Equity shares of Rs.10 each	181,175,000	181,175,000
fully paid up		
	181,175,000	181,175,000
SCHEDULE: 2		
Reserves and Surplus		
Subsidy	179,844	179,844
Securities premium	133,650,000	133,650,000
Profit and loss account	490,583,437	285,497,602
	624,413,281	419,327,446
SCHEDULE : 3		
Secured loans		
- Loan from financial institution	109,105,581	102,493,151
- Loan from bank	34,400,227	-
	143,505,808	102,493,151
SCHEDULE: 4		
Unsecured loans		
- Loan from directors	1,100,000,000	1,100,000,000
	1,100,000,000	1,100,000,000
SCHEDULE: 5		
Deferred tax liability (net)	39,421,635	25,317,655
	39,421,635	25,317,655
SCHEDULE : 7		
Investments		
National Saving Certificate	13,384	13,384
	13,384	13,384
SCHEDULE : 8		
Inventories		
Finished goods	26,883,758	19,712,745
Raw material	160,304,305	104,021,730
Packing materials	819,828	582,793
Consumables	413,594	83,254
	188,421,485	124,400,522
SCHEDULE : 9		
Sundry Debtors : (Unsecured , considered good , unless stated otherwise)		
Outstanding for a period exceeding six months	938,523	938,523
Outstanding less than six months	174,310,948	125,030,008
000	175,249,471	125,968,531
		11

VIKAS GRANARIES LIMITED Schedules forming part of the financial statements as at March 31, 2011

Particulars		Gross block	ck			Accumulated depreciation	reciation		Net block	lock
	31.03.2010	Addition	Sales/	31.03.2011	Up To	During The		Up to 31.03.2011	As On	As On
			Ifd.		31.03.2010	Year	/Ifd.		31.03.2010	31.03.2011
Vehicles	1,884,911	I	-	1,884,911	1,505,708	179,067	-	1,684,775	379,203	200,136
Furniture	577,668	I	-	577,668	484,943	36,566	-	521,509	92,725	56,159
Office Equipment	785,748	I	'	785,748	375,694	37,323	'	413,017	410,054	372,731
Plant & Machinery	954,779,124	1,989,742	'	956,768,866	99,047,151	70,924,354	'	169,971,505	855,731,973	786,797,361
Land	46,683,897	3,477,926	-	50,161,823	I	1	-	I	46,683,897	50,161,823
Office Building	246,300	I	'	246,300	57,209	4,015	'	61,224	189,091	185,076
Building	12,647,473	3,800,218	-	16,447,691	5,774,023	656,688	-	6,430,712	6,873,450	10,016,979
Total	1,017,605,121	9,267,886	'	1,026,873,007	107,244,729	71,838,013	I	179,082,742	910,360,392	847,790,265





Schedules forming part of the financial statements as at March 31, 2011

	Current Year	Previous Year
	2010-11	2009-10
SCHEDULE:10		
Cash and Bank Balances		
Cash in hand	144,539	203,076
Foreign exchange in hand	-	131,400
Bank balance in current accounts	28,855,788	19,347,619
	29,000,327	19,682,095
SCHEDULE : 11		
Current Assets		
MAT Credit	-	1,747,430
Income tax refundable	426,234	37,662
Excise duty refundable	271,349	-
Other current assets	249,330	2,208
Security With GSEB	758,300	758,300
	1,705,213	2,545,600
SCHEDULE : 12		
Current Liabilities		
Sundry creditors	3,641,330	2,174,949
Tax deducted at source	10,052	35,981
Provision for Income Tax	-	1,584,691
Provision for expenses	678,176	117,051
Salary payable	359,280	369,866
	4,688,838	4,282,538
SCHEDULE : 13		
Miscellaneous expenditure		
Fee paid to registrar of companies	240,000	480,000
	240,000	480,000
SCHEDULE: 14		
Sales		
Guar Gum Powder & Splits	1,328,016,717	1,159,241,163
-	1,328,016,717	1,159,241,163
SCHEDULE: 15		
Other Income		
Scrap sales	-	116,805
-		116,805



