



# Ruchi Infrastructure Limited

29th Annual Report | 2012-13



# RUCHI INFRASTRUCTURE LIMITED

## ANNUAL REPORT 2012-2013

### Board of Directors

Dinesh Shahra  
Naveen Gupta  
Dinesh Khandelwal  
Kanta Prasad Mandhana  
Navamani Murugan  
Sajeve Deora  
Vijay Kumar Jain

### Company Secretary

Ashish Mehta

### Auditors

Ashok Khasgiwala & Co.,  
Chartered Accountants

### Cost Auditors

K.G. Goyal & Co.,  
Cost Accountants

### Bankers

Axis Bank Limited  
ICICI Bank Limited  
Corporation Bank  
YES Bank

### Registrar & Share Transfer Agent

Sarthak Global Limited  
170/10, Film Colony,  
R.N.T. Marg,  
Indore - 452 001.

### Registered Office

615, Tulsiani Chambers, Nariman Point,  
Mumbai - 400 021.

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### FORWARD LOOKING STATEMENT

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

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

# Notice

Notice is hereby given that the Twenty Ninth Annual General Meeting of the members of Ruchi Infrastructure Limited will be held at Sunville Deluxe Pavilion, Sunville Building, 9, Dr. Annie Besant Road, Worli, Mumbai - 400 018 on Friday, August 30, 2013 at 9.45 AM to transact the following business :

## ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2013 and the Profit & Loss Account for the year ended March 31, 2013 together with the reports of the Directors and Auditors thereon.
2. To declare dividend on Preference Shares and Equity Shares.
3. To appoint a Director in place of Mr. Kanta Prasad Mandhana, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Dinesh Shahra, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint 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:

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

**"RESOLVED THAT** in accordance with the provisions of Sections 269, 198 and 387 read with Schedule XIII and all other applicable provisions, if any of the Companies Act, 1956 ('the said Act') (including any statutory modifications or re-enactments thereof) the consent of the members of the Company be and is hereby given for the appointment of Mr. Enikapati Srinivasulu, Manager (Production) of the Company as the 'Manager' of the Company in terms of provisions of Section 269 of the said Act with effect from February 27, 2013 up to March 31, 2016 on the remuneration, terms and conditions as mentioned in the explanatory statement.

**RESOLVED FURTHER THAT** Directors and Company Secretary be and are hereby severally authorised to file necessary forms with the concerned authorities and to do all such acts, deeds, matters and things as may be considered necessary in this regard."

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

**"RESOLVED THAT** in supersession to the resolution passed at the Twenty First Annual General Meeting of the Company held on September 29, 2005, consent of the Company, pursuant to Section 293(1)(d) and other applicable provisions, if any, of the Companies Act, 1956 and Articles of Association of the Company, be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time, any sum or sums of moneys which together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves not set apart for any specific purpose, provided that the maximum amount to be borrowed (apart from temporary loans) by the Board along with such existing borrowings shall not at any time exceed Rupees Two Thousand crores.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution and to settle any questions or disputes that may arise in relation thereto."

Registered Office:

**Ruchi Infrastructure Ltd.**

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

Date : May 30, 2013

Place : Mumbai

By order of the Board of Directors

**Ashish Mehta**  
Company Secretary

# Notice (Contd.)

## NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY, THE PROXY FORM DULY COMPLETED AND SIGNED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.
2. Explanatory statements pursuant to provisions of Section 173(2) of the Companies Act, 1956 in respect of the Special Business set out in Item Nos. 6 and 7 are annexed hereto.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, August 27, 2013 to Friday, August 30, 2013 (both days inclusive) to ascertain the entitlement of dividend declared, if any.
4. Members who attend the meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting hall.
5. Members are requested to bring their copies of the Annual Report at the time of attending the Annual General Meeting.
6. All documents referred to in accompanying Notice are open for inspection at the Registered Office of the Company during the office hours on all working days, except Saturdays between 11.00 A. M. to 1.00 P.M. up to the date of Annual General Meeting.
7. Members seeking any further information about the accounts are requested to write to the Company at least ten days before the date of Annual General Meeting so as to enable the management to keep the information ready at the meeting.
8. Pursuant to the provisions of Sections 205A(5) and 205C of the Companies Act, 1956, the Company has transferred the unpaid or unclaimed dividend upto the financial year 2004-05 to the Investor Education and Protection Fund (the IEPF) established by the Central Government.
9. The Securities and Exchange Board of India (SEBI) has vide circular ref. no. MRD/DoP/Cir-05/2009 May 20, 2009 mandated Permanent Account Number (PAN) requirement for transfer of shares in physical form. Members holding shares in physical form can submit their PAN details to the Company / Registrars and Transfer Agents.

## EXPLANATORY STATEMENTS PURSUANT TO PROVISIONS OF SECTION 173(2) OF THE COMPANIES ACT, 1956

### Item No. 6

In terms of Sections 198 and 269 read with Schedule XIII and other applicable provisions of the Companies Act, 1956 (the Act), the Board of Directors of the Company, subject to approval of the members, has appointed Mr. Enikapati Srinivasulu as the Manager of the Company on the following terms and conditions subject to annual increment of upto 20% on gross remuneration:

1. Basic Salary : ₹ 16,816/- per month
2. House Rent Allowance : ₹ 6,726/- per month
3. Conveyance Allowance : ₹ 800/- per month
4. Child Education Allowance : ₹ 200/- per month
5. Other Allowance : ₹ 12,179/- per month
6. Re-imbursement of medical and vehicle maintenance as per the rules of the Company.
7. Leave travel allowance, leave encashment, contribution to provident fund, bonus and gratuity as per the policy of the Company.

Mr. Srinivasulu, aged 39 years has done B.Sc (Oil Technology). He is experienced in Edible oil refining; solvent extraction and possesses rich experience of 17 years in this field. He is associated with the Company/Group for last 7 years.

The appointment of Mr. Enikapati Srinivasulu as above requires approval of the members. The explanatory statement together with the accompanying notice should be treated as an abstract of the terms of the contract of appointment of the Manager in terms of provisions of Sub-Section (2) of Section 302 of the Companies Act, 1956.

The Board is of the opinion that the proposed appointment is in the interest of the Company and recommends the same for approval of members.

None of the Directors are concerned or interested in the passing of this resolution.

**Item No. 7**

At present, the Board of Directors of the Company is empowered to borrow to the extent of ₹ 1,000 crore (Rupees one thousand crore only) (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) by virtue of approval of members accorded by way of ordinary resolution passed at Twenty first Annual General Meeting held on September 29, 2005. In view of the expanding operations of the Company, the Board of Directors propose to increase the said limit to ₹ 2000 crores (Rupees two thousand crores).

In accordance with provisions of Section 293(1)(d) of Companies Act, 1956 approval of members of the Company is required for such borrowings (other than temporary loans), which may exceed the aggregate of paid-up capital and free reserves of the Company.

The Board recommends the members for passing of resolution as an Ordinary Resolution.

None of the Directors of the Company is concerned or interested in the resolution.

Registered Office:

**Ruchi Infrastructure Ltd.**

615, Tulsiani Chambers, Nariman Point,

Mumbai – 400 021

Date : May 30, 2013

Place : Mumbai

By order of the Board of Directors

**Ashish Mehta**  
Company Secretary



# Directors' Report

Dear Shareholders,

Your directors have pleasure in presenting the Twenty Ninth Annual Report together with the Audited Statement of accounts of the Company for the year ended March 31, 2013.

## FINANCIAL RESULTS:

	2012-2013 (₹ in Crore)	2011-2012 (₹ in Crore)
<b>Revenue from operations</b>	<b>2272.89</b>	<b>2964.27</b>
<b>Profit before depreciation and tax</b>	<b>39.50</b>	<b>39.40</b>
Depreciation	22.23	26.00
<b>Profit before taxation</b>	<b>17.27</b>	<b>13.40</b>
Provision for taxation	11.89	3.50
Provision for tax for earlier years	—	0.65
<b>Profit after taxation</b>	<b>5.38</b>	<b>9.25</b>
Balance brought forward from previous year	27.58	27.57
Amount available for appropriation	<b>32.96</b>	<b>36.82</b>
<b>APPROPRIATION</b>		
General Reserve	1.00	4.00
Proposed Dividend		
– Preference	3.28	3.28
– Equity	1.23	1.23
– Tax on dividend	0.76	0.73
Balance as at end of the year	<b>26.69</b>	<b>27.58</b>
	<b>32.96</b>	<b>36.82</b>

## DIVIDEND:

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

Your directors also recommend dividend of 6% (₹ 0.06 per share on face value of ₹ 1/-) on equity capital of ₹ 20.52 crore for the year under review as against 6% (₹ 0.06 per share on face value of ₹ 1/-) for the previous year. The total cash outgo on account of equity and preference dividend and tax thereon amounts to ₹5.27 crore as against ₹ 5.24 crore in the previous year.

## OPERATIONS:

During the year under review, the revenue from operations of your Company decreased to ₹ 2,272.89 crore from ₹ 2,964.27 crore in the previous year. Profit before depreciation and tax marginally increased to ₹ 39.50 crore from ₹ 39.40 crore in the previous year. Profit before tax has gone up to ₹ 17.27 crores from ₹ 13.40 crores. However, due to higher provision for taxation, the Profit after tax has declined to ₹ 5.38 crores as against ₹ 9.25 crores in the previous year.

## FUTURE OUTLOOK:

Your Company is in advance stage of acquiring land at Krishnapatnam Port for construction of Liquid Storage Tanks to cater to the growing requirements.

# Directors' Report (Contd.)

According to the industry estimates, the consumption of edible oil is expected to increase from the current level of approximately 17 Million MT to over 21 Million MT by the year 2015. Due to lower domestic supply, the import of edible oil will rise to meet the demand-supply gap, offering good business opportunities for storage facilities at ports.

Recently the Company has been selected for setting up new warehousing facilities at 16 locations in the state of Madhya Pradesh under the M.P. Government Warehousing & Logistic Policy 2012 to establish additional capacity of around 2,07,000 MT. This is in addition to existing warehousing facilities of 2,16,000 MT at 22 locations.

The Company is also exploring opportunity in supply chain businesses to increase the volume of operations and as value to the stake holders.

## **DIRECTORS:**

Mr. Dinesh Shahra and Mr. Kanta Prasad Mandhana retire by rotation in accordance with the provisions of Articles of Association of the Company and being eligible, offer themselves for re-appointment.

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

Mr. Enikapati Srinivasulu has been appointed as Manager of the Company in accordance with Section 269 of the Companies Act, 1956 with effect from February 27, 2013.

## **SUBSIDIARY COMPANY:**

Your Company has four subsidiaries as at March 31, 2013 viz. Ruchi Resources Pte. Ltd., Mangalore Liquid Impex Pvt. Ltd., Union Infrastructure Solutions Pvt. Ltd. and Peninsular Tankers Pvt. Ltd.

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

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

## **CORPORATE GOVERNANCE:**

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

## **DIRECTORS' RESPONSIBILITY STATEMENT:**

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

- (i) that in the preparation of the annual accounts, the applicable Accounting Standards have been followed along with proper explanations relating to material departures;
- (ii) that the Directors had selected appropriate accounting policies and applied them consistently, and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year 2012-13 and of the profit of the Company for that period;
- (iii) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- (iv) that the Directors have prepared the accounts for the financial year ended March 31, 2013 on a 'going concern' basis.

## **PARTICULARS OF EMPLOYEES:**

There are no employees, particulars of which are required to be furnished pursuant to Section 217 (2A) of the Companies Act, 1956, read with the rules there under.

# Directors' Report (Contd.)

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

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

## **FIXED DEPOSITS:**

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

## **AUDITORS:**

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

M/s. K. G. Goyal & Co., Cost Accountants (Registration No. 00017/07/2008) of Jaipur have been re-appointed to conduct audit of the Cost Accounting records of the Company for the financial year 2013-14.

## **ACKNOWLEDGMENT:**

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

For and on behalf of the Board of Directors

Place : Mumbai  
Date : May 30, 2013

**Dinesh Shahra**  
Director



# Directors' Report (Contd.)

## ANNEXURE 'A' TO DIRECTORS' REPORT

Information under Section 217(1)(e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules 1988, and forming part of the Directors' Report for the year ended March 31, 2013.

### I. CONSERVATION OF ENERGY:

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

	2012-2013	2011-2012
<b>(A) Power and Fuel Consumption:</b>		
<b>1 Electricity</b>		
(a) Purchased:		
Units	86,12,650	1,09,63,011
Total Amount (₹)	5,17,72,468	4,54,39,458
Rate/Unit (₹)	6.01	4.14
(b) Own Generation:		
Through diesel generator		
Unit(KWH)	28,38,645	6,43,103
Units per litre of diesel oil	3.59	3.54
Cost / Unit (₹)	13.66	12.23
<b>2 Fuel</b>		
(a) Husk:		
Purchased (MT)	25,922	26,095
Total amount (₹)	7,95,94,476	6,99,72,371
Average rate (₹)	3,071	2,681
(b) Diesel:		
Purchased (Litre)	221,292	131,130
Total amount (₹)	1,08,38,945	56,79,991
Average rate (₹)	48.98	43.32
<b>(B) Consumption per unit of production:</b>		
Electricity (Units)	48.35	51.45
Husk (MT)	0.11	0.12
Diesel (litre)	3.34	0.81

### II. TECHNOLOGY ABSORPTION

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

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

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

1. Increased productivity by changing designs of packing sections.
2. Improved safety.

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

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

### III. FOREIGN EXCHANGE EARNINGS AND OUTGO:

	2012-2013	2011-2012
(a) Foreign exchange earning (₹ in crore)	22.96	12.93
(b) Foreign exchange outgo (₹ in crore)	480.69	610.08

For and on behalf of the Board of Directors

Place : Mumbai  
Date : May 30, 2013

**Dinesh Shahra**  
Director

# Management Discussion and Analysis Report

## INDUSTRY STRUCTURE AND DEVELOPMENT

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

In view of the growing integration of Indian economy with the global economy, the volumes of external trade have been showing an uptrend. The demand for bulk liquid storage handling facilities, more particularly in port based areas, has been rising. There is a need for an effective and economically viable storage solution that will totally integrate the supply chains for all commodities from the production centers to the consumption centers, thereby reducing physical waste and loss of value of commodities in the process of procurement, storage and distribution.

Agricultural marketing has assumed increasing importance. Keeping in view the focus of the Indian Government on the rural economy and the farm sector, the demand for storage facilities in rural areas is also increasing. Connectivity of rural and urban areas enhances the demand for quality storage infrastructure for better aggregation, supply chain and consumption with low wastages and costs, offering better value for consumers. The availability of good storage facilities in the rural areas facilitate better quality retention and consequently better sales realization of products for the farming community, apart from enabling funding needs. Thus the storage infrastructure facilities have vast potential to cater to the growing needs of various stakeholders. The domestic edible oil consumption has been steadily growing and is estimated to be around 18 million MT with a per capita consumption of approx. 14 kg (2012-13) which is low as compared to global average of 22 kg. Owing to the growing demand-supply gap in edible oil, the volumes of import of edible oil have gone up from 5.9 Million MT (2007-08) to 11.04 Million MT (2012-13) over the last five years. Currently imports represent 60% of the domestic edible oil consumption. Considering the very basic needs to cater to the varying cooking styles/patterns in India, large population, better disposable income etc, the demand for edible oil is expected to increase in future.

During the year under review, the international economic and political situations coupled with monetary conditions have influenced domestic business sentiments. However, higher cost of imported raw materials, volatility in the currency and commodity prices, depreciation in the value of Indian rupee, change in the tariff structure of the exporting countries and the delayed response in our import tariff followed by the subsequent revision during the year had impacted cost structure and margins of edible oil refining industry.

## INDUSTRY OUTLOOK

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

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

Pursuant to the various representations made by the industry associations to protect the domestic refinery industry (including the associated dependent sectors) against the adverse impact on account of export duty regime changes by the Government of Indonesia relating to the palm segment and to promote domestic value addition, the Government of India positively responded by making appropriate changes in the import duty structure in July 2012 for import of refined palm products to have a level playing field for the domestic industry and thus the industry was hopeful of better performance in the coming years. However, the duty increase in import of crude vegetable oil in January 2013 has adversely impacted cost structure, capacity utilization of the production facilities and profitability of the domestic refining industry. The industry desires that the Government would continue to take appropriate counter measures proactively to encourage domestic refining industry and domestic value addition.

## BUSINESS STRATEGY

Driven by growth in production and consumption, organized retail outlets across India, logistics outsourcing, increased agricultural production, food security initiatives and the likely consideration for implementation of Goods and services tax, the demand for storage infrastructure is expected to grow significantly in the coming years. Also, the demand for storage facilities at port based locations for storage of edible oils, petroleum products, liquid bulk chemicals etc. has also been growing. Your Company has

# Management Discussion and Analysis Report (Contd.)

storage infrastructure facilities in six port locations, strategically placed to cater to all major states in India. Further your Company also has storage terminals in five inland locations. Our storage facilities are well connected to the railways to enable long distance supply and the port based facilities are integrated with ports to facilitate transportation by pipelines. Keeping in view good demand for liquid storage facilities at port based areas; your Company is examining the possibilities of expanding the capacities at the existing locations and /or exploring in new strategic locations to cater to the growing requirements.

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

The state of the art production facility of your Company for refining of edible oils and manufacture of vanaspati is located at Kakinada in the state of Andhra Pradesh. Your Company has a significant market share in the states of Andhra Pradesh, Orissa and Chhatisgarh for Edible Oils and Vanaspati. Your company has created a robust organizational structure to evolve appropriate response mechanisms closer to ground realities and faster to the consumer needs, in line with the emerging business needs and trends.

## RISKS AND CONCERNS

In the edible oil business, the Company has exposures to commodity and currency fluctuations on its major raw materials, a significant portion of which is imported. The Company will continue to adopt proactive hedging strategies and utilize appropriate hedging mechanisms and instruments, on an ongoing basis.

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

## INTERNAL CONTROL SYSTEMS AND ADEQUACY

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

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

## FINANCIAL REVIEW AND ANALYSIS

	2012-13	(₹ in Crore) 2011-2012
Sales & Services	2,272.89	2,964.27
Operating Profit (PBDIT)	39.50	39.40
Depreciation	22.23	26.00
Profit before tax & extraordinary items	17.27	13.40
Extra Ordinary Items	—	—
Profit before tax	17.27	13.40
Provision for tax (current/earlier year)	11.89	4.15
Profit after tax	5.38	9.25

## REVENUE AND PROFIT

The sales and services decreased from ₹ 2,964.27 Crores in the previous year to ₹ 2,272.89 crores in current year, recording a fall of approximately 23%. Sales of edible oils division reduced approximately by 24% to ₹ 2,218.51 Crores as compared to ₹ 2,920.70 Crores in 2011-2012. Revenue of infrastructure division grew by 6% to ₹ 42.89 Crores as compared to ₹ 40.50 Crores in 2011-2012. In view of intense competition and challenging business environment, the Operating Profit has been recorded at a marginal increase at ₹ 39.50 Crores against ₹ 39.40 Crores in previous year. The profit after tax is recorded at ₹ 5.38 Crores in comparison to ₹ 9.25 Crores for the previous year.

## SEGMENT PERFORMANCE

The various segments identified by your Company are Oils (Crude Oils, Refined Oils and Vanaspati), Infrastructure (Storage, Agri Warehousing and Wind Energy). The detailed Segment-wise Performance is given in Note 48 under the Notes Forming Integral Part of Financial Statements of the Company.

# Corporate Governance Report

## 1. CORPORATE GOVERNANCE PHILOSOPHY

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

## 2. BOARD OF DIRECTORS

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

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

The Board of RIL as on March 31, 2013 consists of Seven Non-Executive Directors. Out of the Seven Non-Executive Directors, three are Independent Directors.

Mr. Kanta Prasad Mandhana and Mr. Dinesh Shahra are liable to retire by rotation in terms of provisions of Section 256 of the Companies Act, 1956. Their brief profile is as under:

Mr. Kanta Prasad Mandhana, aged 51 years is Fellow Member of Institute of Chartered Accountants of India. He is practicing as a Chartered Accountant for more than two decades. He has got wide experience in Accounts, Taxation and Finance. He is also experienced in internal control procedures, IT system commensurate with the size of the Company. He is not on board of any other public limited company.

Mr. Dinesh Shahra aged 61 years is a qualified Engineer by profession. He has more than 40 years of industrial experience including Import, Export, Trading of edible, non-edible and other value-added Soya Products. Under his able leadership, the company has come up with storage, jetty and other infrastructure related projects. He is also on the board of following public limited companies:

1. Ruchi Soya Industries Limited
2. Evershine Oleochem Ltd.
3. Ruchi Worldwide Limited

### (b) Board procedures

The Board of Directors met four times during the year on May 14, 2012, August 14, 2012, November 10, 2012 and February 14, 2013. The gap between any two meetings did not exceed four months, as mandated in Clause 49 of the Listing Agreement. The dates of the meetings were generally decided in advance.

### (c) Attendance record of Directors

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

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

# Corporate Governance Report (Contd.)

## (d) Remuneration of Directors

Non-Executive Directors' Compensation:

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

The following table shows the amount of sitting fee paid to Non-Executive Directors for attending meetings of board of directors and committee thereof held during the financial year 2012-13 and their shareholding as on March 31, 2013:

Name of Director	Sitting Fees (₹)	No. and % of shares held on March 31, 2013
Mr. Dinesh Shahra	26,000	10,000 —*
Mr. Naveen Gupta	12,000	— —
Mr. Dinesh Khandelwal	34,000	100 —*
Mr. Kanta Prasad Mandhana	24,000	— —
Mr. Navamani Murugan	—	— —
Mr. Sajeve Deora	4,000	— —
Mr. Vijay Kumar Jain	2,000	500 —*

\* Percentage is less than 0.01%

## (e) Code of Conduct

The Board of Directors has adopted a Code of Conduct for Directors and Senior Management. The said Code has been communicated to the Directors and Senior Management, who have affirmed the compliance thereof for the period ended March 31, 2013. The Code has been posted on the website of the Company.

## 3. AUDIT COMMITTEE

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

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

### a) Constitution and Composition

The Audit Committee consists of three Non-Executive Directors namely Mr. Kanta Prasad Mandhana, Mr. Dinesh Khandelwal and Mr. Navamani Murugan. Mr. Kanta Prasad Mandhana, the Chairman of the Committee is an Independent Director who is a qualified Chartered Accountant by profession. Two out of the three Non-Executive Directors are Independent. Statutory Auditor and General Manager (Company Accounts and Taxation) are invited by the Audit Committee to be present at the meetings of the Committee. The Company Secretary acts as the Secretary to the Audit Committee.

