aries agro limited

F.NSE/QPA/1259
30th May, 2013

Listing Department
National Stock Exchange of India Ltd.
'Exchange Plaza'
Bandra Kurla Complex,
Bandra (East), Mumbai – 400 051.

Fax No. **26598237/38, 26598347/48/66418124/25/26**

Sub: **Audited Financial Results for the Quarter and Year ended 31st March, 2013 together with the Auditor's Report & Statement of Appropriations**

Dear Sir,

Enclosed please find the followings:

1. **Audited Financial Results for the Quarter and Year ended 31st March, 2013** approved by the Audit Committee and the Board of Directors of the Company in their meetings held on 30th May, 2013 together with the **Auditor's Report as per the Annexure-VII** of the Listing Agreement and the **Audit Report of the Statutory Auditors** of the Company in respect of the Audited Financial Results for the Year ended 31st March, 2013.

2. **Statement of Appropriations** as required by Clause 20 of the Listing Agreement since the Board has considered and recommended Dividend of 15 % being Rs. 1.50 per Equity Share of Rs. 10/- each for the Financial Year 2012-13.

Kindly take the same on your records.

Thanking You,

Yours faithfully,
For **ARIES AGRO LIMITED**

ARIES AGRO LTD. MUMBAI

QAISER P. ANSARI
COMPANY SECRETARY & COMPLIANCE OFFICER

Encl: as above

ARIES AGRO LIMITED

Registered Office: Aries House, Plot No. 24, Deonar, Govandi (E), Mumbai - 400 043.

PART I - STATEMENT OF AUDITED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2013

Rupees in Lakhs (Except EPS)