Schedules forming part of the financial statements as at March 31, 2011

	Current Year	Previous Year
	2010-11	2009-10
SCHEDULE : 16		
Increase / Decrease in stock	26 002 750	10 710 745
Closing stock of finished goods Less : Opening stock of finished goods	26,883,758 (19,712,745)	19,712,745 (13,541,887)
Less . Opening stock of musiled goods	7,171,013	6,170,858
SCHEDULE: 17		0,170,000
Raw Material Consumed		
Opening stock of raw material	104,021,730	34,652,418
Raw material purchase	928,906,371	778,037,732
Less : Closing stock	(160,304,305)	(104,021,730)
0	872,623,796	708,668,420
SCHEDULE: 18		
Manufacturing overheads		
Chemicals	516,921	334,950
Contribution to provident fund	22,118	17,028
Freight Inward & Outward	17,047,596	13,878,378
Grading & Sorting expenses	5,853,830	3,671,268
Packing Material	4,231,604	2,880,687
Power & Fuel	21,913,047	17,419,612
Repair & Maintenance	474,594	339,035
Stores & Spares Consumed	523,506	109,970
Wages, Salaries & allowances	4,069,390	2,666,957
	54,652,606	41,317,885
SCHEDULE: 19		
Administrative expenses	172 514	176 010
Advertisement expenses	173,514	176,919
Corporate expenses	2,372,545	1,075,870
Insurance expenses Legal & Professional Charges	421,697 52,520	128,726 110,605
Motor Car expenses	119,935	231,690
Handling Charges	433,786	76,854
Laboratory expenses	88,661	74,256
Office expenses	250,119	218,796
Rates & Taxes	106,265	12,080
Remuneration to Auditors	50,000	50,000
Telephone, Postage & Stationary	238,937	172,159
Travelling expenses	175,282	69,278
Vehicle running expenses	74,420	66,240
	4,557,681	2,463,473
SCHEDULE: 20		
Financial Charges		
Bank Charges	735,858	1,344,430
Interest	18,991,102	10,358,807
	19,726,960	11,703,238
14		



Schedules forming part of the financial statements as at March 31, 2011

Schedule: 21

Significant accounting policies

1) Basis of preparation of financial statements

The financial statements of Vikas Granaries Limited ("the Company") have been prepared to comply with the Accounting Standards referred to in the Companies (Accounting standards) Rule 2006 issued by the Central Government in exercise of the power conferred under sub-section (I) (a) of section 642 and the relevant provisions of the Companies Act, 1956 (the 'Act'). The financial statements have been prepared under the historical cost convention on accrual basis.

2) Use of estimates

In preparing the Company's financial statements in conformity with the accounting principles generally accepted in India, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period; actual results could differ from those estimates. Any revision to accounting estimates is recognized prospectively in the current and future periods

3) Fixed Assets

- i. Fixed Assets are stated at cost less accumulated depreciation and impairment losses if any.
- ii. Cost comprises the purchase price and any attributable costs of bringing the asset to its working condition for its intended use.
- iii. When an asset is scrapped or otherwise disposed off, the cost and related depreciation are removed from the books of account and resultant profit (including capital profit) or loss, if any, is reflected in the Profit and Loss account.
- iv. Self fabricated fixed assets include material cost and appropriate share of attributable expenses.

4) Depreciation:

Depreciation on all assets of the company has been provided on straight line basis at the rates specified in Schedule XIV to the Act.

5) Employee benefits:

i. Provident fund

The Company makes contribution to statutory provident fund in accordance with Employees' Provident Fund and Miscellaneous Provisions Act, 1952. The plan is a defined contribution plan and contribution paid or payable is recognized as an expense in the period in which services are rendered by the employee.

ii. Other short term benefits

Expenses in respect of other short term benefits including performance bonus is recognized on the basis of amount paid or payable for the period during which services are rendered by the employee.