### b) Meetings and Attendance

The Audit Committee met four times during the year on May 14, 2012, August 14, 2012, November 10, 2012 and February 14, 2013. The meetings were scheduled in advance. Mr. Kanta Prasad Mandhana and Mr. Dinesh Khandelwal attended all the Meetings. In addition to the Members of the Audit Committee, these meetings were attended by Statutory Auditor and General Manager (Company Accounts and Taxation).

## 4. INVESTORS GRIEVANCE COMMITTEE

The Committee has the mandate to look into the shareholders and investors' requests on matters relating to transfer of shares and dematerialization of shares. The term of reference of the Committee also includes attending to complaints of

# Corporate Governance Report (Contd.)

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

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

The Committee met four times during the year on April 10, 2012, July 10, 2012, October 10, 2012 and January 10, 2013. Chairman along with the Committee members attended all the four meetings.

During the financial year 2012-2013, the Company duly resolved to the satisfaction of the shareholders, the complaints received for transfer of shares, non-receipt of Balance Sheet, non-receipt of dividend, etc. No complaint was pending for more than 30 days as on March 31, 2013.

## 5. MANAGEMENT

### (a) Management Discussion and Analysis

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

### (b) Disclosures

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

## 6. MEANS OF COMMUNICATION

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

## 7. GENERAL SHAREHOLDER INFORMATION

### (a) General Body Meetings:

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

AGM	Date	Time	Special Resolutions, if any
26 <sup>th</sup>	September 30, 2010	12.30 P.M	Increase in the limit of Inter-corporate loans and investments as prescribed in section 372A of the Companies Act, 1956
27 <sup>th</sup>	September 30, 2011	1.00 P.M.	None
28 <sup>th</sup>	September 25, 2012	12.30 P.M.	None



# Corporate Governance Report (Contd.)

## II. POSTAL BALLOT

No special resolution through postal ballot was passed during the year.

### (b) Annual General Meeting

Date : August 30, 2013

Time : 9.45 AM

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

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

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

Book Closure Date – Tuesday, August 27, 2013 to Friday, August 30, 2013 (both days inclusive)

Dividend payment date – on or before September 28, 2013.

### (d) Listing on Stock Exchange

The Equity Shares of the Company are listed on the BSE Limited (BSE) and National Stock Exchange of India Limited (NSE). The Company confirms that it has paid the requisite annual listing fees due to the Stock Exchanges for the year 2013-14.

### (e) Stock Code

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

### (f) Market Price Data

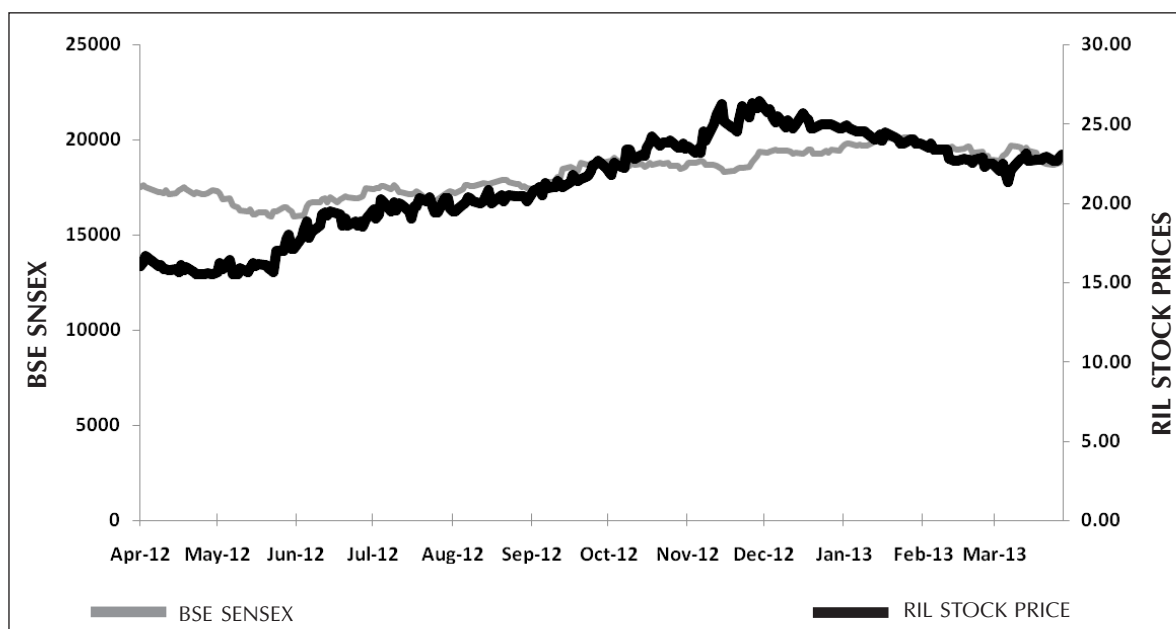
The monthly high and low quotations of shares traded at the BSE Limited during the financial year 2012-13 are given as under:

Period	BSE Limited	
	High (₹)	Low (₹)
April, 2012	17.00	15.50
May, 2012	18.90	15.35
June, 2012	20.75	16.25
July, 2012	21.20	18.50
August, 2012	23.40	18.55
September, 2012	23.90	19.75
October, 2012	24.75	21.35
November, 2012	26.95	21.30
December, 2012	26.50	24.50
January, 2013	28.95	23.70
February, 2013	25.20	22.20
March, 2013	23.75	21.30

# Corporate Governance Report (Contd.)

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

Performance of stock prices of the Company during the financial year 2012-13 vis-a vis BSE SENSEX is given below:



## (h) Registrar and Share Transfer Agents:

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

## (i) Share Transfer System:

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

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

## (j) Shareholding Pattern and Distribution of Shareholding

i. Shareholding pattern as on March 31, 2013:

Category of Shareholder	No. of Shareholders	Total No. of Shares	% of Shareholding
<b>(A) SHAREHOLDING OF PROMOTER AND PROMOTER GROUP</b>			
<b>(1) Indian</b>			
(a) Individuals/ Hindu Undivided Family	18	5,19,18,581	25.30
(b) Bodies Corporate	8	5,72,70,719	27.90
<b>Sub-Total (A)(1)</b>	<b>26</b>	<b>10,91,89,300</b>	<b>53.20</b>
<b>(2) Foreign</b>	—	—	—
<b>Sub-Total (A)(2)</b>	—	—	—
<b>Total Shareholding of Promoter and Promoter Group A= (A)(1) + (A)(2)</b>	<b>26</b>	<b>10,91,89,300</b>	<b>53.20</b>

# Corporate Governance Report (Contd.)

Category of Shareholder	No. of Shareholders	Total No. of Shares	% of Shareholding
<b>(B) PUBLIC SHAREHOLDING</b>			
<b>(1) Institutions</b>			
(a) Foreign Institutional Investors	3	2,90,48,885	14.15
<b>Sub-Total (B)(1)</b>	<b>3</b>	<b>2,90,48,885</b>	<b>14.15</b>
<b>(2) Non-institutions</b>			
(a) Bodies Corporate	306	6,01,87,153	29.33
(b) Individual Shareholders holding nominal share capital up to ₹ 1 lac.	7,043	55,10,505	2.68
(c) Individual Shareholders holding nominal share capital in excess of ₹ 1 lac	5	12,52,538	0.61
(d) Clearing Members	18	51,561	0.03
<b>Sub-Total (B)(2)</b>	<b>7,372</b>	<b>6,70,01,757</b>	<b>32.65</b>
<b>Total Public Shareholding B=(B)(1)+(B)(2)</b>	<b>7,375</b>	<b>9,60,50,642</b>	<b>46.80</b>
<b>TOTAL (A)+(B)</b>	<b>7,401</b>	<b>20,52,39,942</b>	<b>100.00</b>
<b>(C) SHARES HELD BY CUSTODIANS AND AGAINST WHICH DEPOSITORY RECEIPTS HAVE BEEN ISSUED</b>	—	—	—
<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>7,401</b>	<b>20,52,39,942</b>	<b>100.00</b>

ii. Distribution of shareholding as on March 31, 2013:

Range of Shares	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
Upto 2500	6,922	93.53	26,61,425	1.30
2501 – 5000	224	3.03	8,57,595	0.42
5001 – 10000	111	1.50	8,29,007	0.40
10001 – 20000	52	0.70	7,58,362	0.37
20001 – 30000	21	0.29	5,28,745	0.26
30001 – 40000	4	0.05	1,32,856	0.06
40001 – 50000	4	0.05	1,77,031	0.09
50001 – 100000	15	0.20	10,83,767	0.53
100001 & Above	48	0.65	19,82,11,154	96.57
<b>TOTAL</b>	<b>7,401</b>	<b>100.00</b>	<b>20,52,39,942</b>	<b>100.00</b>

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

The shares of the Company are compulsorily traded in the dematerialised form and are available for trading under both the Depository Systems in India-NSDL and CDSL. 14,64,79,742 equity shares of the Company were in dematerialised form as on March 31, 2013.

**(l) Outstanding Convertible Instruments:**

As on March 31, 2013, there were no outstanding GDRs/ADRs/Warrants or any other Convertible Instruments.

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

Ruchi Infrastructure Limited,  
Beach Road, Dummulpet,  
Kakinada,  
Andhra Pradesh - 533 008.

Ruchi Infrastructure Limited,  
Village Sejwaya,  
Ghatabhilod, Distt. Dhar,  
Madhya Pradesh - 454 773.

# Corporate Governance Report (Contd.)

**(n) Address for Communication:**

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

The Company Secretary & Compliance Officer

Ruchi Infrastructure Limited

615, Tulsiani Chambers, Nariman Point, Mumbai - 400 021.

Tel.No: (022) 22824851/66560600, Fax No: (022) 22023160

e-mail: ashish\_mehta@ruchigroup.com;

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

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

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

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

This chapter, read together with the information given in the chapter entitled as 'Management Discussion and Analysis Report', constitutes a detailed compliance report on Corporate Governance during 2012-13. This report is annexed to the Directors' Report for the year 2012-13 and in terms of Clause 49 of the Listing Agreement.

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

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

**(r) Declaration:**

As provided under Clause 49 of the Listing Agreement with the Stock Exchanges, we affirm that the Board Members and Senior Management personnel of the Company have confirmed compliance with the Code of Conduct of the Company for the year ended March 31, 2013.

For and on behalf of the Board of Directors

Place : Mumbai

Date : May 30, 2013

**Dinesh Shahra**

Director

## CERTIFICATE

To the Members of

**RUCHI INFRASTRUCTURE LIMITED**

We have examined the compliance of conditions of Corporate Governance by Ruchi Infrastructure Limited for the year ended March 31, 2013 as stipulated in Clause 49 of the Standard Listing Agreement of the said Company with Stock Exchanges.

The compliance of condition of Corporate Governance is the responsibility of the management. Our examination has been limited to a review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of the certificate of Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the Financial Statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement.

As informed to us, the records relating to investors grievances pending against the Company, if any is maintained by the Registrars of the Company, who have certified that as at March 31, 2013, no grievances were unattended/pending for redressal.

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

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

Place : Mumbai

Date : May 30, 2013

**CA Ashok Khasgiwala**

Partner

Membership No. 70288

# Independent Auditors' Report

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

## **Report on the Financial Statements**

We have audited the accompanying financial statement of Ruchi Infrastructure Limited ("The Company") which comprise the Balance Sheet as at March 31, 2013 and the Statement of Profit and Loss and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

## **Management's Responsibility for the Financial Statements**

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and the cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ('the Act'). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

## **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Standards on Auditing issued by the Institute of Chartered Accountants of India. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depends on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

## **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with accounting principles generally accepted in India:

- i. in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
- ii. in the case of the Statement of Profit and Loss, of the Profit for the year ended on that date; and
- iii. in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

## **Report on other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order 2003 (as amended), issued by the Central Government of India in terms of sub section (4A) of Section 227 of the Companies Act, 1956, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227 (3) of the Act, we report that:
  - a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the 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 and proper returns adequate for the purposes of our audit have been received from the branches not visited by us;
  - c) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account and with the returns received from the branches not visited by us;
  - d) In our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting standards referred to in Section 211 (3C) of the Companies Act, 1956;
  - e) On the basis of written representations received from the directors, as on March 31, 2013 and taken on record by the Board of Directors none of the directors is disqualified as on March 31, 2013 from being appointed as a director in terms of clause (g) of sub section (1) of section 274 of the Companies Act, 1956.

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

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

Place : Camp Mumbai  
Date : May 30, 2013

## ANNEXURE TO INDEPENDENT AUDITORS' REPORT

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

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



- ix. a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education protection fund, employee's state insurance, income tax, sales tax, service tax, wealth tax, custom duty, excise duty, cess and other statutory dues applicable to it. There were no arrears, as at 31<sup>st</sup> March, 2013 for a period of more than six months from the date they became payable.
- b) In our opinion and according the information and explanation given to us, the statutory dues which have not been deposited with appropriate authorities on account of any disputes are as under :

Name of the Statute	Nature of Dues	Amount Involved (₹)	Period to which amount relates	Forum where dispute is pending
The Sales Tax Act	Sales Tax/ VAT	1,03,60,314	2001-2002 to 2005-2006	Sales Tax Appellate Tribunal, Vizag
The Sales Tax Act	Sales Tax/ VAT	33,51,405	2002-2003 to 2003-2004	Jt Comm Commercial Taxes, Hyderabad
The Sales Tax Act	Sales Tax/ VAT	6,91,53,119	2002-2003	High Court (A.P) Hyderabad
The Sales Tax Act	Sales Tax/ VAT	44,82,290	2003-2004	Dy Commissioner, Kanpur
The Sales Tax Act	Sales Tax/ VAT	8,78,530	2003-2004 & 2008-2009	Joint Commissioner Appeal, Kanpur
The Sales Tax Act	Sales Tax/ VAT	4,65,401	2008-2009 & 2009-2010	Sales Tax Tribunal, Kanpur
The Sales Tax Act	Sales Tax/ VAT	72,304	2003-2004	Commercial Tax Officer, Cuttack
The Sales Tax Act	Sales Tax/ VAT	78,675	2004-2005	Sales Tax Tribunal, Cuttack
The Sales Tax Act	Sales Tax/ VAT	1,11,572	2005-2006	Asst Commissioner, Cuttack
The Sales Tax Act	Sales Tax/ VAT	17,82,958	2007-2008	Asst Commissioner, Cuttack
The Sales Tax Act	Sales Tax/ VAT	3,54,273	2009-2010	Addl Commissioner of Commercial taxes, Indore
The Sales Tax Act	Sales Tax/ VAT	3,55,32,882	2001-2002 & 2002-2003	High Court (T.N.) Chennai
Customs Act	Customs Duty	72,51,340	2002-2003	High Court (A.P) Hyderabad
Customs Act	Customs Duty	65,07,702	2006-2007	CESTAT, Bangalore
Customs Act	Customs Duty	2,11,90,804	2001-2002	High Court (Kerala) Cochin
Central Excise & Service Tax Act	Excise Duty	14,89,019	2004-2005	CESTAT, Bangalore
Central Excise & Service Tax Act	Excise Duty	5,42,045	2004-2005	High Court (A.P) Hyderabad
Central Excise & Service Tax Act	Excise Duty	18,54,983	2008-2009 to 2012-2013	Additional Commissioner, Vizag
Central Excise & Service Tax Act	Service Tax	1,81,63,521	2009-2010 to 2012-2013	Additional Commissioner, Indore
The Income Tax Act	Income Tax	55,61,878	2006-2007	For Rectification with Dy Comm
The Income Tax Act	Income Tax	32,97,742	2007-2008 to 2009-2010	CIT (Appeals) Mumbai

- x. The company does not have accumulated losses as at March 31, 2013. The company has not incurred cash losses during the year under audit and in the immediately preceding financial year.
- xi. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to any financial institution or bank. The company has not issued any debenture.
- xii. In our opinion and according to the information and explanations given to us, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- xiii. In our opinion, the Company is not a chit fund or a nidhi /mutual benefit fund/society. Therefore, the provisions of clause 4 (xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.

- xiv. In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4 (xiv) of the Companies (Auditor Report) Order, 2003 are not applicable to the Company.
- xv. In our opinion and according to the information and explanations given to us, and the representations made by the management, the company has not given any guarantee for loan taken by others from any bank or financial institution.
- xvi. The company has not raised any term loan during the year under audit.
- xvii. According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, we are of the opinion that no funds raised on short term basis have been utilised for long term purposes.
- xviii. According to the information and explanations given to us, the Company has not made preferential allotment of shares to parties or Companies covered in the register maintained under section 301 of the Act during the year.
- xix. The Company has not issued any debenture.
- xx. The Company has not raised money by public issues during the year.
- xxi. During the course of our examination of the books of account and records of the Company, carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, we have not come across any instance of fraud on or by the Company noticed or reported during the year, nor have we been informed of such case by the management.

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

**CA Ashok Khasgiwala**  
Partner  
M.No. 070288

Place : Camp Mumbai  
Date : May 30, 2013

# Balance Sheet

AS AT MARCH 31, 2013

(Figures in ₹)

As at

March 31, 2012

	Note No	As at March 31, 2013	
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholders' funds</b>			
(a) Share capital	1	75,13,01,242	75,13,01,242
(b) Reserves and surplus	2	161,32,94,939	161,21,90,630
		<b>236,45,96,181</b>	<b>236,34,91,872</b>
<b>(2) Non-current liabilities</b>			
(a) Long-term borrowings	3	100,21,85,338	131,68,49,715
(b) Deferred tax liabilities (Net)	4	6,60,12,084	1,81,20,664
(c) Long-term Provisions	5	46,80,140	23,94,641
		<b>107,28,77,562</b>	<b>133,73,65,020</b>
<b>(3) Current liabilities</b>			
(a) Short-term borrowings	6	208,45,20,460	194,49,62,410
(b) Trade payables	7	348,03,23,105	296,39,05,678
(c) Other current liabilities	8	47,35,41,723	30,80,52,046
(d) Short-term Provisions	9	5,60,53,878	5,28,51,433
		<b>609,44,39,166</b>	<b>526,97,71,567</b>
<b>TOTAL</b>		<b>953,19,12,909</b>	<b>897,06,28,459</b>
<b>II. ASSETS</b>			
<b>(1) Non-current assets</b>			
(a) Fixed assets	10		
(i) Tangible assets		201,96,02,495	228,99,19,379
(ii) Intangible assets		1,11,326	1,28,800
(iii) Capital work-in-progress		1,92,98,696	4,42,58,955
		<b>203,90,12,517</b>	<b>233,43,07,134</b>
(b) Non-current investments	11	107,28,56,152	109,27,50,402
(c) Long-term loans and advances	12	10,55,66,375	8,55,12,304
(d) Other non-current assets	13	4,29,15,515	2,37,66,771
		<b>326,03,50,559</b>	<b>353,63,36,611</b>
<b>(2) Current assets</b>			
(a) Current Investments	14	41,70,661	1,47,77,283
(b) Inventories	15	289,81,90,605	160,85,23,478
(c) Trade receivables	16	63,94,52,495	136,69,96,587
(d) Cash and Bank Balances	17	241,49,71,856	211,19,42,123
(e) Short-term loans and advances	18	26,62,77,648	26,00,00,982
(f) Other current assets	19	4,84,99,085	7,20,51,395
		<b>627,15,62,350</b>	<b>543,42,91,848</b>
<b>TOTAL</b>		<b>953,19,12,909</b>	<b>897,06,28,459</b>

The Accompanying Notes to Accounts forming integral part of the financial statements 1 to 53

As per our Report of even date attached

For and on behalf of the Board of Directors

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

**Dinesh Shahra**  
Director

**CA Ashok Khasgiwala**  
Partner  
Membership No. 70288  
Mumbai, May 30, 2013

**Ashish Mehta**  
Company Secretary

**Naveen Gupta**  
Director

Mumbai, May 30, 2013

# Statement of Profit & Loss

FOR THE YEAR ENDED MARCH 31, 2013

	Note No	For the year 2012-2013	(Figures in ₹) For the Year 2011-2012
<b>REVENUE</b>			
<b>I. Revenue from operations (Gross)</b>	20	<b>2278,27,84,806</b>	<b>2968,83,53,522</b>
Less : Excise Duty		<b>5,38,85,010</b>	<b>4,56,40,120</b>
Net Revenue from operations		<b>2272,88,99,796</b>	<b>2964,27,13,402</b>
<b>II. Other income</b>	21	<b>22,68,75,080</b>	<b>27,26,02,723</b>
<b>III. Total Revenue (I + II)</b>		<b>2295,57,74,876</b>	<b>2991,53,16,125</b>
<b>IV. EXPENSES</b>			
Cost of materials consumed	22	<b>1368,48,75,058</b>	<b>1324,52,00,194</b>
Purchases of Stock-in-Trade	23	<b>771,00,92,226</b>	<b>1476,88,35,270</b>
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	24	<b>(28,47,18,417)</b>	<b>(6,04,88,817)</b>
Employee benefits expense	25	<b>9,70,01,756</b>	<b>7,42,79,837</b>
Finance costs	26	<b>25,24,18,032</b>	<b>37,97,24,974</b>
Depreciation and amortisation expense	10	<b>22,22,80,040</b>	<b>26,00,02,691</b>
Other expenses	27	<b>110,10,91,358</b>	<b>111,37,61,935</b>
<b>Total expenses</b>		<b>2278,30,40,053</b>	<b>2978,13,16,084</b>
<b>V. Profit before exceptional and extraordinary items and tax (III-IV)</b>		<b>17,27,34,823</b>	<b>13,40,00,041</b>
<b>VI. Exceptional / Extraordinary items</b>		<b>—</b>	<b>—</b>
<b>VII. Profit before tax (V - VI)</b>		<b>17,27,34,823</b>	<b>13,40,00,041</b>
<b>VIII. Tax expense:</b>			
Current tax		<b>7,10,00,000</b>	<b>6,63,60,595</b>
Deferred tax		<b>4,78,91,420</b>	<b>(3,14,34,889)</b>
For earlier years		<b>—</b>	<b>65,55,633</b>
<b>IX. Profit for the Year (VII - VIII)</b>		<b>5,38,43,403</b>	<b>9,25,18,702</b>
<b>X. Earning per equity share: (Face Value of Re. 1 each)</b>	35		
(1) Basic		<b>0.08</b>	<b>0.27</b>
(2) Diluted		<b>0.08</b>	<b>0.27</b>

The Accompanying Notes to Accounts forming integral part of the financial statements