Sr No	Particulars	Consolidated Financial Results					Standalone Financial Results				
		Three Months Ended	Preceeding Three Months Ended	Corresponding Three Months Ended in the Previous Year	Accounting Year Ended	Previous Year Ended	Three Months Ended	Preceeding Three Months Ended	Corresponding Three Months Ended in the Previous Year	Accounting Year Ended	Accounting Year Ended
		31-Mar-13	31-Dec-12	31-Mar-12	31-Mar-13	31-Mar-12	31-Mar-13	31-Dec-12	31-Mar-12	31-Mar-13	31-Mar-12
		(AUDITED)	(UNAUDITED)	(UNAUDITED)	(AUDITED)	(AUDITED)	(AUDITED)	(UNAUDITED)	(UNAUDITED)	(AUDITED)	(AUDITED)
1	**Income from Operations**										
	a) Net Sales / Income from Operations	7,289.95	6,627.60	6,331.64	25,180.10	23,627.71	4,584.81	5,252.46	5,098.79	18,675.88	19,162.38
	b) Other Operating Income	-	-	-	-	-	-	-	-	-	-
	Total Income from Operations (net)	7,289.95	6,627.60	6,331.64	25,180.10	23,627.71	4,584.81	5,252.46	5,098.79	18,675.88	19,162.38
2	Expenses										
	b) Consumption of Materials / Rebranded Goods	3,108.56	2,085.87	2,746.82	11,464.44	11,704.87	1,271.78	2,261.95	1,856.32	8,137.70	9,832.72
	a) Changes in Inventories of Finished Goods, Work in Progress and Stock in Trade	204.19	915.89	(146.28)	(376.70)	(1,563.78)	184.57	143.97	56.00	(752.07)	(1,685.67)
	c) Employee Benefits Expense	935.50	509.81	757.35	2,243.73	2,001.86	872.93	465.33	706.98	2,046.26	1,860.68
	d) Depreciation & Amortisation Expense	200.11	211.78	181.84	808.99	755.40	44.67	49.38	48.75	184.77	188.64
	e) Other Expenses	2,486.81	1,391.82	2,108.70	6,885.73	6,825.30	2,211.82	1,184.75	1,872.59	5,878.42	5,755.60
	f) Total Expenses	**6,935.18**	**5,115.16**	**5,648.43**	**21,026.19**	**19,723.65**	**4,585.78**	**4,105.38**	**4,540.64**	**15,495.07**	**15,951.97**
3	**Profit / (Loss) from Operations before Other Income, Finance Costs and Exceptional Items (1 - 2)**	**354.77**	**1,512.44**	**683.21**	**4,153.91**	**3,904.06**	**(0.97)**	**1,147.07**	**558.15**	**3,180.80**	**3,210.41**
4	Other Income	177.06	95.26	449.48	262.95	465.08	238.47	43.30	386.26	323.18	531.72
5	**Profit / (Loss) from Ordinary Activities before Finance Costs and Exceptional Items (3 + 4)**	**531.83**	**1,607.69**	**1,132.69**	**4,416.85**	**4,369.14**	**237.50**	**1,190.37**	**944.41**	**3,503.98**	**3,742.12**
6	Finance Costs	649.25	595.43	710.12	2,391.65	2,262.15	571.03	454.80	562.21	2,100.54	2,091.88
7	**Profit / (Loss) from Ordinary Activities after Finance Costs but before Exceptional items (5 - 6)**	**(117.43)**	**1,012.27**	**422.57**	**2,025.21**	**2,106.99**	**(333.53)**	**735.57**	**382.20**	**1,403.44**	**1,650.24**
8	Exceptional Items	-	-	-	-	-	-	-	-	-	-
9	**Profit (+) / Loss (-) from Ordinary Activities Before Tax (7 - 8)**	**(117.43)**	**1,012.27**	**422.57**	**2,025.21**	**2,106.99**	**(333.53)**	**735.57**	**382.20**	**1,403.44**	**1,650.24**
10	**Tax Expense**										
	(a) Current Tax	124.30	126.20	118.00	284.50	554.50	124.00	156.00	113.00	280.00	541.00
	Less :- MAT Credit Entitlement	(275.90)	-	-	(275.90)	-	(275.90)	-	-	(275.90)	-
	(c) Deferred Tax	(15.93)	430.83	7.75	424.81	9.80	(15.93)	430.83	7.75	424.81	6.01
	(d) Wealth Tax	-	1.25	1.25	3.75	5.00	-	1.25	1.25	3.75	5.00
	Total Tax	(167.53)	558.28	127.00	437.16	569.30	(167.83)	588.08	122.00	432.66	552.01
11	**Net Profit (+) / Loss (-) from Ordinary Activities After Tax - PAT (9 - 10)**	**50.10**	**453.99**	**295.57**	**1,588.05**	**1,537.69**	**(165.71)**	**147.49**	**260.20**	**970.79**	**1,098.23**
12	Short Provision for Tax in Earlier Years	37.18	-	13.01	37.18	54.50	36.66	-	13.01	36.66	53.63
13	**Net Profit (+) / Loss (-) for the period - PAT (11 - 12)**	**12.92**	**453.99**	**282.56**	**1,550.87**	**1,483.19**	**(202.36)**	**147.49**	**247.19**	**934.13**	**1,044.61**
14	Minority Interest	66.53	81.98	(19.51)	189.88	104.79	-	-	-	-	-
15	**Net Profit (+) / Loss (-) after Taxes, Minority Interest (13 - 14)**	**(53.62)**	**372.01**	**302.06**	**1,360.99**	**1,378.40**	**(202.36)**	**147.49**	**247.19**	**934.13**	**1,044.61**
16	Paid-Up Equity Share Capital (Equity Share of Rs. 10/- Each)	1,300.43	1,300.43	1,300.43	1,300.43	1,300.43	1,300.43	1,300.43	1,300.43	1,300.43	1,300.43
17	Free Reserves (excluding Revaluation Reserve)	13,880.66	14,657.92	11,915.60	13,880.66	11,915.60	11,180.62	12,600.20	10,474.71	11,180.62	10,474.71
18.i	Earnings per Share (before extraordinary items) (of Rs.10/-each) (not annualised) :										
	a) Basic and Diluted EPS before Extraordinary items for the period, for the year to date and for the previous year (not to be annualised)										
	a) Basic	(0.13)	2.86	2.42	10.75	11.02	(1.27)	1.13	2.00	7.47	8.45
	b) Diluted	-	-	-	-	-	-	-	-	-	-
18.ii	Earnings per Share (after extraordinary items) (of Rs.10/-each) (not annualised) :										
	a) Basic	(0.41)	2.86	2.32	10.47	10.60	(1.56)	1.13	1.90	7.18	8.03
	b) Diluted	-	-	-	-	-	-	-	-	-	-