6) Taxation

Tax expense comprises current taxes, deferred taxes and fringe benefit taxes.

Provision for current taxation is ascertained on the basis of the assessable profits computed in accordance with the provisions of the Income-tax Act, 1961.

Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets relating to timing

differences are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

7) Contingent liabilities and provisions

Depending upon the facts of each case and after due evaluation of legal aspects, claims against the Company not acknowledged as debts are treated as contingent liabilities. The Company makes a provision when there is a present obligation as a result of a past event where the outflow of economic resources is probable and a reliable estimate of the amount of obligation can be made. Possible future or present obligations that may but will probably not require outflow of resources or where the same cannot be reliably estimated, has been made as a contingent libility in the fianacial statements.

8) Earnings per share

Basic earning per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events of bonus issue and share split.

9) Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

Sale of goods

Revenue from sale of goods is recognized when the significant risks and rewards of ownership of the goods are transferred to the customer. In case of export sales, revenue is recognized after shipment.

Interest

Revenue is recognised on a time proportion basis taking into account the amount outstanding and the applicable rate of interest.

10) Inventories

Inventories are valued as follows:

Raw materials, stores and spares and packaging materials	Lower of cost and net realizable value. Cost is determined on a weighted average basis.Lower of cost and net realizable value. Cost is determined on a weighted average basis
Work in progress and finished goods	Lower of cost and net realizable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity. Cost of finished goods includes excise duty.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and to make the sale.

11) Impairment of assets

The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the profit and loss account. If at the balance sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost.

12) Miscellaneous expenditure

Fee paid to Registrar of companies for the increase in authorized capital will be amortized over a period of five years.



Schedules forming part of the financial statements as at March 31, 2011

Schedule: 22

Notes to the financial statements

- 1. Vikas Granaries Limited was incorporated in the year 1994. The shares of the Company were listed on Bombay Stock Exchange Limited ("the stock exchange") and other stock exchanges in India in 1996. The Company is an agro based industry manufacturer of Guar Gum Powder and its derivatives.
- 2. The Company is engaged in the business of manufacturing of guar gum and its derivatives which as per Accounting Standard 17 on "Segment Reporting" is considered to be the only reportable business segment.
- 3. Information pursuant to paragraph 3, 4C & 4D of part II of Schedule VI of the Companies Act, 1956.

(a) Licensed capacity and installed capacity:

Quantitative details	March 31, 2011	March 31, 2010
	Metric tones	Metric tones
	per annum	per annum
Licensed and installed capacity per annum	20,000	20,000
- Guar Gum Powder		

1. As certified by management and relied upon by the Auditors, being a technical matter.

(b) Particulars of raw material consumed, sales and stock of finished goods

Quantitative details	March 31, 2011		March 31, 2010	
	Quantity in MT	Amount (Rs. In lacs)	Quantity in MT	Amount (Rs. In lacs)
Raw material consumed				
- Guar split and others	15,964.36	8,606.12	16,144.60	7,086.68
Finished Goods (Guar Gum Powder/Refined Guar Gum)				
Opening stock	423.93	197.13	300.29	135.42
Production/Purchase	16,129.26	-	16,144.60	-
Sales	16,084.90	13,280.17	16,020.96	11,592.41
Closing stock	468.29	268.84	423.93	197.13

(c) Net value of imported and indigenous material consumed and percentage thereof:

		March 31, 2011		March 31, 2010	
		Percentage	Value	Percentage	Value
			(Rs. In lacs)		(Rs. In lacs)
i)	Raw material				
	Indigenous	100%	8,606.12	100%	7,086.68
ii)	Stores and spare parts				
	Indigenous	100%	5.24	100%	1.17
	Imported	-	-	-	-

4. Information required as per the Micro, Small and Medium Enterprises Development Act, 2006

The Company has requested its vendors to confirm their status under Micro, Small and Medium Enterprises Development Act, 2006. Based on the confirmations received, there are no amounts due to any micro or small enterprise under the MSMED Act, 2006.