1 to 53

As per our Report of even date attached

For and on behalf of the Board of Directors

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

**Dinesh Shahra**  
Director

**CA Ashok Khasgiwala**  
Partner  
Membership No. 70288  
Mumbai, May 30, 2013

**Ashish Mehta**  
Company Secretary

**Naveen Gupta**  
Director

Mumbai, May 30, 2013

# Cash Flow

CASH FLOW STATEMENT ANNEXED TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

Particulars	2012-2013 ₹	2011-2012 ₹
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net profit before tax	17,27,34,823	13,40,00,041
Adjustment For :		
Depreciation	22,22,80,041	26,00,02,691
Finance Cost	25,24,18,032	37,97,24,974
Interest Received	(18,10,28,165)	(26,12,96,461)
Miscellaneous Expenses Written off	—	79,92,791
Dividend Income	(27,42,425)	(26,50,039)
Depreciation and amortisation adjustments	(1,67,31,210)	(4,42,353)
(Profit)/Loss on Sale of Fixed Assets	(96,69,459)	79,92,791
Provision for diminution in value of investment	2,24,100	—
Investments written off	6,27,150	—
<b>Operating profit before working capital changes</b>	<b>43,81,12,887</b>	<b>52,53,24,435</b>
Adjustment For :		
Trade and other receivables	71,87,01,339	(8,43,74,472)
Inventories	(128,96,67,128)	70,02,85,452
Trade and Other Payables	49,76,06,683	(64,30,69,843)
	(7,33,59,106)	(2,71,58,863)
<b>Cash Generated from Operations</b>	<b>36,47,53,781</b>	<b>49,81,65,572</b>
Direct Taxes Paid	(83,66,64,47)	(6,14,40,058)
<b>Net cash flow from/ (used in) operating activities</b>	<b>28,10,87,335</b>	<b>43,67,25,514</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of fixed assets	(3,21,57,631)	(18,52,82,462)
Investment in partnership firm	—	(3,57,77,283)
Sale of fixed assets	4,30,95,903	2,25,33,010
Subsidy received on fixed assets	8,80,59,000	22,50,000
Purchase of New Investment	(41,75,378)	(1,26,001)
Sale of Investment	3,38,25,000	—
Interest Received	18,10,28,165	26,12,96,461
Dividend Received	27,42,425	26,50,039
(Investment in) / Redemption of bank deposit with maturity more than three months	(200,15,11,022)	102,31,49,380
<b>Net cash flow from /(used in) Investing Activities</b>	<b>(168,90,93,538)</b>	<b>109,06,93,144</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceed from long and short term Borrowing	16,85,01,211	159,08,53,784
Repayment of long and short term Borrowing	(15,41,67,400)	(92,97,49,655)
Finance Cost	(25,24,18,032)	(37,97,24,974)
Dividend and Dividend Tax Paid	(5,23,90,865)	(5,71,61,565)
<b>Net cash flow from/(used in) financing activities</b>	<b>(29,04,75,086)</b>	<b>22,42,17,590</b>
<b>D. Net Increase/ (Decrease) in Cash and Cash Equivalents</b>	<b>(169,84,81,290)</b>	<b>175,16,36,248</b>
Cash and Cash Equivalents at Beginning of the Year	188,99,97,333	13,83,61,085
<b>Cash and Cash Equivalents at End of the Year</b>	<b>19,15,16,043</b>	<b>188,99,97,333</b>
Bank balances not considered as cash and cash equivalent	222,34,55,813	22,19,44,791
<b>Cash and bank balances as at the year end</b>	<b>241,49,71,856</b>	<b>211,19,42,124</b>

As per our Report of even date attached

For and on behalf of the Board of Directors

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

**Dinesh Shahra**  
Director

**CA Ashok Khasgiwala**  
Partner  
Membership No. 70288  
Mumbai, May 30, 2013

**Ashish Mehta**  
Company Secretary

**Naveen Gupta**  
Director

Mumbai, May 30, 2013

# Notes

NOTES FORMING INTEGRAL PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

(Figures in ₹)

	As at March 31, 2013	As at March 31, 2012
<b>NOTE - 1 : SHARE CAPITAL</b>		
<b>A Authorised</b>		
i) Equity Shares		
50,00,00,000 equity shares (Previous Year 50,00,00,000 equity shares) of ₹ 1/- each	50,00,00,000	50,00,00,000
ii) Preference Shares		
2,00,00,000 (Previous Year 2,00,00,000) Non Convertible, Cumulative, Redeemable Preference Shares of ₹ 100/- each	200,00,00,000	200,00,00,000
	<b>250,00,00,000</b>	<b>250,00,00,000</b>
<b>B Issued,Subscribed and paid-up</b>		
i) Equity Shares		
20,52,39,942 Equity Shares (Previous Year 20,52,39,942 equity shares) of ₹ 1 each fully paid up	20,52,39,942	20,52,39,942
ii) Preference Shares		
54,60,613, (Previous Year 54,60,613) 6 % Non Convertible, Cumulative, Redeemable Preference Shares of ₹ 100 each fully paid up	54,60,61,300	54,60,61,300
	<b>75,13,01,242</b>	<b>75,13,01,242</b>

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

Particulars	As at March 31, 2013		As at March 31, 2012	
	No. of Shares	Amount	No. of Shares	Amount
<b>A. Equity Shares :</b>				
Equity Shares at the beginning of the year	20,52,39,942	20,52,39,942	20,52,39,942	20,52,39,942
Add: Shares issued during the year	—	—	—	—
Equity Shares at the end of the Year	<b>20,52,39,942</b>	<b>20,52,39,942</b>	<b>20,52,39,942</b>	<b>20,52,39,942</b>
<b>B. Preference Shares :</b>				
Preference Shares at the beginning of the year	54,60,613	54,60,61,300	54,60,613	54,60,61,300
Shares issued during the year	—	—	—	—
Preference Shares at the end of the year	<b>54,60,613</b>	<b>54,60,61,300</b>	<b>54,60,613</b>	<b>54,60,61,300</b>

## 1.2 Terms / Rights attached to Equity Shares :

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

## 1.3 Terms / Rights attached to Preference Shares :

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



# Notes

## NOTES FORMING INTEGRAL PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

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

#### A. EQUITY SHARES :

Name of shareholder	As at March 31, 2013		As at March 31, 2012	
	No. of Shares held	% of holding	No. of Shares held	% of holding
Bunkim Finance and Investments Pvt Ltd	2,89,86,321	14.12	2,89,86,321	14.12
Ruchi Soya Industries Ltd	2,73,24,239	13.31	2,73,24,239	13.31
Mahakosh Holding Pvt Ltd	1,50,57,840	7.34	1,50,57,840	7.34
Mavi Investment Fund Lid	1,47,04,752	7.17	1,47,04,752	7.17
Jayati Finance and Investments Pvt Ltd	—	—	1,21,86,791	5.94

#### B. PREFERENCE SHARES :

Name of shareholder	As at March 31, 2013		As at March 31, 2012	
	No. of Shares held	% of holding	No. of Shares held	% of holding
Wellway Development Ltd	27,96,281	51.21	27,96,281	51.21
Apec Investments Ltd. (formerly Blairs Finance Group Ltd.)	17,33,345	31.74	17,33,345	31.74
Everlead Trading Ltd	9,30,987	17.05	9,30,987	17.05

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

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

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

The aforesaid Preference Shares are redeemable as under :

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

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

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

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

(Figures in ₹)

## NOTE - 2 : RESERVES & SURPLUS

### Capital Reserve

Balance as at the beginning of the year

Add : Received during the year

Balance as at the end of the year

### Securities Premium Account

Balance as at the beginning of the year

Add : Received during the year

Balance as at the end of the year

### Capital Subsidy

Balance as at the beginning of the year

Less : Transfer to General Reserve

Balance as at the end of the year

### General Reserve

Balance as at the beginning of the year

Add : Transfer from Statement of Profit and Loss

Balance as at the end of the year

As at March 31, 2013	As at March 31, 2012
33,78,73,450	33,78,73,450
—	—
33,78,73,450	33,78,73,450
11,79,04,024	11,79,04,024
—	—
11,79,04,024	11,79,04,024
20,00,000	20,00,000
—	—
20,00,000	20,00,000
87,86,40,864	83,86,40,864
1,00,00,000	4,00,00,000
88,86,40,864	87,86,40,864

# Notes

## NOTES FORMING INTEGRAL PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

(Figures in ₹)

	As at March 31, 2013	As at March 31, 2012
<b>Surplus in Statement of Profit and Loss</b>		
Balance as at the beginning of the year	27,57,72,292	27,56,44,456
Add : Surplus for the Year	5,38,43,403	9,25,18,702
	<b>32,96,15,695</b>	<b>36,81,63,158</b>
Less : <b>Appropriations</b>		
Transferred to General Reserve	1,00,00,000	4,00,00,000
Proposed Dividend - Preference Shares	3,27,63,678	3,27,63,678
Proposed Dividend - Equity Shares	1,23,14,397	1,23,14,397
Tax on Proposed Dividend	76,61,019	73,12,791
	<b>26,68,76,601</b>	<b>27,57,72,292</b>
Balance as at the end of the year	<b>161,32,94,939</b>	<b>161,21,90,630</b>

### NOTE - 3 : LONG -TERM BORROWINGS

#### a) Secured

##### Term Loans

From State Bank of India (Rupee Loan)	36,85,36,353	46,36,61,353
From Standard Chartered Bank PLC (Foreign Currency Loan)	80,54,62,825	81,54,13,500
	<b>117,39,99,178</b>	<b>127,90,74,853</b>

Less : Shown under current maturities of Long Term Debt

Loan Installments due within 12 months		
State Bank of India	7,60,68,000	7,60,80,000
Standard Chartered Bank PLC	18,48,28,165	5,79,38,836
	<b>91,31,03,013</b>	<b>114,50,56,017</b>

#### b) Unsecured

Deferred Sales Tax Loan

	17,17,93,698	19,19,42,262
Less : Shown under current maturities of Long Term Debt	8,27,11,373	2,01,48,564
	<b>8,90,82,325</b>	<b>17,17,93,698</b>

	<b>100,21,85,338</b>	<b>131,68,49,715</b>
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#### a) Term Loan from State Bank of India

- Term Loan from State Bank of India is secured by (a) exclusive first charge on the fixed assets of the Company created at various locations under the Rural Warehouses and Agri Marketing Infrastructure Facility project of the Company (b) personal guarantee of a Director of the Company.
- Rate of interest is 13% p.a. (Previous year 13.30%) as at the year end on Term Loan for acquisition of assets and 14.20% p.a. (Previous year 14.75%) on the interest bearing portion of Loan against subsidy receivable from NABARD. (Refer Note No. 36)
- Term Loan of ₹ 71,87,22,000 availed from State Bank of India is repayable in 28 Quarterly scattered instalments starting from quarter ending June 2009 and last installment of ₹ 1,679 lacs is payable in December, 2015.

Year	No of Installments	Amount of Installments ₹	Total Amount ₹
2009-2010	3	2,38,50,000	7,15,50,000
2009-2010	1	1,00,00,000	1,00,00,000
2010-2011	4	1,90,17,000	7,60,68,000
2011-2012	4	1,90,17,000	7,60,68,000
2012-2013	4	1,90,17,000	7,60,68,000
2013-2014	4	1,90,17,000	7,60,68,000
2014-2015	4	2,06,25,000	8,25,00,000
2015-2016	3	2,75,00,000	8,25,00,000
2015-2016	1	16,79,00,000	16,79,00,000
<b>TOTAL</b>			<b>71,87,22,000</b>

# Notes

## NOTES FORMING INTEGRAL PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

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

- Foreign Currency Term Loan from Standard Chartered Bank PLC is secured by (i) First Charge by way of hypothecation of whole of the movable fixed assets including its movable plant and machinery, machinery spares, tools and accessories situated at refinery plant at Kakinada or any part thereof both present and future (ii) storage tank (s) at XXIV/2045, Indira Gandhi Road, Willington Island Cochin, A 2 Reclaimed Area Matsyapuri Cochin, at East Mada Church Street, Royapuram, Chennai and at Dock Zone, Chiranjibpur, Haldia, (iii) 18 Windmills collectively having capacity of 10.80 Mw situated at Village Palsodi, Tahsil Selana, Dist. Ratlam, M.P and Village Nagda, Dist. Dewas, M.P. and (iv) First charge on escrow account opened with Standard Chartered Bank, Chennai where lease payments received from Ruchi Soya Industries Ltd will be deposited.
- The Rate of Interest is LIBOR + 3.40% p.a. as at the year end (Previous year LIBOR + 3.40% p.a.)
- The Foreign Currency Term Loan of US \$ 1,58,95,000 from Standard Chartered Bank PLC is repayable in 18 scattered installments starting from quarter ending November 2012 and last installment is payable in February 2017.

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

- Interest Free Sales Tax Deferment Loan of ₹ 19,19,42,262 availed from the Government of Andhra Pradesh is repayable in three annual instalments as under :

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

### NOTE - 4 : DEFERRED TAX LIABILITIES (NET)

Deferred Tax Liability

Due to Depreciation Difference on Fixed Assets

Deferred Tax Assets

Disallowances under Income Tax Act, 1961

Deferred Tax Liability (Net)

	As at March 31, 2013	(Figures in ₹) As at March 31, 2012
	<b>6,86,06,037</b>	1,90,47,036
	<b>6,86,06,037</b>	1,90,47,036
	<b>25,93,953</b>	9,26,372
	<b>25,93,953</b>	9,26,372
	<b>6,60,12,084</b>	1,81,20,664

# Notes

## NOTES FORMING INTEGRAL PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

(Figures in ₹)

	As at March 31, 2013	As at March 31, 2012
<b>NOTE - 5 : LONG TERM PROVISIONS</b>		
Provision for employee benefits	46,80,140	23,94,641
(Refer Note No 38)	<u>46,80,140</u>	<u>23,94,641</u>
<b>NOTE - 6 : SHORT TERM BORROWINGS</b>		
<b>Loans Repayable on Demand</b>		
Unsecured:		
a. From Banks - Buyer's Credit (Refer Note below)	203,76,58,670	189,81,00,620
b. Intercompany Deposits	4,68,61,790	4,68,61,790
	<u>208,45,20,460</u>	<u>194,49,62,410</u>

### Note

The Company has availed Buyers Credit during the year. The outstanding amount as on March 31, 2013 is ₹ 203,76,58,670 (Previous Year ₹ 189,81,00,620) is guaranteed by Company's Bankers against lien on Fixed Deposits pledged with them amounting to ₹ 209,43,00,000/- (Previous Year ₹ 191,21,00,000).

### NOTE - 7 : TRADE PAYABLES

Due to Micro, Small and Medium Enterprises	—	—
Due to others	348,03,23,105	296,39,05,678
(Refer Note No. 31)	<u>348,03,23,105</u>	<u>296,39,05,678</u>

### NOTE - 8 : OTHER CURRENT LIABILITIES

a. Current maturities of long-term debt (Refer Note 3 (a) and (b) for security details)	34,36,07,538	15,41,67,400
b. Interest accrued but not due on borrowings	1,21,35,105	3,08,50,279
c. Unclaimed Dividends (Refer Note below)	1,88,297	28,36,299
d. Other Payables		
(i) Statutory Dues	3,69,84,626	3,27,53,363
(ii) Advances from Customers	4,07,64,553	4,96,59,518
(iii) Security Deposits from Customers	95,19,353	37,20,269
(iv) Creditors for capital expenses	33,87,048	65,28,278
(v) Other Liabilities	2,69,55,203	2,75,36,640
	<u>47,35,41,723</u>	<u>30,80,52,046</u>

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

### NOTE - 9 : SHORT TERM PROVISIONS

<b>A</b> Provision for employee benefits (Refer Note No 38)	33,14,784	4,60,567
<b>B</b> Provision - Others		
(i) For Proposed Preference Dividend	3,27,63,678	3,27,63,678
(ii) For Proposed Equity Dividend	1,23,14,397	1,23,14,397
(iii) For Corporate Tax on Dividend	76,61,019	73,12,791
	<u>5,60,53,878</u>	<u>5,28,51,433</u>

# Notes

NOTES FORMING INTEGRAL PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

## NOTE - 10 : FIXED ASSETS

(Figures in ₹)

	GROSS BLOCK				DEPRECIATION & AMORTISATION				NET BLOCK	
	As on 01.04.2012	Additions	Deductions	As on 31.03.2013	Upto 31.03.2012	For the year	Adjustment	Upto 31.03.2013	As at 31.03.2013	As at 31.03.2012
<b>Tangible Assets</b>										
LAND - FREE HOLD	45,19,54,846	67,14,167	3,23,60,012	42,63,09,001	—	—	—	—	42,63,09,001	45,19,54,846
LAND - LEASEHOLD	3,30,52,902	—	—	3,30,52,902	1,02,60,617	12,11,676	—	1,14,72,293	2,15,80,609	2,27,92,285
BUILDINGS	111,92,11,833	6,02,359	8,80,59,000	103,17,55,192	33,53,86,490	7,00,79,176	1,67,31,210	38,87,34,456	64,30,20,736	78,38,25,343
PLANT AND MACHINERY	245,38,06,267	4,32,63,861	12,45,994	249,58,24,134	152,18,65,329	13,40,01,332	8,15,911	165,50,50,750	84,07,73,384	93,19,40,938
FURNITURE & FIXTURES	5,79,72,930	1,42,451	6,21,999	5,74,93,382	2,65,83,705	46,11,487	54,9,294	3,06,45,898	2,68,47,484	3,13,89,225
VEHICLES	5,29,30,850	23,80,557	25,17,588	5,27,93,819	2,61,86,328	71,16,472	20,37,570	3,12,65,230	2,15,28,589	2,67,44,522
OFFICE EQUIPMENT	1,03,91,512	21,06,071	6,12,767	118,84,816	63,95,440	14,28,019	5,29,141	72,94,318	45,90,498	39,96,072
JETTY	13,16,88,796	14,43,200	—	13,31,31,996	9,44,12,648	37,67,154	—	9,81,79,802	3,49,52,194	3,72,76,148
<b>TOTAL .....</b>	<b>431,10,09,936</b>	<b>5,66,52,666</b>	<b>12,54,17,360</b>	<b>424,22,45,242</b>	<b>202,10,90,557</b>	<b>22,22,15,316</b>	<b>2,06,63,126</b>	<b>222,26,42,747</b>	<b>201,96,02,495</b>	<b>228,99,19,379</b>
Previous Year	419,47,41,914	17,26,40,346	5,63,72,324	431,10,09,936	178,52,12,609	25,99,16,824	2,40,38,876	202,10,90,557	228,99,19,379	
<b>Intangible Assets</b>										
SOFTWARE	2,30,000	47,250	—	2,77,250	1,01,200	64,724	—	1,65,924	1,11,326	1,28,800
<b>TOTAL .....</b>	<b>2,30,000</b>	<b>47,250</b>	<b>—</b>	<b>2,77,250</b>	<b>1,01,200</b>	<b>64,724</b>	<b>—</b>	<b>1,65,924</b>	<b>1,11,326</b>	<b>1,28,800</b>
Previous Year	2,30,000	—	—	2,30,000	15,333	85,867	—	1,01,200	1,28,800	
<b>TOTAL</b>	<b>431,12,39,936</b>	<b>5,66,99,916</b>	<b>12,54,17,360</b>	<b>424,25,22,492</b>	<b>202,11,91,757</b>	<b>22,22,80,040</b>	<b>2,06,63,126</b>	<b>222,28,08,671</b>	<b>201,97,13,821</b>	<b>229,00,48,179</b>
Previous Year	419,49,71,914	17,26,40,346	5,63,72,324	431,12,39,936	178,52,27,942	26,00,02,691	2,40,38,876	202,11,91,757	229,00,48,179	—

Refer Note No. 36 (c)

(Figures in ₹)

## NOTE 11- NON CURRENT INVESTMENTS

### A. In Equity Shares

#### Quoted (Other than in Subsidiary Companies) (Non Trade)

12,54,675 (Previous Year 12,54,675) Equity Shares of ₹ 10/- each  
fully paid up of National Steel & Agro Industries Ltd  
9,500 (Previous Year 9,500) Equity Shares of ₹ 10/- each  
fully paid up of Ruchi Strips & Alloys Ltd.  
48,20,077 (Previous Year 48,35,077) Equity Shares of ₹ 2/- each  
fully paid up of Ruchi Soya Industries Ltd.

As at  
March 31, 2013

As at  
March 31, 2012

48,03,500

48,03,500

1,11,155

1,11,155

20,15,37,434

20,21,64,584

20,64,52,089

20,70,79,239

#### Unquoted

##### In Subsidiary Companies (Non Trade)

70,00,000 (Previous Year 70,00,000) Equity shares of ₹ 10/- each  
fully paid up in Peninsular Tankers Pvt Ltd  
Nil (Previous Year 60,000) Equity Shares of ₹ 10/- each  
fully paid up of Ruchi Green Energy Pvt Ltd  
5,000 (Previous Year 5,000) Equity Shares of US \$ 1 each  
fully paid up of Ruchi Resources Pte Ltd  
Less : Provision for diminution in value of Investment

3,78,00,001

3,78,00,001

—

6,00,000

2,24,100

2,24,100

2,24,100

—

1,00,000

1,00,000

##### In Other than Subsidiary Companies (Non Trade)

7,00,000 (Previous Year 7,00,000) Equity Shares of ₹ 10/- each  
fully paid up of Ruchi Acroni Industries Ltd  
1,25,000 (Previous Year 1,25,000) Equity Shares of ₹ 10/- each  
fully paid up of Ruchi Global Ltd  
29,95,100 (Previous Year 29,95,100) Equity Shares of ₹ 10/- each  
fully paid up of Indian Steel Corporation Ltd  
4,08,459 (Previous Year 4,08, 459) Equity Shares of ₹ 10/-each  
fully paid up of Arandi Investments Pvt Ltd

70,00,000

70,00,000

12,50,000

12,50,000

14,97,55,000

14,97,55,000

12,88,52,310

12,88,52,310

32,47,57,311

32,55,81,411

# Notes

NOTES FORMING INTEGRAL PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

(Figures in ₹)

	As at March 31, 2013	As at March 31, 2012
<b>Unquoted</b>		
<b>In Subsidiary Companies (Trade)</b>		
5,100 (Previous Year 5,100) Equity Shares of ₹ 10/- each fully paid up of Mangalore Liquid Impex Pvt Ltd	51,000	51,000
	<u>51,000</u>	<u>51,000</u>
<b>B. In Preference Shares- Unquoted (Non Trade)</b>		
2,00,000 (Previous Year 2,00,000) 6% Redeemable Non convertible cumulative Preference Shares of ₹ 100 each fully paid up of Ruchi Soya Industries Ltd	2,00,00,000	2,00,00,000
34,50,000 (Previous Year 34,50,000) 6% Non Convertible Redeemable cumulative Preference Shares of ₹ 100 each fully paid up of Ruchi Realty Holdings Ltd	36,57,00,000	36,57,00,000
	<u>38,57,00,000</u>	<u>38,57,00,000</u>
<b>C. In Government Securities</b>		
6 Years National Savings Certificates (Deposited with Government authorities)	77,000	20,000
	<u>77,000</u>	<u>20,000</u>
<b>D. In Partnership Firm - Associate (Trade)</b>		
Capital Account of Narang & Ruchi Developers (Refer Note No 34)	15,58,18,752	16,83,18,752
	<u>15,58,18,752</u>	<u>16,83,18,752</u>
<b>E. Other Investments- Associate (Trade)</b>		
Capital Account of Shubdeep Habitants LLP	—	60,00,000
	<u>—</u>	<u>60,00,000</u>
	<u>107,28,56,152</u>	<u>109,27,50,402</u>
<b>NOTE :</b>		
a. Investments are valued at Cost less provision for other than temporary diminution.		
b. Aggregate amount of Quoted Investments	20,64,52,089	20,70,79,239
c. Market Value of Quoted Investments	33,94,25,324	45,77,49,574
d. Aggregate amount of Unquoted Investments :		
In Equity Shares	32,50,32,411	32,56,32,411
In Preference Shares	38,57,00,000	38,57,00,000
In Government Securities	77,000	20,000
In Partnership Firm	15,58,18,752	16,83,18,752
In Others - LLP	—	60,00,000
e. Aggregate provision for diminution in value of Unquoted Investments	2,24,100	—
<b>NOTE - 12 : LONG-TERM LOANS AND ADVANCES</b>		
<b>Unsecured, Considered Good</b>		
a. Capital advances	1,16,67,974	1,12,50,000
b. Security and other deposits	3,28,66,492	2,80,33,907
c. Balance with Government Authorities	2,67,36,550	2,45,99,484
d. Advance Income Tax and Tax deducted at Source (Net of provision for taxation of ₹ 15,12,04,500/- Previous Year ₹ 14,00,67,354/-)	3,42,95,359	2,16,28,913
	<u>10,55,66,375</u>	<u>8,55,12,304</u>



# Notes

NOTES FORMING INTEGRAL PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

(Figures in ₹)

	As at March 31, 2013	As at March 31, 2012
<b>NOTE - 13 : OTHER NON-CURRENT ASSETS</b>		
<b>Unsecured, Considered Good</b>		
a. Interest Accrued on Investment	7,172	3,746
b. Unamortised Expenditure (to the extent not written off or adjusted)	—	79,92,791
FCCB Issue Expenses	—	79,92,791
Less: Adjusted/Written off	—	—
c. Foreign Currency Monetary Items Translation Difference Account (Refer Note No 30)	4,29,08,343	2,37,63,025
	<b>4,29,15,515</b>	<b>2,37,66,771</b>
<b>NOTE - 14 : CURRENT INVESTMENTS</b>		
<b>In Associate - Trade Investments (Unquoted)</b>		
a. <b>Investment in Limited Liability Partnership (LLP)</b>		
Balance in Current Account of Shubdeep Habitants LLP	—	1,47,25,000
b. <b>Investment in Partnership Firm</b>		
Balance in Current Account of Narang & Ruchi Developers	41,70,661	52,283
	<b>41,70,661</b>	<b>1,47,77,283</b>
<b>Note:</b>		
a. Aggregate amount of current investments (Unquoted) is ₹ 41,70,661		
b. Current Investments are valued at lower of cost or at market/ fair value		
<b>NOTE - 15 : INVENTORIES</b>		
<b>(As valued and certified by the management)</b>		
a) Raw Materials (Including packing materials)	162,35,24,995	62,21,89,840
b) Work-in-progress	43,64,36,612	20,82,36,665
c) Finished goods	65,44,18,103	70,86,57,333
d) Stock in trade	14,17,89,843	3,03,20,672
e) Stores, Spares and Consumables	4,20,21,052	3,91,18,968
	<b>289,81,90,605</b>	<b>160,85,23,478</b>
Note: Inventories are valued at lower of cost or net realisable value, except by-products/scrap, which are valued at net realisable value		
<b>Broad Categories of Inventory</b>		
a) <b>Details of Raw Materials</b>		
Oils	158,09,15,081	57,73,29,595
Soaps	8,85,054	13,71,957
Packing Materials	4,17,24,860	4,34,88,288
	<b>162,35,24,995</b>	<b>62,21,89,840</b>
b) <b>Details of Work in Progress</b>		
Oils	43,62,45,332	20,76,41,265
Soaps	1,91,280	5,95,400
	<b>43,64,36,612</b>	<b>20,82,36,665</b>
c) <b>Details of Finished Goods</b>		
Oils	51,52,78,939	55,72,21,407
Vanaspati	10,74,85,423	13,04,94,407
By Products	3,06,09,883	2,06,22,329
Soaps	10,43,858	3,19,190
	<b>65,44,18,103</b>	<b>70,86,57,333</b>

# Notes

NOTES FORMING INTEGRAL PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

(Figures in ₹)

	As at March 31, 2013	As at March 31, 2012
<b>d) Details of Stock In Trade</b>		
Oils	14,14,93,634	3,03,20,672
Food Products	2,96,209	—
	<u>14,17,89,843</u>	<u>3,03,20,672</u>
<b>NOTE - 16 : TRADE RECEIVABLES</b>		
<b>Unsecured, considered good</b>		
Outstanding for a period exceeding six months from the date they were due for payment	3,19,86,875	5,75,06,217
Other trade receivables	60,74,65,620	130,94,90,370
	<u>63,94,52,495</u>	<u>136,69,96,587</u>
<b>NOTE - 17 : CASH AND BANK BALANCES</b>		
<b>Cash and cash equivalents</b>		
a. Balances with Banks		
In Current Accounts	15,52,15,843	12,96,35,948
In Deposit Accounts having maturity upto 3 months	3,29,97,808	175,75,04,331
b. Cash on hand	33,02,392	28,57,053
	<u>19,15,16,043</u>	<u>188,99,97,332</u>
<b>Other Bank Balances</b>		
In Deposit Accounts having maturity more than 3 months and upto 12 months	210,00,77,329	18,39,50,348
In Deposit Accounts having maturity of more than 12 months		
In Subsidy Deposit Account (Refer Note No 36)	12,31,90,187	3,51,33,100
In unclaimed dividend account (under lien)	1,88,297	28,61,343
	<u>241,49,71,856</u>	<u>211,19,42,123</u>
<b>Note :</b>		
Earmarked Balances in Deposit Accounts		
(i) Deposit having maturity upto 3 months	3,29,97,808	175,75,04,331
(ii) Deposit having maturity more than 3 months and upto 12 months	210,00,77,329	18,39,50,348
(iii) Deposits having maturity more than 12 months	12,31,90,187	3,51,33,100
<b>NOTE - 18 : SHORT-TERM LOANS AND ADVANCES</b>		
<b>Unsecured, Considered Good</b>		
a. Intercompany Deposits - To Related Parties	4,00,00,000	5,00,00,000
b. Intercompany Deposits - To Others	4,55,00,000	4,92,50,000
c. Advance to Subsidiaries	—	31,410
d. Advance to Suppliers	5,63,47,408	4,67,49,904
e. Balance with Government Authorities	1,40,48,233	1,13,00,273
f. Other Advances Recoverable in Cash or In Kind for value to be received	11,03,82,007	10,26,69,395
	<u>26,62,77,648</u>	<u>26,00,00,982</u>
<b>NOTE - 19 : OTHER CURRENT ASSETS</b>		
<b>Unsecured, Considered Good</b>		
a. Interest Accrued on Deposits	2,54,34,099	6,41,00,817
b. Other Receivable	79,20,865	17,51,528
c. Foreign Currency Monetary items translation Difference Account (Refer Note No 30)	1,51,44,121	61,99,050
	<u>4,84,99,085</u>	<u>7,20,51,395</u>

# Notes

NOTES FORMING INTEGRAL PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

(Figures in ₹)  
For the year  
2011-2012

## NOTE - 20 : REVENUE FROM OPERATIONS

	For the year 2012-2013		For the year 2011-2012
A. Sales of products (Gross)	2231,34,95,780	2925,84,25,222	
Less : Excise Duty	5,38,85,010	456,40,120	2921,27,85,102
B. Sale of Services			
Processing charges	3,87,27,787	2,41,30,738	
Rental Income from storage and Warehouse	27,46,42,661	26,47,27,109	
Cargo Handling Income	7,86,09,495	6,65,99,812	35,54,57,659
C. Sale of Wind Power Generation			7,44,70,641
D. Other Operating Revenues			
Export Incentive	8,23,915		—
Other Operating Income	17,96,066	26,19,981	—
	2272,88,99,796		2964,27,13,402

### Details of Sales of Products

Oils	1975,81,83,287	2663,02,68,199
Vanaspati	193,94,78,539	209,55,88,359
Realisable By Products	48,90,16,161	48,50,91,585
Food Products	72,46,050	—
Soaps	2,37,79,124	2,26,92,926
Cotton	8,25,65,085	—
Others	1,32,27,534	2,47,84,153
	2231,34,95,780	2925,84,25,222

## NOTE - 21 : OTHER INCOME

a. Interest Income	18,10,28,165	26,12,96,461
b. Dividend Income From Long Term Investments (other than subsidiary Companies)	27,42,425	26,50,039
c. Share in Profit of Partnership firm	41,18,378	52,283
d. Profit on sale of Fixed Assets	96,69,459	—
e. Other Non Operating Income (Refer Note No 36)	2,93,16,653	86,03,940
	22,68,75,080	27,26,02,723

## NOTE - 22 : COST OF MATERIALS CONSUMED

a) Raw Materials Consumed	1312,95,68,038	1271,65,58,404
b) Packing Materials Consumed	55,53,07,020	52,86,41,790
<b>Materials Consumed</b>	<b>1368,48,75,058</b>	<b>1324,52,00,194</b>
a) <b>Details of Raw Material Consumed</b>		
Oils	1311,11,98,170	1269,75,26,000
Others	1,83,69,868	1,90,32,404

### b) Details of Imported and Indigenous Materials Consumed

	Amt in ₹	2012-2013 %	Amt in ₹	2011-2012 %
i) <b>Raw Materials</b>				
Imported	680,43,67,292	51.82	200,74,28,680	15.79
Indigenous	632,52,00,746	48.18	1070,91,29,724	84.21
ii) <b>Packing Materials</b>				
Imported	—	—	11,49,620	0.22
Indigenous	55,53,07,020	100.00	52,74,92,170	99.78

# Notes

NOTES FORMING INTEGRAL PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

(Figures in ₹)  
For the year  
2011-2012

## NOTE - 23 : PURCHASES OF STOCK-IN-TRADE

Purchases of Stock in Trade

For the year  
2012-2013

771,00,92,226

1476,88,35,270

1476,88,35,270

### Details of Purchases of Stock in Trade

Oils

759,42,52,379

1475,63,25,622

Vanaspati

2,74,32,620

99,55,381

Food Products

69,59,883

—

Cotton

8,14,47,344

—

Others

—

25,54,267

771,00,92,226

1476,88,35,270

## NOTE - 24 : CHANGES IN INVENTORIES OF FINISHED GOODS WORK-IN-PROGRESS AND STOCK-IN-TRADE

Inventory at the beginning of the year

Finished goods

70,86,57,333

78,52,40,787

Work-in-progress

20,82,36,665

6,09,44,354

Stock In Trade

3,03,20,672

4,34,09,886

94,72,14,670

88,95,95,027

Less : Inventory at the end of the year

Finished goods

65,44,18,103

70,86,57,333

Work-in-progress

43,64,36,612

20,82,36,665

Stock In Trade

14,17,89,843

3,03,20,672

123,26,44,558

94,72,14,670

Net (Increase)/Decrease in inventories

(28,54,29,888)

(5,76,19,643)

Add : Variation in Excise duty on closing stock

7,11,471

(28,69,174)

(28,47,18,417)

(6,04,88,817)

## NOTE - 25 : EMPLOYEE BENEFITS EXPENSE

Salary, Wages and Bonus

7,91,33,821

6,37,43,264

Contribution to Provident and other funds

1,12,76,797

53,91,720

Workmen & Staff Welfare expenses

65,91,138

51,44,853

9,70,01,756

7,42,79,837

## NOTE - 26 : FINANCE COSTS

Interest on Loans

11,17,19,125

12,15,76,086

Other borrowing costs

3,78,76,377

4,88,57,256

Net Loss on Foreign Currency transactions and translation

10,28,22,530

20,92,91,632

25,24,18,032

37,97,24,974

# Notes

NOTES FORMING INTEGRAL PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

(Figures in ₹)  
For the year  
2011-2012

## NOTE - 27 : OTHER EXPENSES

	For the year 2012-2013	(Figures in ₹) For the year 2011-2012
Stores, Spares and Chemicals Consumed	7,63,27,360	9,45,23,653
Processing Charges	7,30,231	13,25,924
Packing Expenses	2,66,63,586	3,00,15,666
Power and Fuel	18,04,08,744	13,02,72,021
Rent	3,13,22,964	2,53,08,995
Repairs to Buildings	54,03,036	74,90,719
Repairs to Machinery	4,00,23,662	3,44,31,713
Repairs to Others	84,13,448	1,01,33,331
Manufacturing Expenses	3,98,52,033	3,62,15,940
Insurance	72,11,678	35,88,204
Rates and Taxes	9,49,05,137	9,49,97,923
Bank Charges and Commission	4,80,416	4,10,576
Brokerage and Commission	96,29,870	93,70,405
Postage and Telephone	30,54,689	30,79,965
Freight and Forwarding Charges	25,77,53,487	22,70,25,974
Oil Handling Expenses	5,73,81,303	4,66,18,417
Net Loss on Foreign Currency transactions and translation	14,22,92,493	17,63,89,431
Premium on FCCB	—	10,22,06,762
Donation	15,70,000	2,15,263
Miscellaneous Expenditure Written off	—	79,92,791
Loss on Sale of Fixed Assets	—	9,88,663
Diminution in value of Investment	2,24,100	
Miscellaneous Expenses	11,74,43,121	7,11,59,599
	<b>110,10,91,358</b>	<b>111,37,61,935</b>

(Figures in ₹)  
2011-2012

## 28. Contingent Liabilities and commitments (to the extent not provided for)

	2012-2013	(Figures in ₹) 2011-2012
a. Contingent liabilities :		
i) Guarantees issued by Bank	35,79,21,640	33,10,27,740
ii) Income Tax/ Sales Tax/Customs Duty/ Excise Duty demands disputed in appeals.	19,24,82,757	17,86,90,638
b. Commitments :		
Estimated amount of contracts remaining to be executed on capital commitment (Net of Advances)	39,51,597	37,50,000

29. Trade payables include bills payable for purchase of goods ₹ 296,24,30,534/- (Previous Year ₹ 289,88,52,190/-).

30. a. In line with the notification dated March 31, 2009, and subsequently issued on December 29, 2011 by the Ministry of Corporate Affairs amending Accounting Standard AS-11 "Effects of Changes in Foreign Exchange Rates", the Company has chosen to exercise the option under paragraph 46 A inserted in the standard by the notification.
- b. Accordingly the exchange differences on long term monetary items related to Foreign Currency Liabilities and Assets in so far as they are related to acquisition of Fixed Assets has been added/ deducted from the cost of the relevant fixed assets and depreciation has been charged in the books of accounts after taking the effect of such changes.

# Notes

## NOTES FORMING INTEGRAL PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

- c. In respect of exchange differences on long term monetary items related to Foreign Currency Liabilities in so far as they are not related to the acquisition of Fixed Assets, the Company has accounted the exchange differences in "Foreign Currency Monetary Item Translation Difference Account" and the same is amortised over the balance period of long term borrowings. Accordingly, an amount of ₹ 2,21,27,402/- (Previous Year ₹ 10,33,175/-) has been charged to Statement of Profit and Loss under Loss on Foreign Currency transactions and translation relating to Borrowing and the unamortised amount of ₹ 5,80,52,464/- (Previous Year ₹ 2,99,62,075) has been shown under Other Non Current Assets ₹ 4,29,08,343 (Previous Year ₹ 2,37,63,025/-) and Under Other Current Assets ₹ 1,51,44,121/- (Previous Year ₹ 61,99,050/-)

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

- a. Trade Payables includes Nil (Previous Year Nil) amount due to micro and small enterprises registered under the Micro, Small and Medium Enterprises Development Act, 2006 (MSME).
- b. The details of amount outstanding to Micro, Small and Medium Enterprises are as under :

Particulars	As at March 31, 2013	As at March 31, 2012
Principle amount due and remain unpaid	—	—
Interest due on above and unpaid interest	—	—
Interest paid	—	—
Payment made beyond appointed day during the year	—	—
Interest due and payable for the period of delay	—	—
Interest accrued and remaining unpaid	—	—
Amount of further interest due and payable in succeeding years	—	—

- c. The information has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the Auditors.

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

### 33. Auditors Remuneration

(Including Service Tax)

	2012-2013	2011-2012
(a) Statutory Audit	4,77,530	3,93,260
(b) Tax Audit	84,270	84,270
(c) Other Services	261,827	1,07,660
(d) Reimbursement of Expenses	25,672	16,970

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

Narang & Ruchi Developers :

	2012-2013			2011-2012		
Name of the Partner	Balance in Capital Account	Balance in Current Account	% age of share in Profit /Loss	Balance in Capital Account	Balance in Current Account	% age of share in Profit /Loss
Ruchi Infrastructure Ltd	15,58,18,752	41,70,661	70	16,83,18,752	52,283	70
Narang Developers Pvt Ltd	1,73,13,195	11,46,213	30	1,87,02,084	8,44,588	30

# Notes

## NOTES FORMING INTEGRAL PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

### 35. EARNING PER SHARE

#### Basic and Diluted Earning Per Share

	2012-2013	2011-2012
(a) Net Profit after tax	5,38,43,403	9,25,18,702
(b) Less : Preference Dividend including tax there on	3,83,31,865	3,80,78,766
(c) Profit available for Equity Shareholders	1,55,11,538	5,44,39,936
(d) Weighted Average Number of Equity Shares	20,52,39,942	20,52,39,942
(e) Nominal Value of Per ordinary Share	1	1
(f) Basic and Diluted Earning per Share	0.08	0.27

36. a. The Company has set up Agri-warehousing and Marketing infrastructure at various locations against which the company is entitled to back ended subsidy as per the Scheme of Ministry of Agriculture, Government of India.
- b. The eligible amount of subsidy is disbursed through NABARD directly to the financing bank, which is kept in separate account by the bank and is disbursed to the company as interest free loan. On payment of last installment of term loan or five years from the date of disbursement of first installment of term loan, whichever is later, the subsidy will be adjusted with the term loan from bank.
- c. As per the accounting policy adopted consistently, Company has credited the subsidy of ₹ 8,80,59,000/- (Previous Year ₹ 22,50,000/-) to related assets account on receipt of sanction from the competent Authority. Depreciation provided in earlier years is reversed to statement of profit and loss if, subsidy capitalised in earlier years is sanctioned during the year. During the year depreciation of ₹ 1,67,31,210/- (Previous Year ₹ 4,42,353/-) has been written back and shown in other income.
- d. The amount of final subsidy of ₹ 12,31,90,187/- (Previous Year ₹ 3,51,33,100/-) directly received by the Bank and kept under lien for term loan is shown in other Bank Balance Note No 17.