5. Commitments and contingent liabilities

Firm capital commitments

Estimated amount of contracts remaining to be executed on capital account Rs 12.09 lacs (Previous year Rs. 117.54 lacs).

6. Previous year figures have been regrouped or recast wherever necessary to make them comparable with those of the current year.

Sd/-Bimla Devi Jindal **Managing Director** Sd/-B.D. Agarwal **Director** Sd/-Sonia Sehgal **Company Secretary**

Place : Sri Ganganagar Dated : May 30, 2011



VIKAS GRANARIES LIMITED CASH FLOW STATEMENT FOR YEAR ENDED 31st MARCH, 2011

71,524,007 240,000 11,703,238 (80,044,345) (75,701,895) (33,151,188) 81,592	329,611,803 <u>83,467,245</u> 413,079,048 (188,815,836)
240,000 11,703,238 (80,044,345) (75,701,895) (33,151,188)	83,467,245 413,079,048
240,000 11,703,238 (80,044,345) (75,701,895) (33,151,188)	413,079,048
240,000 11,703,238 (80,044,345) (75,701,895) (33,151,188)	413,079,048
11,703,238 (80,044,345) (75,701,895) (33,151,188)	413,079,048
(80,044,345) (75,701,895) (33,151,188)	413,079,048
(75,701,895) (33,151,188)	413,079,048
(75,701,895) (33,151,188)	
(75,701,895) (33,151,188)	(188,815,836)
(75,701,895) (33,151,188)	(188,815,836)
· · · ·	(188,815,836)
81,592	(188,815,836)
	(188,815,836)
	224,263,212
	(89,084,691)
	-
	135,178,521
	155,176,521
	(217,321,256)
	-
	(217,321,256)
	102,493,151
	(11,703,238)
	90,789,913
	8,647,178
	11,034,917
	19,682,095
	8,647,178
	behalf of the b

Sd/-Bimla Devi Jindal **Managing Director** For and on behalf of the board of directorsSd/-Sd/-B.D. AgarwalSonia SehgalDirectorCompanySecretary

For **S. Prakash Aggarwal & Co** Chartered Accountants

-/Sd (S.P. Aggarwal) Proprietor Membership number: 74813

Place : Sri Ganganagar Dated : 30th May, 2011



PART - IV

Balance Sheet Abstract and Company's General Business Profile

Registration Details

I.	Registration No.	36433			State Code	05	
		31 -	3 -	2011			
		Date	Month	Year			
п		Noor (A		Do Th	(1		
II.	Capital Raised during the			1 KS. 1 NO		NIII	
		- NIL			Rights Issue	- NIL -	
	Bonus Issue	- NIL	-		Private Placement	- NIL -	
III.	Position of Mobilisation and Development of Funds						
	(Amount in Rs. Thousand))					
	Total Liabilities					Total Assets	
	2088515					2088515	
Sourc	e of Funds						
	Paid-up Capital					Reserves & Surplus	
	181175					624413	
	Unsecured Loan					Deferred Tax Liability	
	1100000					39421	
Appli	cation of Funds						
	Net Fixed Assets					Investment	
	1698505					13	
	Net Current Assets					Misc. Expenditure	
	389687					240	
IV.	Performance of Company	(Amoui	nt in Rs. T	Thousan	ds)		
	Turnover [Including Other	Income	2]			Total Expenditure	
	1328016					1023639	
	Profit/Loss Before T	'ax				Profit/Loss After Tax	
	311548					205085	
	Earning Per Share in	Rs.				Dividend rate %	
	11.32					NIL	
V.	Generic Names of Principa	al Produ	act of the	Compa	ny		
	Product				Item Code No.(ITC C	ode)	
	GUAR GUM TREATED &	PULVE	RISED		13023203		
	GUAR GUM REFIND SPLI	ΙT			13023202		
	CATTLEFEED				23099009		