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

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

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

	2012-2013				2011-2012		
	Currency	No. of Contracts	Amount in Foreign Currency	Amount in INR	No. of Contracts	Amount in Foreign Currency	Amount in INR
Import of goods and buyers credit availed	US \$	20	5,56,36,467	310,60,82,092	31	84,932,104	438,13,03,382
Export of Goods	US \$	1	26,88,000	15,20,33,280	—	—	—

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

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

	2012-2013				2011-2012		
	Currency	Payable in Foreign Currency	Amount In INR		Currency	Payable in Foreign Currency	Amount In INR
	US \$	4,38,26,164	239,07,17,279		US \$	1,80,54,975	92,62,20,239
	GBP	—	—		GBP	500	41,080



# Notes

## NOTES FORMING INTEGRAL PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

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

#### A) GRATUITY

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

Disclosure as per AS-15 is as under :

	2012-2013	2011-2012
<b>Change in obligation during the year ended March 31, 2013</b>		
Obligation at the beginning of the year	50,07,007	37,70,774
Current Service cost	7,47,197	6,37,379
Interest Cost	4,25,596	3,11,089
Actuarial (Gains)/Losses	29,05,249	7,75,295
Benefits payments	(3,70,552)	(4,87,530)
Obligations at the end of the year	87,14,497	50,07,007
<b>Change in the fair value of plan assets</b>		
Fair value of plan assets at the beginning of the year	48,61,269	41,34,106
Expected return on plan assets	4,18,069	3,30,728
Contributions	9,97,633	8,21,241
Benefits paid	(3,70,552)	(4,87,530)
Actuarial Gains/(Losses) on plan assets	69,441	62,724
Fair value of plan assets at the end of the year	59,75,860	48,61,269
<b>Amount recognised in Balance Sheet</b>		
Present value of defined benefit obligation at the end of the year	87,14,497	50,07,007
Fair value of plan assets at the end of the year	59,75,860	48,61,269
Net (Liability)/Asset recognized in balance sheet	(27,38,637)	(1,45,738)
<b>Balance Sheet Reconciliation</b>		
Net Liability at the beginning of the year	1,45,738	(3,63,332)
Expenses recognized during the year	35,90,532	13,30,311
Contributions during the year	(9,97,633)	(8,21,241)
Net (Liability)/Asset recognized in balance sheet	27,38,637	1,45,738
<b>Amounts recognised in Statement of profit and loss</b>		
Current service cost	7,47,197	6,37,379
Interest cost	4,25,596	3,11,089
Expected return on plan assets for the year	(4,18,069)	(3,30,728)
Actuarial (Gains)/Losses	28,35,808	7,12,571
Expenditure recognized in the profit and loss account	35,90,532	13,30,311
<b>Actual return on plan assets</b>		
Expected return on plan assets for the year	4,18,069	3,30,728
Actuarial Gains/(Losses) on plan assets	69,441	62,724
Actual return on plan assets	4,87,510	3,93,452
<b>Percentage of each category of plan assets to fair value of plan assets</b>		
Insurer managed funds	59,75,860	48,61,269
<b>Actuarial assumptions</b>		
Discount Rate Current	8.25%	8.50%
Salary escalation Current	5.00%	5.00%
Rate of return on plan assets Current	8.70%	8.60%

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

# Notes

## NOTES FORMING INTEGRAL PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

### B. LEAVE ENCASHMENT

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

Liability on account of Leave Encashment as at the year end ₹ 52,56,287/- (Previous Year ₹ 27,09,470)

39. Miscellaneous Expenses in Note 27 includes ₹ 2,48,73,570/- (Previous Year ₹ Nil/-) bad debts written off.

### 40. Value of Imported and Indigenous Stores & Spares Consumed

	2012-2013		2011-2012	
	Value	%	Value	%
Imported	Nil	—	14,66,341	2
Indegeneous	7,63,27,360	100%	9,30,57,312	98

### 41. Value of Imports Calculated on CIF Basis

	2012-2013	2011-2012
Raw Materials & Stock in Trade	4,70,38,83,638	589,29,88,263
Stores, Spares & Consumables	—	14,66,341
Capital Goods	—	6,92,953

### 42. Expenditure In Foreign Currency

Interest	6,95,46,692	6,97,21,751
Others	3,53,726	5,43,913

### 43. Dividend Remitted In Foreign Currency To Non Resident Shareholders

#### EQUITY SHARES

Number of Non Resident Equity Shareholders	1	1
Number of Equity Shares held by them	58,22,800	58,22,800
(i) Amount of Dividend Paid	3,49,368	4,65,824
(ii) Year to which dividend relates	2011-2012	2010-2011

#### PREFERENCE SHARES

Number of Non Resident Preference	3	3
Number of Preference Shares held by them	54,60,613	54,60,613
(i) Amount of Dividend Paid	3,27,63,678	3,27,63,678
(ii) Year to which dividend relates	2011-2012	2010-2011

### 44. EARNING IN FOREIGN CURRENCY

Exports of goods – calculated on FOB basis	22,78,51,484	12,93,34,277
Sale of Carbon Credits	17,96,066	—

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

a. Loans and Advances in the nature of Advance to Subsidiary

Name of the Company	As at		Maximum balance during the year	
	March 31, 2013	March 31, 2012	March 31, 2013	March 31, 2012
Union Infrastructure Services Pvt Ltd	—	31,410	53,619	31,410

# Notes

## NOTES FORMING INTEGRAL PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

### b. Loans and Advances in the nature of Advance to Related Party

Name of the Company	As at		Maximum balance during the year	
	March 31, 2013	March 31, 2012	March 31, 2013	March 31, 2012
Nirvana Housing Pvt Ltd	4,00,00,000	500,00,000	5,00,00,000	5,00,00,000

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

### 46. a. Leases - Where company is Lessor

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

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

	2012-2013	2011-2012
	₹	₹
For a period not later than one year	3,35,20,995	3,31,76,220
For a period later than one year and not later than five years	1,82,90,000	1,59,12,500
For a period later than five years	—	—

- (b) The aggregate amount of Operating lease income recognised in the Statement of Profit and Loss is ₹ 27,28,68,659/- (Previous Year ₹ 26,47,27,109/-)

### b. Leases - Where company is Lessee

The Company has taken office premises and warehouses under operating lease agreements. These are renewable on periodic basis at the option of both lessor and lessee.

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

- (a) The total future lease rental payable as at the balance sheet date is as under :

	2012-2013	2011-2012
	₹	₹
For a period not later than one year	1,45,30,274	60,38,124
For a period later than one year and not later than five years	1,55,20,409	46,69,932
For a period later than five years	—	—

- (b) The aggregate amount of operating lease payments recognized in the statement of profit and loss is ₹ 1,45,60,940/- (Previous Year ₹ 1,01,38,576/-)

## 47. RELATED PARTY DISCLOSURE

### List of Related Party Relationships :

#### a. Parties where control exists :

Peninsular Tankers Private Limited (Subsidiary)  
 Ruchi Resources Pte. Limited (Subsidiary)  
 Mangalore Liquid Impex Private Limited (Subsidiary)  
 Union Infrastructure Solutions Private Limited (Subsidiary)  
 Ruchi Green Energy Pvt Ltd (Subsidiary) (upto 15/03/2013)  
 Narang and Ruchi Developers (Associate)  
 Shubdeep Habitants LLP (Associate) (upto 17/12/2012)

#### b. Key Management Personnel & their relative :

Mr. Dinesh Shahra, Director  
 Mr. Dinesh Khandelwal, Director  
 Mr. Kailash Shahra, Brother of Director  
 Mr. Suresh Shahra, Brother of Director  
 Mr. Santosh Shahra, Brother of Director  
 Mrs. Abha Devi Shahra, Wife of Director

# Notes

NOTES FORMING INTEGRAL PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

Mr. Sarvesh Shahra, Son of Director  
Ms. Amrita Shahra, Daughter of Director  
Mr. Ankesh Shahra, Son of Director  
Ms. Amisha Shahra, Daughter of Director  
Mrs. Geeta Devi Koolwal, Sister of Director  
Mrs. Vashu Devi Jhalani, Sister of Director  
Mrs. Vidhya Devi Khandelwal, Wife of Director  
Mr. E. Srinivasulu, Manager

c) **Entities where Key Management Personnel & their relatives of Key Management Personnel have significant influence :**

Great Eastern Infrastructure Corporation Private Limited  
Ruchi Corporation Limited  
Ruchi Biofuels Private Limited  
Ruchi Marktrade Private Limited  
Ruchi Multitrade Private Limited  
Indivar Wellness Private Limited  
Ruchi Realty Private Limited  
Nirvana Housing Private Limited  
Bright Star Housing Private Limited  
High Tech Realty Private Limited  
Spectra Realty Private Limited  
Mahakosh Holdings Private Limited  
Mahakosh Amusement Private Limited  
Deepti Housing Private Limited  
Deepti Properties Private Limited  
Neha Resorts & Hotels Private Limited  
Ankesh Resorts & Hotels Private Limited  
Shahra Estate Private Limited  
Neha Securities Private Limited  
Vishal Warehousing Private Limited  
Shahra Brothers Private Limited  
I Farm Venture Advisors Private Limited  
I Farm Equity Advisors Private Limited  
Saharsh Brokers Private Limited  
Delite Ventures Private Limited  
Avid Constructions Private Limited  
Sanchit Buildtech Private Limited  
Sakushal Buildtech Private Limited  
Shalin Infratech Private Limited  
Archer Construction and Builders Private Limited  
Navodit Infracon Private Limited  
Suramya Infratech Private Limited  
Saharsha Infra Construction and Developers Private Limited  
Navaagat Infratech Private Limited  
Sadashay Constructions Private Limited  
Nibodh Infradevelopers Private Limited  
Aseem Infracon Private Limited  
Arav Construction and Developers Private Limited  
Aaradhya Buildtech Private Limited  
Aparaa Buildtech Private Limited  
Alison Builders and Construction Private Limited  
Nischit Infratech Private Limited  
Mahaodeo Shahra and Sons  
Mahadeo Shahra Sukrut Trust  
Shiva Foundation (Trust)  
RSIL Beneficiary Trust  
Ruchi Soya Industries Limited

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

# Notes

NOTES FORMING INTEGRAL PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

Nature of Relationship	Subsidiary					Associate		KMP have significant influence	Relatives of KMP have significant influence			Key Management Personnel		
	Peninsular Tankers Pvt Ltd	Ruchi Green Energy Pvt Ltd	Mangalore Liquid Impex Pvt Ltd	Ruchi Resources Pte Ltd	Union Infrastructure Solutions Pvt Ltd	Narang & Ruchi Developers Pvt Ltd	Shubdeep Habitants LLP		Ruchi Soya Industries Ltd	Soyumm Marketing Pvt Ltd	Nirvana Housing Pvt Ltd	E Srinivasulu Manager	Dinesh Shahra Director	Dinesh Khandelwal Director
Purchase of Goods	—	—	—	—	—	—	—	821,23,82,989	—	—	—	—	—	—
Interest Paid	—	—	—	—	—	—	—	951,17,20,827	18,71,61,500	—	—	—	—	—
Processing Charged Paid	—	—	—	—	—	—	—	597,705	—	—	—	—	—	—
Service Charges Paid	—	—	96,000	—	—	—	—	246,201	—	—	—	—	—	—
Dividend Paid	—	—	96,000	—	—	—	—	13,25,925	—	—	—	—	—	—
Sale of Goods	—	—	—	—	—	—	—	—	16,39,454	—	—	—	600	6
Storage / Warehousing Charges Received	—	—	—	—	—	—	—	21,85,939	—	—	—	—	800	8
Dividend Received	—	—	—	—	—	—	—	134,34,06,275	—	—	—	—	—	—
Share in Profit of Partnership Firm	—	—	—	—	—	—	—	427,76,70,210	—	—	—	—	—	—
Advance given	—	—	—	—	31,410	41,18,378	—	13,63,80,752	—	—	—	—	—	—
Investment in Share / Partner Capital	—	—	—	—	1,00,000	52,283	—	14,26,08,000	—	—	—	—	—	—
Investment Sold / Reduction of Capital	—	—	—	—	—	1,50,00,000	60,00,000	27,42,425	—	—	—	—	—	—
Managerial Remuneration	—	—	—	—	—	1,25,00,000	60,00,000	26,50,039	—	—	—	49,134	—	—
Directors Sitting Fees	—	—	—	—	—	—	—	—	—	—	—	—	26,000	34,000
OUTSTANDING AT YEAR END	—	—	—	—	—	—	—	—	—	—	—	—	8,000	12,000
Amount Payable	—	—	—	—	—	—	—	19,10,33,076	—	—	—	—	—	—
Sundry Creditors	—	—	—	—	—	—	—	10,99,65,397	—	—	—	—	—	—
Other Liabilities	—	—	22,86,293	—	—	—	—	2,21,581	—	—	—	—	—	—
Amount Receivable	—	—	11,30,336	—	—	—	—	—	—	—	—	—	—	—
Advance Recoverable	—	—	—	—	31410	—	—	—	—	—	4,00,00,000	—	—	—
Investment	3,78,00,001	—	51,000	2,24,100	1,00,000	15,58,18,752	—	22,15,37,434	—	—	5,00,00,000	—	—	—
Balance in Current Account	3,78,00,001	6,00,000	51,000	2,24,100	1,00,000	16,83,18,752	60,00,000	22,21,64,584	—	—	—	—	—	—
	—	—	—	—	—	41,70,661	1,47,25,000	—	—	—	—	—	—	—

NOTE : Figures in Italics represent previous year

# Notes

NOTES FORMING INTEGRAL PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

## 48. SEGMENT REPORTING

### a. Primary Segment- Business Segment

(Figures in ₹)

	Oils	Infrastructure	Others	Unallocable	Total
Segment Revenue	2218,50,64,709	42,88,87,324	11,49,47,763	—	2272,88,99,796
	2920,69,93,780	40,50,13,607	3,07,06,015	—	2964,27,13,402
Segment Result Before Finance Cost & Tax	10,75,98,085	15,73,44,501	1,12,40,811	14,89,69,458	42,51,52,855
	54,81,18,870	85,15,5951	58,63,982	(12,54,13,789)	51,37,25,014
Finance Cost					25,24,18,032
					37,97,24,973
Profit Before Taxes					17,27,34,823
					13,40,00,041
Provision for Taxes					
Current Taxes					7,10,00,000
					6,63,60,595
Deferred Taxes					4,78,91,420
					(3,14,34,889)
For Earlier Years					—
					65,55,633
Profit After Taxes					5,38,43,403
					9,25,18,702
Segment Assets	397,69,15,134	169,88,66,635	1,52,40,620	267,56,86,545	836,67,08,934
	346,02,71,929	196,62,83,682	1,50,52,589	238,46,78,867	782,62,87,067
Segment Liabilities	356,29,79,683	3,76,97,175	5,94,444	1,69,80,912	361,82,52,214
	305,05,11,034	5,32,57,172	24,35,733	1,44,41,593	312,06,45,532
Segment Depreciation	5,03,14,088	15,79,07,316	58,664	1,39,99,972	22,22,80,040
	5,56,48,408	18,77,36,262	63,708	1,65,54,313	26,00,02,691
Cost Incurred to Acquire Fixed Assets	63,91,728	5,01,15,500	27,572	1,65,116	5,66,99,916
	2,27,39,841	14,47,96,318	—	51,04,187	17,26,40,346
Non Cash Expenditure other than Depreciaton	—	—	—	—	—
	—	—	—	—	—

Note : Figures in Italics represent previous year figures

### b. Secondary Segment - Geographical Segment

All Operating facilities of the Company are located in India

Domestic Revenue

Export Revenue

**Total Revenue**

**Unallocated Segment Liabilities Exclude the Following**

Long Term Borrowings

Short Term Borrowings

Other Current Liabilities

Deferred Tax Liabilities

Provision for Dividend

Corporate Tax on Dividend

**Unallocated Segment Assets Exclude the Following**

Non Current Investments

Advance Tax & TDS

Foreign Currency Monetary Items Translations Diff Account

**Year Ended  
March 31, 2013**

**Year Ended  
March 31, 2012**

2250,10,48,310

2951,33,79,175

22,78,51,485

12,93,34,227

2272,88,99,795

2964,27,13,402

134,57,92,876

133,69,78,279

208,45,20,460

194,49,62,410

—

13,40,38,836

6,60,12,084

1,81,20,664

4,50,78,075

4,50,78,075

76,61,019

73,12,791

107,28,56,152

109,27,50,402

3,42,95,359

2,16,28,913

5,80,52,464

2,99,62,075

# Notes

## NOTES FORMING INTEGRAL PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

49. During the year, the Income Tax Department carried out search and seizure action u/s 132(i) of the Income Tax Act, 1961 on the Company, its promoters and some of its associated companies. The Department is in the process of scrutinising the various documents collected during the course of the operation. Pending these proceedings, the Company has not made any provision in the books for additional liability for tax as the same is not ascertainable at present.
50. The Ministry of Corporate affairs, Government of India vide General Circular No 2 and 3 dated February 8, 2011 and February 21, 2011 respectively, granted a general exemption from Compliance with Section 212 of the Companies Act, 1956, subject to fulfillment of conditions stipulated in the circular. Necessary information relating to the subsidiaries has been included in the Consolidated Financial Statements.
51. The financial statements have been prepared in line with the requirements of Revised schedule VI of Companies Act, 1956 as introduced by the Ministry of Corporate Affairs from the financial year ended on March 31, 2012. Accordingly, assets and liabilities are classified between current and non-current considering 12 months period as operating cycle.
52. Previous years figures have been re-grouped or re-arranged wherever considered necessary to make them comparable with current year's figures.
53. General Company Information and Statement of Significant Accounting policies and practices adopted by the Company are disclosed in the statement annexed to these financial statements as Annexure "A".

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As per our Report of even date attached

For and on behalf of the Board of Directors

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

**Dinesh Shahra**  
Director

**CA Ashok Khasgiwala**  
Partner  
Membership No. 70288  
Mumbai, May 30, 2013

**Ashish Mehta**  
Company Secretary

**Naveen Gupta**  
Director

Mumbai, May 30, 2013



# Notes

## NOTES FORMING INTEGRAL PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

### Annexure 'A'

#### GENERAL COMPANY INFORMATION AND STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

##### 1. GENERAL COMPANY INFORMATION

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

##### 2. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

###### a) Basis of Accounting

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

###### b) Use of Estimates

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

###### c) Revenue recognition

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

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

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

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

Interest income is recognised on time proportion basis.

###### d) Fixed Assets

###### i) Fixed Assets

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

###### ii) Capital Expenditure

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

###### e) Depreciation

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

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

# Notes

## NOTES FORMING INTEGRAL PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

### f) **Borrowing cost**

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

### g) **Valuation of inventories**

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

### k) **Government Grant**

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

### l) **Investment**

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

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

### m) **Foreign currency transaction**

- a) All transactions in foreign currency are recorded at the rates of the exchange prevailing on the dates when the relevant transactions took place; any gain/ loss on account of the fluctuations in the rate of exchange is recognized in the statement of Profit and Loss.
- b) Monetary items in the form of loans, current assets and current liabilities in foreign currencies at the close of the year are converted in the Indian currency at the appropriate rate of exchange prevailing on the dates of the Balance Sheet. Resultant gain or loss on account of fluctuation in the rate of exchange is recognized in the statement of Profit and Loss.
- c) In respect of the Forward Exchange Contracts entered into to hedge foreign currency risks, the difference between the Forward Rate and Exchange Rate at the inception of the contract is recognized as income or expense over the life of the contract. Further, the exchange difference arising on such contracts are recognized as income or expense along with the exchange difference on the underlying assets/ liabilities.

### n) **Employee Benefits**

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

- i) Defined Contribution Plan - Contributions to Provident Fund and Family Pension fund are accrued in accordance with applicable statute and deposited with appropriate authorities.
- ii) Defined Benefit Plan
  - a. The liability in respect of leave encashment is determined using actuarial valuation carried out as at Balance Sheet date. Actuarial gains and losses are recognized in full in Statement of Profit and Loss for the year in which they occur.
  - b. The Company has opted for scheme with Life Insurance Corporation of India to cover its liabilities towards employees gratuity. The annual premium paid to Life Insurance Corporation of India is charged to Statement of Profit and Loss. The Company also carries out actuarial valuation of gratuity using Projected Unit Credit Method as required by Accounting Standard 15 "Employee Benefits" (Revised 2005) and difference between fair value of plan assets and liability as per actuarial valuation as at year end is recognized in Statement of Profit and Loss.

# Notes

## NOTES FORMING INTEGRAL PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

### b) Short term employee benefits

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

### o) Provision, Contingent Liabilities and Contingent Asset

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

### p) Taxes on Income

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

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

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

### q) Segment Accounting

Segment Accounting Policies :-

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

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

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

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

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

### r) Impairment of Assets

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

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

### s) Cash Flow Statement

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

# Independent Auditors' Report

TO  
THE BOARD OF DIRECTORS OF RUCHI INFRASTRUCTURE LIMITED

## Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statement of Ruchi Infrastructure Limited (the Company), its subsidiaries and associates (collectively referred to as the Group) which comprise the consolidated Balance Sheet as at March 31, 2013 and the consolidated Statement of Profit and Loss and consolidated Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

## Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position and consolidated financial performance and the consolidated cash flows of the company in accordance with the accounting principles generally accepted in India including Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ('the Act'). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

## Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with Standards on Auditing issued by the Institute of Chartered Accountants of India. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depends on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

## Opinion

We report that the consolidated financial statements have been prepared by the Company in accordance with the requirements of Accounting Standard 21 (AS-21) Consolidated Financial Statements and Accounting Standard 23 (AS-23) Accounting for Investments in Associates in Consolidated Financial Statements as notified under section 211 (3C) of the Companies Act, 1956.

Based on our report and on consideration of reports of the other auditors on separate financial statements and to the best of our information and according to the explanations given to us, the accompanying consolidated financial statements give a true and fair view in conformity with accounting principles generally accepted in India:

- i. in the case of the Consolidated Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
- ii. in the case of the Consolidated Statement of Profit and Loss, of the Profit for the year ended on that date; and
- iii. in the case of the Consolidated Cash Flow Statement, of the cash flows for the year ended on that date.

## Other Matter

We did not audit the financial statements of four subsidiaries included in the consolidated financial statements, which constitutes total assets of ₹ 2,17,89,221/- and net assets of ₹ 5,69,864/- as at March 31, 2013 and total revenues of ₹ 11,18,841/-, net profit of ₹ 9,14,775/- and net cash flows amounting to ₹ 73,00,001/- for the year then ended and one associate firm whose net profit of ₹ 58,83,392/- for the year then ended. These financial statements and other financial information have been audited by other auditors whose reports have been furnished to us and our opinion on the consolidated financial statements to the extent they have been derived from such financial statements is based solely on the report of such other auditors.

For **ASHOK KHASGIWALA & CO.**  
**CHARTERED ACCOUNTANTS**  
(Firm Reg. No. 0743C)

Place : Camp Mumbai  
Date : May 30, 2013

(CA Ashok Khasgiwala)  
Partner  
M.No 70288

# Consolidated Balance Sheet

AS AT MARCH 31, 2013

(Figures in ₹)

As at

March 31, 2012

	Note No	As at March 31, 2013	
<b>I. EQUITY AND LIABILITIES</b>			
<b>Shareholders' funds</b>			
(a) Share capital	1	75,13,01,242	75,13,01,242
(b) Reserves and surplus	2	164,59,43,197	164,19,73,257
		<b>239,72,44,439</b>	<b>239,32,74,499</b>
<b>Non-current liabilities</b>			
(a) Long-term borrowings	3	100,21,85,338	131,68,49,715
(b) Deferred tax liabilities (Net)	4	3,44,68,000	(1,40,37,964)
(c) Long-term provisions	5	46,80,140	23,94,641
		<b>104,13,33,478</b>	<b>130,52,06,392</b>
<b>Current liabilities</b>			
(a) Short-term borrowings	6	210,56,07,766	196,60,49,716
(b) Trade payables	7	350,57,98,864	297,42,94,526
(c) Other current liabilities	8	47,12,72,461	30,98,28,564
(d) Short-term provisions	9	5,60,53,878	5,28,51,433
		<b>613,87,32,969</b>	<b>530,30,24,239</b>
<b>Minority Interest</b>		<b>2,60,069</b>	<b>3,51,404</b>
<b>TOTAL</b>		<b>957,75,70,955</b>	<b>900,18,56,534</b>
<b>II. ASSETS</b>			
<b>Non-current assets</b>			
(a) Fixed assets	10		
(i) Tangible assets		203,37,73,661	230,52,67,257
(ii) Intangible assets		1,11,326	1,28,800
(iii) Capital work-in-progress		1,92,98,696	4,42,58,955
		<b>205,31,83,683</b>	<b>234,96,55,012</b>
(b) Non-current investments	11	103,49,05,151	105,39,75,301
(c) Long-term loans and advances	12	10,59,06,664	8,86,05,497
(d) Other non-current assets	13	4,29,15,515	2,39,95,036
		<b>323,69,11,013</b>	<b>351,62,30,846</b>
<b>Current assets</b>			
(a) Current Investments	14	41,70,661	1,47,77,283
(b) Inventories	15	289,81,90,605	160,85,23,478
(c) Trade receivables	16	70,19,20,195	141,23,77,287
(d) Cash and Bank Balances	17	241,90,11,863	211,42,66,890
(e) Short-term loans and advances	18	26,88,67,239	26,36,26,625
(f) Other current assets	19	4,84,99,379	7,20,54,125
		<b>634,06,59,942</b>	<b>548,56,25,688</b>
<b>TOTAL</b>		<b>957,75,70,955</b>	<b>900,18,56,534</b>

The Accompanying Notes to Accounts forming  
Integral part of the financial statements 1 to 44

As per our Report of even date attached

For and on behalf of the Board of Directors

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

**Dinesh Shahra**  
Director

**CA Ashok Khasgiwala**  
Partner  
Membership No. 70288  
Mumbai, May 30, 2013

**Ashish Mehta**  
Company Secretary

**Naveen Gupta**  
Director

Mumbai, May 30, 2013

# Statement of Consolidated Profit & Loss

FOR THE YEAR ENDED MARCH 31, 2013

	Note No	For the year 2012-2013	(Figures in ₹) For the Year 2011-2012
<b>REVENUE</b>			
<b>I. Revenue from operations (Gross)</b>	20	<b>2280,52,30,806</b>	<b>2975,84,53,522</b>
Less : Excise Duty		<b>5,38,85,010</b>	<b>4,56,40,120</b>
Net Revenue from Operations		<b>2275,13,45,796</b>	<b>2971,28,13,402</b>
<b>II. Other income</b>	21	<b>22,42,26,900</b>	<b>27,27,77,992</b>
<b>III. Total Revenue (I + II)</b>		<b>2297,55,72,696</b>	<b>2998,55,91,394</b>
<b>IV. EXPENSES</b>			
Cost of materials consumed	22	<b>1368,48,75,058</b>	<b>1324,52,00,194</b>
Purchases of Stock-in-Trade	23	<b>773,05,38,226</b>	<b>1483,29,35,270</b>
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	24	<b>(28,47,18,417)</b>	<b>(6,04,88,817)</b>
Employee benefits expense	25	<b>9,70,01,756</b>	<b>7,42,79,837</b>
Finance costs	26	<b>25,24,18,032</b>	<b>37,97,71,283</b>
Depreciation and amortisation expense	10	<b>22,22,80,040</b>	<b>26,00,02,691</b>
Other expenses	27	<b>1,10,10,38,439</b>	<b>111,46,76,116</b>
<b>Total expenses</b>		<b>2280,34,33,134</b>	<b>2984,63,76,574</b>
<b>V. Profit before exceptional and extraordinary items and tax (III-IV)</b>		<b>17,21,39,562</b>	<b>13,92,14,820</b>
<b>VI. Exceptional / Extraordinary items</b>		<b>—</b>	<b>—</b>
<b>VII. Profit before tax (V - VI)</b>		<b>17,21,39,562</b>	<b>13,92,14,820</b>
<b>VIII. Tax expense:</b>			
Current tax		<b>7,10,21,000</b>	<b>6,63,63,595</b>
Deferred tax		<b>4,85,05,964</b>	<b>(2,95,53,189)</b>
For earlier years		<b>—</b>	<b>65,55,633</b>
<b>IX. Profit for the year After taxation, before Share in Profit of Associate and Minority Interest (VII - VIII)</b>		<b>5,26,12,598</b>	<b>9,58,48,781</b>
<b>X. Share in Profit of associate</b>		<b>41,18,378</b>	<b>52,283</b>
<b>XI. Minority Interest</b>		<b>21,945</b>	<b>(61,521)</b>
<b>XII. Profit for the year (IX + X - XI)</b>		<b>5,67,09,031</b>	<b>9,59,62,585</b>
<b>XIII Earning per share: ( Face Value of Re. 1 each )</b>	33		
(1) Basic		<b>0.09</b>	<b>0.28</b>
(2) Diluted		<b>0.09</b>	<b>0.28</b>
The Accompanying Notes to Accounts forming Integral part of the financial statements	1 to 44		

As per our Report of even date attached

For and on behalf of the Board of Directors

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

**Dinesh Shahra**  
Director

**CA Ashok Khasgiwala**  
Partner  
Membership No. 70288  
Mumbai, May 30, 2013

**Ashish Mehta**  
Company Secretary

**Naveen Gupta**  
Director

Mumbai, May 30, 2013

# Cash Flow

## CASH FLOW STATEMENT ANNEXED TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

Particulars	2012-2013 ₹	2011-2012 ₹
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net profit before tax	17,21,39,562	13,92,14,820
Adjustment For :		
Depreciation	22,22,80,041	26,00,02,691
Finance Cost	25,24,18,032	37,97,71,283
Interest Received	(18,10,30,443)	(26,13,01,573)
Miscellaneous Expenses Written off	—	84,80,441
Diminution in value of investments	4,30,079	—
Dividend Income	(27,42,425)	(26,50,039)
Depreciation and amortisation adjustments	(1,67,31,210)	(4,42,353)
(Profit) \ Loss on Sale of Fixed Assets	(96,69,459)	9,88,663
Share in profit of associates	41,18,378	52,283
Investments written off	6,27,150	—
	<b>44,18,39,705</b>	<b>52,41,16,216</b>
Operating profit before working capital changes	<b>44,18,39,705</b>	<b>52,41,16,216</b>
Adjustment For :		
Trade and other receivables	70,56,20,340	(13,89,68,462)
Inventories	(128,96,67,128)	70,02,85,452
Trade and Other Payables	50,86,47,814	(65,93,46,654)
	(7,53,98,974)	(9,80,29,664)
Cash Generated from Operations	<b>36,64,40,730</b>	<b>42,60,86,552</b>
Direct Taxes Paid	(8,36,67,582)	(6,14,40,058)
<b>Net cash flow from/ (used in) operating activities</b>	<b>28,27,73,148</b>	<b>36,46,46,494</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of fixed assets	(3,21,57,631)	(18,52,82,462)
Investment in partnership firm	(41,18,378)	—
Sale of fixed assets	4,30,95,903	2,95,37,138
Subsidy received on fixed assets	8,80,59,000	22,50,000
Purchase of New Investment	(57,000)	(1,000)
Sale of Investment	3,38,52,150	—
Interest Received	18,10,30,443	26,13,01,573
Dividend Received	27,42,425	26,50,039
(Investment in) / Redemption of bank deposit with maturity more than three months	(199,59,39,814)	102,31,44,610
<b>Net cash flow from /(used in) Investing Activities</b>	<b>(168,34,92,902)</b>	<b>113,35,99,898</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceed from long and short term Borrowing	16,85,01,211	161,19,41,089
Repayment of long and short term Borrowing	(15,41,67,400)	(92,97,49,655)
Finance Cost	(25,24,18,032)	(37,97,71,283)
Dividend and Dividend Tax Paid	(5,23,90,865)	(5,71,61,565)
<b>Net cash flow from/(used in) financing activities</b>	<b>(29,04,75,086)</b>	<b>24,52,58,586</b>
<b>D. Net Increase/ (Decrease) in Cash and Cash Equivalents</b>	<b>(169,11,94,840)</b>	<b>174,35,04,978</b>
Cash and Cash Equivalents at Beginning of the Year	188,67,21,599	14,87,87,121
Cash and Cash Equivalents at End of the Year	19,55,26,759	189,22,92,099
Bank balances not considered as cash and cash equivalent	222,34,85,104	22,19,74,791
<b>Cash and bank balances as at the year end</b>	<b>241,90,11,863</b>	<b>211,42,66,890</b>

As per our Report of even date attached

For and on behalf of the Board of Directors

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

**Dinesh Shahra**  
Director

**CA Ashok Khasgiwala**  
Partner  
Membership No. 70288  
Mumbai, May 30, 2013

**Ashish Mehta**  
Company Secretary

**Naveen Gupta**  
Director

Mumbai, May 30, 2013



# Notes

NOTES FORMING INTEGRAL PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED  
MARCH 31, 2013

(Figures in ₹)

	As at March 31, 2013	As at March 31, 2012
<b>NOTE - 1 : SHARE CAPITAL</b>		
<b>A Authorised</b>		
i) Equity Shares		
50,00,00,000 equity shares (Previous Year 50,00,00,000 equity shares) of ₹ 1/- each	50,00,00,000	50,00,00,000
ii) Preference Shares		
2,00,00,000 (Previous Year 2,00,00,000) Non Convertible, Cumulative, Redeemable Preference Shares of ₹ 100/- each	200,00,00,000	200,00,00,000
	<b>250,00,00,000</b>	<b>250,00,00,000</b>
<b>B Issued,Subscribed and paid-up</b>		
i) Equity Shares		
20,52,39,942 Equity Shares (Previous Year 20,52,39, 942 equity shares) of ₹ 1 each fully paid up	20,52,39,942	20,52,39,942
ii) Preference Shares		
54,60,613, (Previous Year 54,60,613) 6 % Non Convertible, Cumulative, Redeemable Preference Shares of ₹ 100 each fully paid up	54,60,61,300	54,60,61,300
	<b>75,13,01,242</b>	<b>75,13,01,242</b>

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

Particulars	As at March 31,2013		As at March 31,2012	
	No. of Shares	Amount	No. of Shares	Amount
<b>A. Equity Shares :</b>				
Equity Shares at the beginning of the year	20,52,39,942	20,52,39,942	20,52,39,942	20,52,39,942
Add: Shares issued during the year	—	—	—	—
Equity Shares at the end of the Year	20,52,39,942	20,52,39,942	20,52,39,942	20,52,39,942
<b>B. Preference Shares :</b>				
Preference Shares at the beginning of the year	54,60,613	54,60,61,300	54,60,613	54,60,61,300
Shares issued during the year	—	—	—	—
Preference Shares at the end of the year	54,60,613	54,60,61,300	54,60,613	54,60,61,300

## 1.2 Terms / Rights attached to Equity Shares :

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

## 1.3 Terms / Rights attached to Preference Shares :

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

# Notes

NOTES FORMING INTEGRAL PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

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

### A. EQUITY SHARES :

Name of shareholder	As at March 31, 2013		As at March 31, 2012	
	No. of Shares held	% of holding	No. of Shares held	% of holding
Bunkim Finance and Investments Pvt Ltd	2,89,86,321	14.12	2,89,86,321	14.12
Ruchi Soya Industries Ltd	2,73,24,239	13.31	2,73,24,239	13.31
Mahakosh Holding Pvt Ltd	1,50,57,840	7.34	1,50,57,840	7.34
Mavi Investment Fund Lid	1,47,04,752	7.17	1,47,04,752	7.17
Jayati Finance and Investments Pvt Ltd	—	—	1,21,86,791	5.94

### B. PREFERENCE SHARES :

Name of shareholder	As at March 31, 2013		As at March 31, 2012	
	No. of Shares held	% of holding	No. of Shares held	% of holding
Wellway Development Ltd.	27,96,281	51.21	27,96,281	51.21
Apec Investments Ltd. (formerly Blairs Finance Group Ltd.)	17,33,345	31.74	17,33,345	31.74
Everlead Trading Ltd.	9,30,987	17.05	9,30,987	17.05

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

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

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

The aforesaid Preference Shares are redeemable as under :

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

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

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

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

(Figures in ₹)

## NOTE -2 : RESERVES & SURPLUS

### Capital Reserve

Balance as at the beginning of the year

Add : Received during the year

Balance as at the end of the year

### Securities Premium Account

Balance as at the beginning of the year

Add : Received during the year

Balance as at the end of the year

### Capital Subsidy

Balance as at the beginning of the year

Less : Transfer to General Reserve

Balance as at the end of the year

### General Reserve

Balance as at the beginning of the year

Add : Transfer from Statement of Profit and Loss

Balance as at the end of the year

	As at March 31, 2013	As at March 31, 2012
Capital Reserve		
Balance as at the beginning of the year	55,20,47,632	51,88,47,633
Add : Received during the year	—	3,31,99,999
Balance as at the end of the year	55,20,47,632	55,20,47,632
Securities Premium Account		
Balance as at the beginning of the year	11,79,04,024	11,79,04,024
Add : Received during the year	—	—
Balance as at the end of the year	11,79,04,024	11,79,04,024
Capital Subsidy		
Balance as at the beginning of the year	20,00,000	20,00,000
Less : Transfer to General Reserve	—	—
Balance as at the end of the year	20,00,000	20,00,000
General Reserve		
Balance as at the beginning of the year	87,86,40,864	83,86,40,864
Add : Transfer from Statement of Profit and Loss	1,00,00,000	4,00,00,000
Balance as at the end of the year	88,86,40,864	87,86,40,864

# Notes

NOTES FORMING INTEGRAL PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED  
MARCH 31, 2013

(Figures in ₹)

	As at March 31, 2013	As at March 31, 2012
<b>NOTE -2 : RESERVES &amp; SURPLUS (Contd.)</b>		
<b>Surplus in Statement of Profit and Loss</b>		
Balance as at the beginning of the year	9,13,80,740	8,78,09,018
Add : Surplus for the Year	5,67,09,031	9,59,62,585
	<b>14,80,89,771</b>	<b>18,37,71,603</b>
<b>Less : Appropriations</b>		
Transferred to General Reserve	1,00,00,000	4,00,00,000
Proposed Dividend - Preference Shares	3,27,63,678	3,27,63,678
Proposed Dividend - Equity Shares	1,23,14,397	1,23,14,397
Tax on Proposed Dividend	76,61,019	73,12,791
Balance as at the end of the year	8,53,50,677	9,13,80,737
	<b>164,59,43,197</b>	<b>164,19,73,257</b>
<b>NOTE - 3 : LONG -TERM BORROWINGS</b>		
<b>a) Secured</b>		
Term Loans		
From State Bank of India (Rupee Loan)	36,85,36,353	46,36,61,353
From Standard Chartered Bank PLC (Foreign Currency Loan)	80,54,62,825	81,54,13,500
	<b>117,39,99,178</b>	<b>127,90,74,853</b>
Less : Shown under current maturities of Long Term Debt		
Loan Installments due within 12 months		
State Bank of India	7,60,68,000	7,60,80,000
Standard Chartered Bank PLC	18,48,28,165	5,79,38,836
	<b>91,31,03,013</b>	<b>114,50,56,017</b>
<b>b) Unsecured</b>		
Deferred Sales Tax Loan	17,17,93,698	19,19,42,262
Less : Shown under current maturities of Long Term Debt	8,27,11,373	2,01,48,564
	<b>8,90,82,325</b>	<b>17,17,93,698</b>
	<b>100,21,85,338</b>	<b>131,68,49,715</b>

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

- Term Loan from State Bank of India is secured by (a) exclusive first charge on the fixed assets of the Company created at various locations under the Rural Warehouses and Agri Marketing Infrastructure Facility project of the Company (b) personal guarantee of a Director of the Company.
- Rate of interest is 13% p.a. (Previous year 13.30%) as at the year end on Term Loan for acquisition of assets and 14.20% p.a. (Previous year 14.75%) on the interest bearing portion of Loan against subsidy receivable from NABARD. (Refer Note No. 34)
- Term Loan of ₹ 71,87,22,000 availed from State Bank of India is repayable in 28 Quarterly scattered instalments starting from quarter ending June 2009 and last installment of ₹ 1,679 lacs is payable in December, 2015.

Year	No of Installments	Amount of Installments ₹	Total Amount ₹
2009-2010	3	2,38,50,000	7,15,50,000
2009-2010	1	1,00,00,000	1,00,00,000
2010-2011	4	1,90,17,000	7,60,68,000
2011-2012	4	1,90,17,000	7,60,68,000
2012-2013	4	1,90,17,000	7,60,68,000
2013-2014	4	1,90,17,000	7,60,68,000
2014-2015	4	2,06,25,000	8,25,00,000
2015-2016	3	2,75,00,000	8,25,00,000
2015-2016	1	16,79,00,000	16,79,00,000
<b>TOTAL</b>			<b>71,87,22,000</b>

# Notes

NOTES FORMING INTEGRAL PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

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

- Foreign Currency Term Loan from Standard Chartered Bank PLC is secured by (i) First Charge by way of hypothecation of whole of the movable fixed assets including its movable plant and machinery, machinery spares, tools and accessories situated at refinery plant at Kakinada or any part thereof both present and future (ii) storage tank (s) at XXIV/2045, Indira Gandhi Road, Willington Island Cochin, A 2 Reclaimed Area Matsyapuri Cochin, at East Mada Church Street, Royapuram, Chennai and at Dock Zone, Chiranjibpur, Haldia, (iii) 18 Windmills collectively having capacity of 10.80 Mw situated at Village Palsodi, Tahsil Selana, Dist. Ratlam, M.P and Village Nagda, Dist. Dewas, M.P. and (iv) First charge on escrow account opened with Standard Chartered Bank, Chennai where lease payments received from Ruchi Soya Industries Ltd will be deposited.
- The Rate of Interest is LIBOR + 3.40% p.a. as at the year end (Previous year LIBOR + 3.40% p.a.)
- The Foreign Currency Term Loan of US \$ 1,58,95,000 from Standard Chartered Bank PLC is repayable in 18 scattered installments starting from quarter ending November 2012 and last installment is payable in February 2017.

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

- Interest Free Sales Tax Defferment Loan of ₹ 19,19,42,262 availed from the Government of Andhra Pradesh is repayable in three annual instalments as under :

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

## NOTE-4 : DEFERRED TAX LIABILITIES (NET)

### Deferred Tax Liability

Due to Depreciation Difference on Fixed Assets

6,86,06,037

1,90,47,036

6,86,06,037

1,90,47,036

### Deferred Tax Assets

Disallowances under Income Tax Act, 1961

25,93,953

9,26,372

Other Timing Differences

3,15,44,084

3,21,58,628

3,41,38,037

3,30,85,000

Deferred Tax Liability ( Net )

3,44,68,000

(1,40,37,964)

# Notes

NOTES FORMING INTEGRAL PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED  
MARCH 31, 2013

(Figures in ₹)

As at  
March 31, 2013

As at  
March 31, 2012

## NOTE-5 : LONG TERM PROVISIONS

Provision for employee benefits  
(Refer Note No. 36)

46,80,140	23,94,641
<b>46,80,140</b>	<b>23,94,641</b>

## NOTE-6 : SHORT TERM BORROWINGS

### Loans Repayable on Demand

Unsecured :

- From Banks - Buyer's Credit (Refer Note below)
- Intercompany Deposits

203,76,58,670	189,81,00,620
6,79,49,096	6,79,49,096
<b>210,56,07,766</b>	<b>196,60,49,716</b>

**Note :** The Company has availed Buyers Credit from Banks during the year. The outstanding amount as on 31<sup>st</sup> March 2013 is ₹ 203,76,58,670 ( Previous Year ₹189,81,00,620) is guaranteed by Company's Bankers against lien on Fixed Deposits pledged with them amounting to ₹ 209,43,00,000/- ( Previous Year ₹191,21,00,000).

## NOTE-7 : TRADE PAYABLES

Due to Micro, Small and Medium Enterprises  
Due to others (Refer Note No. 31)

350,57,98,864	297,42,94,526
<b>350,57,98,864</b>	<b>297,42,94,526</b>

## NOTE-8 : OTHER CURRENT LIABILITIES

- Current maturities of long-term debt  
(Refer Note 3 (a) and (b) for security details)
- Interest accrued but not due on borrowings
- Unclaimed Dividends (Refer Note below)
- Other Payables
  - Statutory Dues
  - Advances from Customers
  - Security Deposits from Customers
  - Creditors for capital expenses
  - Other Liabilities

34,36,07,538	15,41,67,400
1,21,35,105	3,08,50,279
1,88,297	28,36,299
3,69,84,626	3,27,53,363
4,07,64,553	4,96,59,518
95,19,353	37,20,269
33,87,048	65,28,278
2,46,85,941	2,93,13,158
<b>47,12,72,461</b>	<b>30,98,28,564</b>

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

## NOTE-9 : SHORT TERM PROVISIONS

A. Provision for employee benefits  
(Refer Note No. 36)

33,14,784 4,60,567

B. Provision - Others

- For Proposed Preference Dividend
- For Proposed Equity Dividend
- For Corporate Tax on Dividend

3,27,63,678	3,27,63,678
1,23,14,397	1,23,14,397
76,61,019	73,12,791
<b>5,60,53,878</b>	<b>5,28,51,433</b>

# Notes

NOTES FORMING INTEGRAL PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

## NOTE - 10 : FIXED ASSETS

(Figures in ₹)

	GROSS BLOCK				DEPRECIATION & AMORTISATION				NET BLOCK	
	As on 01.04.2012	Additions	Deductions	As on 31.03.2013	Upto 31.03.2012	For the year	Adjustment	Upto 31.03.2013	As on 31.03.2013	As on 31.03.2012
<b>Tangible Assets</b>										
LAND - FREE HOLD	45,19,54,846	67,14,167	3,23,60,012	42,63,09,001	—	—	—	—	42,63,09,001	45,31,31,558
LAND - LEASEHOLD	3,30,52,902	—	—	3,30,52,902	1,02,60,617	12,11,676	—	1,14,72,293	2,15,80,609	2,27,92,285
BUILDINGS	113,33,82,999	6,02,359	8,80,59,000	104,59,26,358	33,53,86,490	7,00,79,176	1,67,31,210	38,87,34,456	65,71,91,902	79,79,96,509
PLANT AND MACHINERY	245,38,06,267	4,32,63,861	12,45,994	249,58,24,134	152,18,65,329	13,40,01,332	8,15,911	165,50,50,750	84,07,73,384	93,19,40,938
FURNITURE & FIXTURES	5,79,72,930	1,42,451	6,21,999	5,74,93,382	2,65,83,705	46,11,487	5,49,294	3,06,45,898	2,68,47,484	3,13,89,225
VEHICLES	5,29,30,850	23,80,557	25,17,588	5,27,93,819	2,61,86,328	71,16,472	20,37,570	3,12,65,230	2,15,28,589	2,67,44,522
OFFICE EQUIPMENT	1,03,91,512	21,06,071	6,12,767	1,18,84,816	63,95,440	14,28,019	5,29,141	72,94,318	45,90,498	39,96,072
JETTY	13,16,88,796	14,43,200	—	13,31,31,996	9,44,12,648	37,67,154	—	9,81,79,802	3,49,52,194	3,72,76,148
<b>TOTAL</b>	<b>432,51,81,102</b>	<b>5,66,52,666</b>	<b>12,54,17,360</b>	<b>425,64,16,408</b>	<b>202,10,90,557</b>	<b>22,22,15,316</b>	<b>2,06,63,126</b>	<b>222,26,42,747</b>	<b>203,37,73,661</b>	<b>230,52,67,257</b>
Previous Year	421,00,89,792	17,26,40,346	5,63,72,324	432,63,57,814	178,52,12,609	25,99,16,824	2,40,38,876	202,10,90,557	230,52,67,257	—
<b>Intangible Assets</b>										
COMPUTER SOFTWARE	2,30,000	47,250	—	2,77,250	1,01,200	64,724	—	1,65,924	1,11,326	1,28,800
<b>TOTAL</b>	<b>2,30,000</b>	<b>47,250</b>	<b>—</b>	<b>2,77,250</b>	<b>1,01,200</b>	<b>64,724</b>	<b>—</b>	<b>1,65,924</b>	<b>1,11,326</b>	<b>1,28,800</b>
Previous Year	2,30,000	—	—	2,30,000	15,333	85,867	—	1,01,200	1,28,800	—
<b>TOTAL</b>	<b>432,54,11,102</b>	<b>5,66,99,916</b>	<b>12,54,17,360</b>	<b>425,66,93,658</b>	<b>202,11,91,757</b>	<b>22,22,80,040</b>	<b>2,06,63,126</b>	<b>222,28,08,671</b>	<b>203,38,84,987</b>	<b>230,53,96,057</b>
Previous Year	421,03,19,792	17,26,40,346	5,63,72,324	432,65,87,814	178,52,27,942	26,00,02,691	2,40,38,876	202,11,91,757	230,53,96,057	—

Refer Note No. 34 (c)

(Figures in ₹)

As at  
March 31, 2013

As at  
March 31, 2012

## NOTE-11 : NON CURRENT INVESTMENTS

### A. In Equity Shares

#### Quoted (Non Trade)

12,54,675 (Previous Year 12,54,675) Equity Shares of ₹ 10/- each fully paid up of National Steel & Agro Industries Ltd **48,03,500** 48,03,500

9,500 (Previous Year 9,500) Equity Shares of ₹ 10/- each fully paid up of Ruchi Strips & Alloys Ltd **1,11,155** 1,11,155

48,20,077 (Previous Year 48,35,077) Equity Shares of ₹ 2/- each fully paid up of Ruchi Soya Industries Ltd **20,15,37,434** 20,21,64,584

**20,64,52,089** 20,70,79,239

#### Unquoted (Non Trade)

7,00,000 (Previous Year 7,00,000) Equity Shares of ₹ 10/- each fully paid up of Ruchi Acroni Industries Ltd. **70,00,000** 70,00,000

1,25,000 (Previous Year 1,25,000) Equity Shares of ₹ 10/- each fully paid up of Ruchi Global Ltd **12,50,000** 12,50,000

29,95,100 (Previous Year 29,95,100) Equity Shares of ₹ 10/- each fully paid up of Indian Steel Corporation Ltd. **14,97,55,000** 14,97,55,000

4,08,459 (Previous Year 4,08, 459) Equity Shares of ₹ 10/-each fully paid up of Arandi Investments Pvt. Ltd. **12,88,52,310** 12,88,52,310

**28,68,57,310** 28,68,57,310

### B. In Preference Shares- Unquoted (Non Trade )

2,00,000 (Previous Year 2,00,000 ) 6% Redeemable Non convertible cumulative Preference Shares of ₹ 100 each fully paid up of Ruchi Soya Industries Ltd. **2,00,00,000** 2,00,00,000

34,50,000 (Previous Year 34,50,000) 6% Non Convertible Redeemable cumulative Preference Shares of ₹ 100 each fully paid up of Ruchi Realty Holdings Ltd. **36,57,00,000** 36,57,00,000

**38,57,00,000** 38,57,00,000

# Notes

NOTES FORMING INTEGRAL PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED  
MARCH 31, 2013

	As at March 31, 2013	(Figures in ₹) As at March 31, 2012
<b>C. In Government Securities</b>		
6 Years National Savings Certificates (Deposited with Government authorities)	77,000	20,000
	<u>77,000</u>	<u>20,000</u>
<b>D. In Partnership Firm - Associate (Trade)</b>		
Capital Account of Narang & Ruchi Developers	15,58,18,752	16,83,18,752
	<u>15,58,18,752</u>	<u>16,83,18,752</u>
<b>E. Other Investments- Associate (Trade)</b>		
Capital Account of Shubdeep Habitants LLP	—	60,00,000
	<u>—</u>	<u>60,00,000</u>
	<u>103,49,05,151</u>	<u>105,39,75,301</u>
<b>NOTE :</b>		
a. Investments are valued at Cost less provision for other than temporary diminution.		
b. Aggregate cost of Quoted Investments	20,64,52,089	20,70,79,239
c. Market Value of Quoted Investments	33,94,25,324	45,77,49,574
d. Aggregate cost of Unquoted Investments:		
In Equity Shares	28,68,57,310	28,68,57,310
In Preference Shares	38,57,00,000	38,57,00,000
In Government Securities	77,000	20,000
In Partnership Firm	15,58,18,752	16,83,18,752
In Others - LLP	—	60,00,000
<b>NOTE-12 : LONG-TERM LOANS AND ADVANCES</b>		
<b>Unsecured, Considered Good</b>		
a. Capital advances	1,16,67,974	1,12,50,000
b. Security and Other Deposits	3,32,05,416	3,11,12,076
c. Balance with Government Authorities	2,67,36,550	2,45,99,484
d. Advance Income Tax and Tax deducted at Source (Net of Provision for taxation of ₹ 15,12,25,500/- Previous Year ₹ 14,09,35,111/-)	3,42,96,724	2,16,43,937
	<u>10,59,06,664</u>	<u>8,86,05,497</u>
<b>NOTE-13 : OTHER NON-CURRENT ASSETS</b>		
<b>Unsecured, Considered Good</b>		
a. Interest Accrued on Investment	7,172	3,746
b. Unamortised Expenditure (to the extent not written off or adjusted)	—	2,28,265
c. Foreign Currency Monetary Items Translation Difference Account (Refer Note No. 30)	4,29,08,343	2,37,63,025
	<u>4,29,15,515</u>	<u>2,39,95,036</u>



# Notes

NOTES FORMING INTEGRAL PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

(Figures in ₹)

	As at March 31, 2013	As at March 31, 2012
<b>NOTE-14 : CURRENT INVESTMENTS</b>		
<b>In Associate - Trade (Unquoted)</b>		
a. <b>Investment in Limited Liability Partnership (LLP)</b>		
Balance in Current Account of Shubdeep Habitants LLP	—	1,47,25,000
b. <b>Investment in Partnership Firm</b>		
Balance in Current Account of Narang & Ruchi Developers	41,70,661	52,283
	<u>41,70,661</u>	<u>1,47,77,283</u>
<b>Note:</b>		
a. Aggregate amount of current investments ( Unquoted ) is ₹ 41,70,661		
b. Current Investments are valued at lower of cost or at market / fair value		
<b>NOTE-15 : INVENTORIES</b>		
<b>(As valued and certified by the Management)</b>		
a) Raw Materials (Including Packing Materials)	162,35,24,995	62,21,89,840
b) Work-in-progress	43,64,36,612	20,82,36,665
c) Finished goods	65,44,18,103	70,86,57,333
d) Stock in trade	14,17,89,843	3,03,20,672
e) Stores, Spares and Consumables	4,20,21,052	3,91,18,968
	<u>289,81,90,605</u>	<u>160,85,23,478</u>
<b>Note :</b> Inventories are valued at lower of cost or net realisable value, except by-products / scrap which are valued at net realisable value		
a) <b>Details of Raw Materials</b>		
Oils	158,09,15,081	57,73,29,595
Soaps	8,85,054	13,71,957
Packing Materials	4,17,24,860	4,34,88,287
	<u>162,35,24,995</u>	<u>62,21,89,839</u>
b) <b>Details of Work in Progress</b>		
Oils	43,62,45,332	20,76,41,265
Soaps	1,91,280	5,95,400
	<u>43,64,36,612</u>	<u>20,82,36,665</u>
c) <b>Details of Finished Goods</b>		
Oils	51,52,78,939	55,72,21,407
Vanaspati	10,74,85,423	13,04,94,407
By Products	3,06,09,883	2,06,22,329
Soaps	10,43,858	3,19,190
	<u>65,44,18,103</u>	<u>70,86,57,333</u>
d) <b>Details of Stock In Trade</b>		
Oils	14,14,93,634	3,03,20,672
Food Products	2,96,209	—
	<u>14,17,89,843</u>	<u>3,03,20,672</u>

# Notes

NOTES FORMING INTEGRAL PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED  
MARCH 31, 2013

(Figures in ₹)

	As at March 31, 2013	As at March 31, 2012
<b>NOTE-16 : TRADE RECEIVABLES</b>		
<b>Unsecured, considered good</b>		
Outstanding for a period exceeding six months from the date they were due for payment	7,20,08,575	6,28,86,917
Other trade receivables	62,99,11,620	134,94,90,370
	<u>70,19,20,195</u>	<u>141,23,77,287</u>
<b>NOTE-17 : CASH AND BANK BALANCES</b>		
<b>Cash and cash equivalents</b>		
a. Balances with Banks		
In Current Accounts	15,91,64,324	13,17,66,350
In Deposit Accounts having maturity upto 3 months	3,29,97,808	175,19,33,831
b. Cash on hand	33,64,627	30,21,418
	<u>19,55,26,759</u>	<u>188,67,21,599</u>
<b>Other Bank Balances</b>		
In Deposit Accounts having maturity more than 3 months and upto 12 months	210,01,06,620	18,95,50,848
In Deposit Accounts having maturity more than 12 months		
In Subsidy Deposit Account (Refer Note No. 34)	12,31,90,187	3,51,33,100
In unclaimed dividend account (under lien)	1,88,297	28,61,343
	<u>241,90,11,863</u>	<u>211,42,66,890</u>
<b>Note :</b>		
Earmarked Bank Balance in Deposit Accounts		
(i) Deposit having maturity upto 3 months	32,997,808	175,19,33,831
(ii) Deposit having maturity more than 3 months upto 12 months	210,01,06,620	18,95,50,848
(iii) Deposits having maturity more than 12 months	12,31,90,187	3,51,33,100
<b>NOTE-18 : SHORT-TERM LOANS AND ADVANCES</b>		
<b>Unsecured, Considered Good</b>		
a. Intercompany Deposits - To Related Parties	4,00,00,000	5,00,00,000
b. Intercompany Deposits - To Others	4,55,00,000	4,92,50,000
c. Advance to Suppliers	5,63,47,408	4,67,49,904
d. Balance with Government Authorities	1,40,48,233	1,13,00,273
e. Other Advances Recoverable in Cash or in kind for value to be received	11,29,71,598	10,63,26,448
	<u>26,88,67,239</u>	<u>26,36,26,625</u>
<b>NOTE-19 : OTHER CURRENT ASSETS</b>		
<b>Unsecured, Considered Good</b>		
a. Interest Accrued on Deposits	2,54,34,394	6,41,03,547
b. Other Receivable	79,20,864	17,51,528
c. Foreign Currency Monetary items translation Difference Account (Refer Note No. 30)	1,51,44,121	61,99,050
	<u>4,84,99,379</u>	<u>7,20,54,125</u>

# Notes

NOTES FORMING INTEGRAL PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

(Figures in ₹)  
For the year  
2011-2012

## NOTE - 20 : REVENUE FROM OPERATIONS

		For the year 2012-2013		
A. Sales of products (Gross)	2233,59,41,780		2932,85,25,222	
Less : Excise Duty	5,38,85,010	2228,20,56,770	4,56,40,120	2928,28,85,102
B. Sale of Services				
Processing charges	3,87,27,787			2,41,30,738
Rental Income from storage and Warehouse	27,46,42,661			
Cargo Handling Income	7,86,09,495	39,19,79,943		33,13,26,921
C. Sale of Wind Power		7,46,89,102		7,44,70,641
D. Other Operating Revenues				
Export Incentive	8,23,915		—	—
Other Operating Income	17,96,066	26,19,981	—	—
		2275,13,45,796		2971,28,13,402

### Details of Sales of Products

Oils	1975,81,83,287	2663,02,68,199
Vanaspati	193,94,78,539	209,55,88,359
By Products	48,90,16,161	48,50,91,585
Food Products	2,96,92,050	—
Soaps	2,37,79,124	226,92,926
Cotton	8,25,65,085	—
Others	1,32,27,534	9,48,84,153
	2233,59,41,780	2932,85,25,222

## NOTE-21 : OTHER INCOME

a. Interest Income	18,10,30,443	26,13,01,573
b. Dividend Income From Long Term Investments	27,42,425	26,50,039
c. Profit on sale of Fixed Assets	96,69,459	—
d. Other Non Operating Income (Refer Note No. 34)	3,07,84,573	88,26,380
	22,42,26,900	27,27,77,992

## NOTE-22 : COST OF MATERIALS CONSUMED

a. Raw Material Consumed	1312,95,68,038	1271,65,58,404
b. Packing Material Consumed	55,53,07,020	52,86,41,790
<b>Materials Consumed</b>	<b>1368,48,75,058</b>	<b>1324,52,00,194</b>

### b) Details of Imported and Indigenous Materials Consumed

	Amt in ₹	2012-2013 %	Amt in ₹	2011-2012 %
i) <b>Raw Materials</b>				
Imported	680,43,67,292	51.82	200,74,28,680	15.79
Indigenous	632,52,00,746	48.18	1070,91,29,724	84.21
ii) <b>Packing Materials</b>				
Imported	—	—	11,49,620	0.22
Indigenous	55,53,07,020	100.00	52,74,92,170	99.78

# Notes

NOTES FORMING INTEGRAL PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED  
MARCH 31, 2013

(Figures in ₹)  
For the year  
2011-2012

## NOTE-23 : PURCHASES OF STOCK-IN-TRADE

Purchases of Stock in Trade

For the year 2012-2013	773,05,38,226	1483,29,35,270
	<u>773,05,38,226</u>	<u>1483,29,35,270</u>

### Details of Purchases of Stock in Trade

Oils	759,42,52,379	1475,63,25,622
Vanaspati	2,74,32,620	99,55,381
Food Products	69,59,883	—
Cotton	8,14,47,344	—
Others	2,04,46,000	6,66,54,267
	<u>773,05,38,226</u>	<u>1483,29,35,270</u>

## NOTE-24 : CHANGES IN INVENTORIES OF FINISHED GOODS WORK-IN-PROGRESS AND STOCK-IN-TRADE

Inventory at the beginning of the year

Finished goods	70,86,57,333	78,52,40,787
Work-in-progress	20,82,36,665	6,09,44,354
Stock In Trade	3,03,20,672	4,34,09,886
	<u>94,72,14,670</u>	<u>88,95,95,027</u>

Less : Inventory at the end of the year

Finished goods	79,62,07,946	70,86,57,333
Work-in-progress	43,64,36,612	20,82,36,665
Stock In Trade	—	3,03,20,672
	<u>123,26,44,558</u>	<u>94,72,14,670</u>

Net (Increase) / Decrease in inventories

(28,54,29,888)	(5,76,19,643)
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Add : Variation in Excise duty on closing stock

7,11,471	(28,69,174)
<u>(28,47,18,417)</u>	<u>(6,04,88,817)</u>

## NOTE-25 : EMPLOYEE BENEFIT EXPENSE

Salary, Wages and Bonus	7,91,33,821	6,37,43,264
Contribution to Provident and other funds	1,12,76,797	53,91,720
Workmen & Staff Welfare expenses	65,91,138	51,44,853
	<u>9,70,01,756</u>	<u>7,42,79,837</u>

## NOTE-26 : FINANCE COSTS

Interest On Loans	11,17,19,125	12,16,22,395
Other borrowing costs	3,78,76,377	4,88,57,256
Net Loss on Foreign Currency transactions and translation	10,28,22,530	20,92,91,632
	<u>25,24,18,032</u>	<u>37,97,71,283</u>

# Notes

NOTES FORMING INTEGRAL PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED  
MARCH 31, 2013

## NOTE-27 : OTHER EXPENSES

	For the year 2012-2013	(Figures in ₹) For the year 2011-2012
Stores, Spares and Chemical Consumed	7,63,27,360	9,45,23,653
Processing Charges	7,30,231	13,25,924
Packing Expenses	2,66,63,586	3,00,15,666
Power and Fuel	18,04,08,744	13,02,72,021
Rent	3,13,22,964	2,53,23,395
Repairs to Buildings	54,03,036	74,90,719
Repairs to Machinery	4,00,23,662	3,44,31,713
Repairs to Others	84,13,448	1,01,33,331
Manufacturing Expenses	3,98,52,033	3,62,15,940
Insurance	72,11,678	35,88,204
Rates and Taxes	9,49,05,137	9,50,09,092
Bank Charges and Commission	4,80,416	4,12,098
Brokerage and Commission	96,29,870	93,70,405
Postage and Telephone	30,54,689	30,79,965
Freight and Forwarding Charges	25,77,53,487	22,70,25,975
Oil Handling Expenses	5,73,81,303	4,66,18,417
Net Loss on Foreign Currency transactions and translation	14,22,92,493	17,63,89,431
Premium on FCCB	—	10,22,06,762
Donation	15,70,000	2,15,263
Miscellaneous Expenditure Written off	—	85,02,314
Loss on Sale of Fixed Assets	—	9,88,663
Miscellaneous Expenses	11,76,14,302	7,15,37,165
	<b>110,10,38,439</b>	<b>111,46,76,116</b>

## 28. Contingent Liabilities and commitments (to the extent not provided for)

	2012-2013	(Figures in ₹) 2011-2012
a. Contingent liabilities :		
i) Guarantees issued by Bank	35,79,21,640	33,10,27,740
ii) Income Tax/Sales Tax/Customs Duty/ Excise Duty demands disputed in appeals.	19,24,82,757	17,86,90,638
b. Commitments :		
Estimated amount of contracts remaining to be executed on capital commitment (Net of Advance)	39,51,597	37,50,000

29. Trade payables include bills payable for purchase of goods ₹ 298,79,06,293/- (Previous Year ₹ 290,92,41,038/-).

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

# Notes

## NOTES FORMING INTEGRAL PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

- b. Accordingly the exchange differences on long term monetary items related to Foreign Currency Liabilities and Assets in so far as they are related to acquisition of Fixed Assets has been added/ deducted from the cost of the relevant fixed assets and depreciation has been charged in the books of accounts after taking the effect of such changes.
- c. In respect of exchange differences on long term monetary items related to Foreign Currency Liabilities in so far as they are not related to the acquisition of Fixed Assets, the Company has accounted the exchange differences in "Foreign Currency Monetary Item Translation Difference Account" and the same is amortised over the balance period of long term borrowings. Accordingly, an amount of ₹ 2,21,27,402/- (Previous Year ₹ 10,33,175/-) has been charged to Statement of Profit and Loss under Loss on Foreign Currency transactions and translation relating to Borrowing and the unamortized amount of ₹ 5,80,52,464/- ( Previous Year ₹ 2,99,62,075 ) has been shown under Other Non Current Assets ₹ 4,29,08,343 (Previous Year ₹ 2,37,63,025/-) and Under Other Current Assets ₹ 1,51,44,121/- (Previous Year ₹ 61,99,050/-)

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

- a. Trade Payables includes Nil (Previous Year Nil) amount due to micro and small enterprises registered under the Micro, Small and Medium Enterprises Development Act, 2006 (MSME).
- b. The details of amount outstanding to Micro, Small and Medium Enterprises are as under :

Particulars	As at March 31, 2013	As at March 31, 2012
Principle amount due and remain unpaid	—	—
Interest due on above and unpaid interest	—	—
Interest paid	—	—
Payment made beyond appointed day during the year	—	—
Interest due and payable for the period of delay	—	—
Interest accrued and remaining unpaid	—	—
Amount of further interest due and payable in succeeding years	—	—

- c. The information has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the Auditors.

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

### 33. EARNING PER SHARE

#### Basic and Diluted Earning Per Share

	2012-2013	2011-2012
(a) Net Profit after tax	5,67,09,031	9,59,62,588
(b) Less : Preference Dividend including tax there on	3,83,31,865	3,80,78,766
(c) Profit available for Equity Shareholders	1,83,77,166	5,78,83,822
(d) Weighted Average Number of Equity Shares	20,52,39,942	20,52,39,942
(e) Nominal Value of Per ordinary Share	1	1
(f) Basic and Diluted Earning per Share	0.09	0.28

# Notes

NOTES FORMING INTEGRAL PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

34. a. The Company has set up Agri-warehousing and Marketing infrastructure at various locations against which company is entitled to back ended subsidy as per the Scheme of Ministry of Agriculture, Govt of India .
- b. The eligible amount of subsidy is disbursed through NABARD directly to the financing bank, which is kept in separate account by the bank and is disbursed to the company as interest free loan. On payment of last installment of term loan or five years from the date of disbursement of first installment of term loan, whichever is later , the subsidy will be adjusted with the term loan from bank.
- c. As per the accounting policy adopted consistently, Company has credited the subsidy of ₹ 8,80,59,000/- ( Previous Year ₹ 22,50,000/-) to related assets account on receipt of sanction from the competent Authority. Depreciation provided in earlier years is reversed to statement of profit and loss if subsidy capitalized in earlier years is sanctioned during the year. During the year depreciation of ₹ 1,67,31,210/- ( Previous Year ₹ 4,42,353/- ) has been written back and shown in other income .
- d. The amount of final subsidy of ₹ 12,31,90,187/- (previous year ₹ 3,51,33,100/-) directly received by the Bank and kept under lien for term loan is shown in Other Bank Balance Note No 17.

## 35. Disclosure on Financial and Derivative Instruments:

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

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

	2012-2013				2011-2012		
	Currency	No. of Contracts	Amount in Foreign Currency	Amount in INR	No. of Contracts	Amount in Foreign Currency	Amount in INR
Import of goods and buyers credit availed	US \$	20	5,56,36,467	310,60,82,092	31	84,932,104	438,13,03,382
Export of Goods	US \$	1	26,88,000	15,20,33,280	—	—	—

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

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

	2012-2013			2011-2012		
	Currency	Payable in Foreign Currency	Amount In INR	Currency	Payable in Foreign Currency	Amount In INR
	US \$	4,38,26,164	239,07,17,279	US \$	1,80,54,975	92,62,20,239
	GBP	—	—	GBP	500	41,080

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

### A) GRATUITY

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



# Notes

NOTES FORMING INTEGRAL PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED  
MARCH 31, 2013

Disclosure as per AS-15 is as under :

	2012-2013	2011-2012
<b>Change in obligation during the year ended 31st March 2013</b>		
Obligation at the beginning of the year	50,07,007	37,70,774
Current Service cost	7,47,197	6,37,379
Interest Cost	4,25,596	3,11,089
Actuarial (Gains)/Losses	29,05,249	7,75,295
Benefits payments	(3,70,552)	(4,87,530)
Obligations at the end of the year	87,14,497	50,07,007
<b>Change in the fair value of plan assets</b>		
Fair value of plan assets at the beginning of the year	48,61,269	41,34,106
Expected return on plan assets	4,18,069	3,30,728
Contributions	9,97,633	8,21,241
Benefits paid	(3,70,552)	(4,87,530)
Actuarial Gains/(Losses) on plan assets	69,441	62,724
Fair value of plan assets at the end of the year	59,75,860	48,61,269
<b>Amount recognised in Balance Sheet</b>		
Present value of defined benefit obligation at the end of the year	87,14,497	50,07,007
Fair value of plan assets at the end of the year	59,75,860	48,61,269
Net (Liability)/Asset recognized in balance sheet	(27,38,637)	(1,45,738)
<b>Balance Sheet Reconciliation</b>		
Net Liability at the beginning of the year	1,45,738	(3,63,332)
Expenses recognized during the year	35,90,532	13,30,311
Contributions during the year	(9,97,633)	(8,21,241)
Net (Liability)/Asset recognized in balance sheet	27,38,637	1,45,738
<b>Amounts recognised in Statement of profit and loss</b>		
Current service cost	7,47,197	6,37,379
Interest cost	4,25,596	3,11,089
Expected return on plan assets for the year	(4,18,069)	(3,30,728)
Actuarial (Gains)/Losses	28,35,808	7,12,571
Expenditure recognized in the profit and loss account	35,90,532	13,30,311
<b>Actual return on plan assets</b>		
Expected return on plan assets for the year	4,18,069	3,30,728
Actuarial Gains/(Losses) on plan assets	69,441	62,724
Actual return on plan assets	4,87,510	3,93,452
<b>Percentage of each category of plan assets to fair value of plan assets</b>		
Insurer managed funds	59,75,860	48,61,269
<b>Actuarial assumptions</b>		
Discount Rate Current	8.25%	8.50%
Salary escalation Current	5.00%	5.00%
Rate of return on plan assets Current	8.70%	8.60%

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

## B. LEAVE ENCASHMENT

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

Liability on account of Leave Encashment as at the year end ₹ 52,56,287/- (Previous Year ₹ 27,09,470/-)

37. Miscellaneous Expenses in Note 27 includes ₹ 2,48,73,570/- (Previous Year ₹ Nil/-) bad debts written off.

# Notes

NOTES FORMING INTEGRAL PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

## 38. A. Leases -Where company is Lessor

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

a. The total future lease rental receivable as at the balance sheet date is as under :

	2012-2013	2011-2012
For a period not later than one year	3,35,20,995	3,31,76,220
For a period later than one year and not later than five years	1,82,90,000	1,59,12,500
For a period later than five years	—	—

b. The aggregate amount of Operating lease income recognised in the Statement of Profit and Loss is ₹ 27,28,68,659/- (Previous Year ₹ 26,47,27,109/-)

## B. Leases - Where company is Lessee

The Company has taken office premises and warehouses under operating lease agreements. These are renewable on periodic basis at the option of both lessor and lessee. The company has not recognized any contingent rent as expense in the statement of profit and loss.

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

	2012-2013	2011-2012
	₹	₹
For a period not later than one year	1,45,30,274	60,38,124
For a period later than one year and not later than five years	1,55,20,409	46,69,932
For a period later than five years	—	—

b. The aggregate amount of operating lease payments recognised in the statement of profit and loss is ₹ 1,45,60,940/- (Previous Year ₹ 1,01,38,576/-)

## 39. RELATED PARTY DISCLOSURE

### List of Related Party Relationships :

#### a. Parties where control exists :

Peninsular Tankers Private Limited (Subsidiary)  
Ruchi Resources Pte. Limited (Subsidiary)  
Mangalore Liquid Impex Private Limited (Subsidiary)  
Union Infrastructure Solutions Private Limited (Subsidiary)  
Ruchi Green Energy Pvt Ltd (Subsidiary) (Upto 15/03/2013)  
Narang and Ruchi Developers (Associate)  
Shubdeep Habitants LLP (Associate) (upto 17/12/2012)

#### b. Key Management Personnel & their relative :

Mr. Dinesh Shahra, Director  
Mr. Dinesh Khandelwal, Director  
Mr. Kailash Shahra, Brother of Director  
Mr. Suresh Shahra, Brother of Director  
Mr. Santosh Shahra, Brother of Director  
Mrs. Abha Devi Shahra, Wife of Director  
Mr. Sarvesh Shahra, Son of Director  
Ms. Amrita Shahra, Daughter of Director  
Mr. Ankesh Shahra, Son of Director  
Ms. Amisha Shahra, Daughter of Director  
Mrs. Geeta Devi Koolwal, Sister of Director  
Mrs. Vashu Devi Jhalani, Sister of Director  
Mrs. Vidhya Devi Khandelwal, Wife of Director  
Mr. E. Srinivasulu, Manager

# Notes

NOTES FORMING INTEGRAL PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED  
MARCH 31, 2013

c. **Entities where Key Management Personnel & their relatives of Key Management Personnel have significant influence :**

Great Eastern Infrastructure Corporation Private Limited  
Ruchi Corporation Limited  
Ruchi Biofuels Private Limited  
Ruchi Marktrade Private Limited  
Ruchi Multitrade Private Limited  
Indivar Wellness Private Limited  
Ruchi Realty Private Limited  
Nirvana Housing Private Limited  
Bright Star Housing Private Limited  
High Tech Realty Private Limited  
Spectra Realty Private Limited  
Mahakosh Holdings Private Limited  
Mahakosh Amusement Private Limited  
Deepti Housing Private Limited  
Deepti Properties Private Limited  
Neha Resorts and Hotels Private Limited  
Ankesh Resorts and Hotels Private Limited  
Shahra Estate Private Limited  
Neha Securities Private Limited  
Vishal Warehousing Private Limited  
Shahra Brothers Private Limited  
I Farm Venture Advisors Private Limited  
I Farm Equity Advisors Private Limited  
Saharsh Brokers Private Limited  
Delite Ventures Private Limited  
Avid Constructions Private Limited  
Sanchit Buildtech Private Limited  
Sakushal Buildtech Private Limited  
Shalin Infratech Private Limited  
Archer Construction and Builders Private Limited  
Navodit Infracon Private Limited  
Suramya Infratech Private Limited  
Saharsha Infra Construction and Developers Private Limited  
Navaagat Infratech Private Limited  
Sadashay Constructions Private Limited  
Nibodh Infradevelopers Private Limited  
Aseem Infracon Private Limited  
Arav Construction and Developers Private Limited  
Aaradhya Buildtech Private Limited  
Aparaa Buildtech Private Limited  
Alison Builders and Construction Private Limited  
Nischit Infratech Private Limited  
Mahaodeo Shahra and Sons  
Mahadeo Shahra Sukrut Trust  
Shiva Foundation (Trust)  
RSIL Beneficiary Trust  
Ruchi Soya Industries Limited

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

# Notes

NOTES FORMING INTEGRAL PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

Nature of Relationship	KMP have significant influence	Relatives of KMP have significant influence		Key Management Personel		
	Ruchi Soya Industries Ltd.	Soyumm Marketing Pvt. Ltd.	Nirvana Housing Pvt. Ltd.	E Srinivasulu Manager	Dinesh Shahra Director	Dinesh Khandelwal Director
<b>Transactions</b>						
<b>Purchase of Goods</b>	<b>821,23,82,989</b>	—	—	—	—	—
	<i>951,17,20,827</i>	<i>18,71,61,500</i>	—	—	—	—
<b>Interest Paid</b>	<b>5,97,705</b>	—	—	—	—	—
	<i>2,46,201</i>	—	—	—	—	—
<b>Processing Charged Paid</b>	—	—	—	—	—	—
	<i>13,25,925</i>	—	—	—	—	—
<b>Dividend Paid</b>	<b>16,39,454</b>	—	—	—	<b>600</b>	<b>6</b>
	<i>21,85,939</i>	—	—	—	<i>800</i>	<i>8</i>
<b>Sale of Goods</b>	<b>134,34,06,275</b>	—	—	—	—	—
	<i>427,76,70,210</i>	—	—	—	—	—
<b>Storage / Warehousing Charges Received</b>	<b>13,63,80,752</b>	—	—	—	—	—
	<i>14,26,08,000</i>	—	—	—	—	—
<b>Dividend Received</b>	<b>27,42,425</b>	—	—	—	—	—
	<i>26,50,039</i>	—	—	—	—	—
<b>Manegerial Remuneration</b>	—	—	—	<b>49,134</b>	—	—
	—	—	—	—	—	—
<b>Directors Sitting Fees</b>	—	—	—	—	<b>26,000</b>	<b>34,000</b>
	—	—	—	—	<i>8,000</i>	<i>12,000</i>
<b>OUTSTANDING AT YEAR END</b>						
<b>Amount Payable</b>						
<b>Sundry Creditors</b>	<b>19,10,33,076</b>	—	—	—	—	—
	<i>10,99,65,397</i>	—	—	—	—	—
<b>Other Liabilities</b>	—	—	—	—	—	—
	<i>2,21,581</i>	—	—	—	—	—
<b>Amount Receivable</b>						
<b>Advance Recoverable</b>	—	—	<b>4,00,00,000</b>	—	—	—
	—	—	<i>5,00,00,000</i>	—	—	—
<b>Investment</b>	<b>22,15,37,434</b>	—	—	—	—	—
	<i>22,21,64,584</i>	—	—	—	—	—

**Note :** Figures in Italics represent previous year

# Notes

NOTES FORMING INTEGRAL PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

## 40. SEGMENT REPORTING

### (a) Primary Segment - Business Segment

(Figures in ₹)

	Oils	Infrastructure	Others	Unallocable	Total
Segment Revenue	2218,50,64,709	42,88,87,324	13,73,93,763	—	2275,13,45,796
	2920,69,93,780	40,50,13,607	10,08,06,015	—	2971,28,13,402
Segment Result Before Finance Cost & Tax	10,75,98,085	15,73,44,501	1,40,13,749	14,56,01,259	42,45,57,594
	54,81,18,870	8,51,55,951	1,11,25,074	(12,54,13,789)	51,89,86,106
Finance Cost					25,24,18,032
					37,97,71,283
Profit Before Taxes					17,21,39,562
					13,92,14,823
Provision for Taxes					
Current Taxes					7,10,21,000
					6,63,63,595
Deferred Taxes					4,85,05,964
					(2,95,53,189)
For Earlier Years					—
					65,55,633
Profit After Taxes					5,26,12,598
					9,58,48,784
Segment Assets	397,69,15,134	169,88,66,635	9,48,08,255	267,97,26,552	845,03,16,577
	346,02,71,929	196,62,83,682	1,50,52,589	238,46,78,867	782,62,87,067
Segment Liabilities	356,29,79,683	3,76,97,175	4,48,88,247	1,69,80,012	366,25,46,017
	305,05,11,034	5,32,57,172	24,35,733	1,44,41,593	312,06,45,532
Segment Depreciation	5,03,14,088	15,79,07,316	58,664	1,39,99,973	22,22,80,041
	5,56,48,408	18,77,36,262	63,708	1,65,54,313	26,00,02,691
Cost Incurred to Acquire Fixed Assets	63,91,728	5,01,15,500	27,572	1,65,116	5,66,99,916
	2,27,39,841	14,47,96,318	—	51,04,187	17,26,40,346
Non Cash Expenditure other than Depreciation	—	—	—	—	—
	—	—	—	—	—

Note : Figures in Italics represent previous year figures

### (b) Secondary Segment - Geographical Segment

All Operating facilities of the Company are located in India

	Year Ended March 31, 2013	Year Ended March 31, 2012
Domestic Revenue	2252,34,94,311	2951,33,79,175
Export Revenue	22,78,51,485	12,93,34,227
<b>Total Revenue</b>	<b>2272,88,99,796</b>	<b>2964,27,13,402</b>
Unallocated Segment Liabilities Exclude the Following		
Long Term Borrowings	134,57,92,876	133,69,78,279
Short Term Borrowings	208,45,20,460	6,79,49,096
Deferred Tax Liabilities	3,44,68,000	(140,37,964)
Provision for Dividend	4,50,78,075	4,50,78,075
Corporate Tax on Dividend	76,61,019	73,12,791
Unallocated Segment Assets Exclude the Following		
Non Current Investments	103,49,05,151	105,39,75,301
Advance Tax & TDS	3,42,96,724	2,16,43,937
Foreign Currency Monetary Items Translations Diff. Account	5,80,52,464	2,99,62,075
Other Non Current Assets	—	2,28,265

# Notes

## NOTES FORMING INTEGRAL PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

41. The Ministry of Corporate affairs, Government of India vide General Circular Nos. 2 and 3 dated February 8, 2011 and February 21, 2011 respectively, granted a general exemption from Compliance with Section 212 of the Companies Act, 1956, subject to fulfillment of conditions stipulated in the circular. Necessary information relating to the subsidiaries has been included in the Consolidated Financial Statements.
42. The financial statements have been prepared in line with the requirements of Revised schedule VI of Companies Act, 1956 as introduced by the Ministry of Corporate Affairs from the financial year ended on March 31, 2012. Accordingly, assets and liabilities are classified between current and non-current considering 12 months period as operating cycle.
43. Previous years figures have been re-grouped or re-arranged wherever considered necessary to make them comparable with current year's figures.
44. Significant Accounting policies and practices adopted by the Company are disclosed in the statement annexed to these financial statements as Annexure "A".

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As per our Report of even date attached

For and on behalf of the Board of Directors

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

**Dinesh Shahra**  
Director

**CA Ashok Khasgiwala**  
Partner  
Membership No. 70288  
Mumbai, May 30, 2013

**Ashish Mehta**  
Company Secretary

**Naveen Gupta**  
Director

Mumbai, May 30, 2013

## Annexure 'A'

### STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

#### a) Basis of Accounting

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

#### b) Use of Estimates

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

#### c) Revenue recognition

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

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

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

Interest income is recognised on time proportion basis.

#### d) Fixed Assets

##### i) Fixed Assets

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

##### ii) Capital Expenditure

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

#### e) Depreciation

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

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

#### f) Borrowing cost

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

#### g) Valuation of inventories

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

#### k) Government Grant

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



## **l) Investment**

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

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

## **m) Foreign currency transaction**

- a) All transactions in foreign currency are recorded at the rates of the exchange prevailing on the dates when the relevant transactions took place; any gain/ loss on account of the fluctuations in the rate of exchange is recognized in the statement of Profit and Loss.
- b) Monetary items in the form of loans, current assets and current liabilities in foreign currencies at the close of the year are converted in the Indian currency at the appropriate rate of exchange prevailing on the dates of the Balance Sheet. Resultant gain or loss on account of fluctuation in the rate of exchange is recognized in the statement of Profit and Loss.
- c) In respect of the Forward Exchange Contracts entered into to hedge foreign currency risks, the difference between the Forward Rate and Exchange Rate at the inception of the contract is recognized as income or expense over the life of the contract. Further, the exchange difference arising on such contracts are recognized as income or expense along with the exchange difference on the underlying assets/ liabilities.

## **n) Employee Benefits**

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

- i) Defined Contribution Plan - Contributions to Provident Fund and Family Pension fund are accrued in accordance with applicable statute and deposited with appropriate authorities.
- ii) Defined Benefit Plan
  - a. The liability in respect of leave encashment is determined using actuarial valuation carried out as at Balance Sheet date. Actuarial gains and losses are recognized in full in Statement of Profit and Loss for the year in which they occur.
  - b. The Company has opted for scheme with Life Insurance Corporation of India to cover its liabilities towards employees gratuity. The annual premium paid to Life Insurance Corporation of India is charged to Statement of Profit and Loss. The Company also carries out actuarial valuation of gratuity using Projected Unit Credit Method as required by Accounting Standard 15 "Employee Benefits" (Revised 2005) and difference between fair value of plan assets and liability as per actuarial valuation as at year end is recognized in Statement of Profit and Loss.

### **b) Short term employee benefits**

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

## **o) Provision, Contingent Liabilities and Contingent Asset**

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

## **p) Taxes on Income**

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

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

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

**q) Segment Accounting**

Segment Accounting Policies :-

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

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

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

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

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

**r) Impairment of Assets**

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

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

**s) Cash Flow Statement**

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

**t) Basis of Consolidation**

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

<b>Entity</b>	<b>Basis of Consolidation</b>	<b>Country of Incorporation</b>	<b>% of Shareholding of the Company</b>	<b>% of Share in Profit / Loss</b>
Peninsular Tankers Pvt. Ltd.	Subsidiary	India	100	100
Ruchi Green Energy Pvt. Ltd. (Upto 15/03/2013)	Subsidiary	India	60	60
Ruchi Resources Pte. Ltd.	Subsidiary	Singapore	100	100
Mangalore Liquid Impex Pvt. Ltd.	Subsidiary	India	51	51
Union Infrastructure Solutions Pvt. Ltd.	Subsidiary	India	100	100
Narang & Ruchi Developers	Associate	India	90	70
Shubdeep Habitants LLP (Upto 17/12/2012)	Associate	India	90	70

- b) The consolidated Financial Statements have been prepared in accordance with Accounting Standard 21 (AS-21) and Accounting Standard 23 ( AS-23 ) as notified by the Companies ( Accounting Standard) Rules, 2006 as as applicable on the following basis :

- i) The financial statements of the Company and its subsidiaries have been combined on a line to line basis by adding together like items of assets, liabilities, income and expenses.
- ii) The financial statements of Associates have been consolidated using the Equity method of accounting.
- iii) Intragroup balances, intragroup transactions and resulting unrealized profits/losses have been eliminated in full.
- iv) Minority interest in the net assets of subsidiaries has been separately disclosed in the consolidated financial statements. Minority interest in income for the year has been separately disclosed in the statement of profit and loss.
- v) Figures pertaining to the subsidiaries and the partnership firm have been reclassified to bring them in line with parent Company's financial statements.
- vi) Ruchi Green Energy Pvt Ltd ceased to be a subsidiary of the Company from March 15, 2013 and Shubdeep Habitants LLP ceased to be an associate of the Company from December 17, 2012. Hence, Previous years figures are not comparable.
- vii) The excess of / shortfall in the cost to the Company of its investment over the Company's portion of equity as at the date of investment is recognized in the consolidated financial statements as goodwill / capital reserve. The resultant goodwill, if any, is charged to the statement of Profit and Loss.
- viii) In case of foreign subsidiaries, revenue items are consolidated at the quarterly average rates prevailing during the year. At the year end, monetary items are translated at rates prevailing at the end of the year.

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

Sr. Name of the no. subsidiary company	Relation	Country of incorporation	Date from which it is subsidiary	Reporting currency	Exchange rate (in ₹)	Capital	Reserve	Total Assets (including Investments other than in subsidiary companies)	Total Liabilities (Excluding capital and reserves)	Investments (other than in subsidiary companies)	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed dividend
1 Peninsular Tankers Pvt. Ltd.	Subsidiary	India	1/14/2008	INR	—	700	2.89	957.65	254.76	—	224.46	19.89	(6.15)	13.74	—
2 Union Infrastructure Solutions Pvt. Ltd.	Subsidiary	India	10/24/2011	INR	—	1.00	(0.61)	0.41	0.02	—	—	(0.61)	—	(0.61)	—
3 Ruchi Resources Pte. Ltd.	Subsidiary	Singapore	8/17/2007	USD INR	54.55	2.73	-2.73	—	—	—	—	9.31	—	9.31	—
4 Mangalore Liquid Impex Pvt. Ltd.	Subsidiary	India	4/1/2010	INR	—	1.00	4.31	217.48	212.17	—	0.96	0.66	(0.21)	0.45	—

For and on behalf of the Board of Directors

**Dinesh Shahra**  
Director

**Ashish Mehta**  
Company Secretary

**Naveen Gupta**  
Director

Mumbai, May 30, 2013

ATTENDANCE SLIP

**RUCHI INFRASTRUCTURE LIMITED**

Registered Office : 615, Tulsiani Chambers, Nariman Point, Mumbai - 400 021

(PLEASE COMPLETE THIS SLIP AND HAND IT OVER AT THE ENTRANCE OF MEETING HALL)

**TWENTY NINTH ANNUAL GENERAL MEETING**

at Sunville Deluxe Pavilion, Sunville Building, 9, Dr. Annie Besant Road, Worli, Mumbai - 400018 on Friday, August 30, 2013 at 9.45 a.m.

Member's Name (in capital letters) .....

Folio No. .... No. of Shares held.....

Member's Signature

Proxy's Name (in capital letters) .....

Proxy's Signature

CUT HERE

**PROXY**

**RUCHI INFRASTRUCTURE LIMITED**

Registered Office : 615, Tulsiani Chambers, Nariman Point, Mumbai - 400 021

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 .....

or failing him..... of ..... in the district of .....

as my/our Proxy to attend and vote for me / us and on my/our behalf at the Twenty Ninth Annual General Meeting of the Company, to be held on Friday, August 30, 2013 and at any adjournment thereof.

My/Our Folio No. is ..... D.P. ID No.\*..... & Client ID No.\*.....

\* Applicable for members holding shares in electronic form.

Signed this ..... day of ..... 2013. Signature .

affix  
₹ 1/-  
Revenue  
Stamp

CUT HERE

**BANK MANDATE PARTICULARS**

**RUCHI INFRASTRUCTURE LIMITED**

Registered Office : 615, Tulsiani Chambers, Nariman Point, Mumbai – 400 021

Dear Shareholders,

The Board of Directors has recommended a dividend of 6% on equity shares for the financial year 2012-2013. Members, holding shares in physical mode, may provide the particulars mentioned below and confirm to avail Electronic Clearance Services (ECS) for payment of dividend declared, if any.

It may be noted that payment of dividend declared, if any to the members holding shares in dematerialised form will be through ECS based on their particulars noted with depository participants. Such members need not to provide the under-mentioned particulars.

Please fill in the following particulars and send to the Company or its Registrar and Share Transfer Agent.

I/We opt for payment of dividend declared, if any for the financial year 2012-2013 by way of electronic credit to my/our bank account, the particulars of which and my/our shareholding are as under :

1. Folio Number : .....
2. Name & Address : .....
3. No. of shares held : .....
4. Name & Address of Bank : .....
5. MICR Code (9 digits code) : .....
6. Type and Number of Account : .....

Member's Signature

## **Book Post**

**If undelivered please return to:**  
**Sarthak Global Limited**

Registrars and Share Transfer Agents  
(Unit: Ruchi Infrastructure Limited)  
170/10, RNT Marg, Film Colony, Indore 452 001 Madhya Pradesh



**Ruchi Infrastructure Limited**

**Registered Office:**

615, Tulsiani Chambers, Nariman Point, Mumbai 400 021 Maharashtra  
Tel: +91 22 6656 0600