ARIES AGRO LTD. MUMBAI

PART II - SELECT INFORMATION FOR THE QUARTER AND YEAR ENDED 31ST MARCH, 2013

Sr No	Particulars	Consolidated Financial Results					Standalone Financial Results				
		Three Months Ended	Preceeding Three Months Ended	Corresponding Three Months Ended in the Previous Year	Accounting Year Ended	Accounting Year Ended	Three Months Ended	Preceeding Three Months Ended	Corresponding Three Months Ended in the Previous Year	Accounting Year Ended	Accounting Year Ended
		31-Mar-13	31-Dec-12	31-Mar-12	31-Mar-13	31-Mar-12	31-Mar-13	31-Dec-12	31-Mar-12	31-Mar-13	31-Mar-12
		(AUDITED)	(UNAUDITED)	(UNAUDITED)	(AUDITED)	(AUDITED)	(AUDITED)	(UNAUDITED)	(UNAUDITED)	(AUDITED)	(AUDITED)
A	**PARTICULARS OF SHAREHOLDING**										
1	Public Shareholding										
	a) Number of Shares	61,46,413	61,46,413	61,46,413	61,46,413	61,46,413	61,46,413	61,46,413	61,46,413	61,46,413	61,46,413
	b) Percentage (%) of Shareholding	47.26	47.26	47.26	47.26	47.26	47.26	47.26	47.26	47.26	47.26
2	**Promoters and Promoter Group Shareholding as on 31-03-2013**										
	a) Pledged / Encumbered										
	- No of Shares	-	-	-	-		-	-	-	-	-
	- Percentage of Shares (as a % of total shareholding of Promoter and Promoter Group)	-	-	-	-		-	-	-	-	-
	- Percentage of Shares (as a % of total share capital of the Company)	-	-	-	-		-	-	-	-	-
	b) Non - Encumbered										
	- No of Shares	68,57,926	68,57,926	68,57,926	68,57,926	68,57,926	68,57,926	68,57,926	68,57,926	68,57,926	68,57,926
	- Percentage of Shares (as a % of total shareholding of Promoter and Promoter Group)	100	100	100	100	100	100	100	100	100	100
	- Percentage of Shares (as a % of total share capital of the Company)	52.74	52.74	52.74	52.74	52.74	52.74	52.74	52.74	52.74	52.74

	PARTICULARS	THREE MONTHS ENDED 31ST MARCH, 2013
B	**INVESTORS COMPLAINTS**	
	Pending at the beginning of the Quarter	-
	Received During the Quarter	1
	Disposed off During the Quarter	1
	Remaining Unresolved at the end of the Quarter	-

UTILISATION OF FUNDS RAISED THROUGH INITIAL PUBLIC OFFER

Sr. No	Particulars	Financed through the issue proceeds	Implementation Schedule	Present Status	Utilization upto 31st March, 2013
1	Manufacturing Unit at Hyderabad	244.94	February '08	Commenced Commercial Production, March '08	282.00
2	Investment in Golden Harvest	736.80	March '08	Commenced Commercial Production, September '08	702.81
3	Manufacturing Unit at Ahmedabad	197.40	August '08	Commenced Commercial Production, August '08	195.27
4	Manufacturing Unit at Lucknow	208.92	September '08	Commenced Commercial Production, November '08	179.06
5	Advance for existing Office Building Renovation / Re-development	683.80	March '09	September '15	870.00
6	Purchase of Plant & Machinery at Mumbai Unit	169.67	June '08	Completed	170.02
7	Capital Expenditure for Mobile Marketing	579.32	June '08	Completed	577.97
8	Issue Related Expenses	548.80	-	Completed	500.65
9	General Corporate Expense	549.48	-	Completed	600.00
10	To meet the Working Capital requirements	1,933.72	-	Completed	1,775.07
	TOTAL	**5,852.85**			**5,852.85**

ARIES AGRO LTD. MUMBAI

Notes :-

1 Statement of Assets and Liabilities

Particulars	Consolidated		Standalone	
	As at 31-03-2013 Audited	As at 31-03-2012 Audited	As at 31-03-2013 Audited	As at 31-03-2012 Audited
A. EQUITY AND LIABILITIES				
(1) Shareholder's Funds				
(a) Share Capital	**1,300.43**	1,300.43	**1,300.43**	1,300.43
(b) Reserves and Surplus	**14,617.82**	12,680.80	**11,917.78**	11,239.91
Sub-total - Shareholder's Funds	**15,918.25**	13,981.23	**13,218.21**	12,540.34
(2) Minority Interest	**2,184.30**	1,601.33	-	-
(3) Non-Current Liabilities				
(a) Long Term Borrowings	**1,634.47**	1,656.46	**1,610.50**	1,624.29
(b) Deferred Tax Liabilities (Net)	**638.69**	213.88	**638.69**	213.88
(c) Long Term Provisions	**88.25**	66.02	**59.66**	47.86
Sub-total - Non-Current Liabilities	**2,361.41**	1,936.36	**2,308.84**	1,886.03
(4) Current Liabilities				
(a) Short Term Borrowings	**16,737.90**	12,694.09	**12,612.60**	9,575.42
(b) Trade Payables	**3,491.23**	4,290.17	**3,203.33**	3,299.54
(c) Other Current Liabilities	**1,686.90**	2,661.99	**1,822.45**	2,857.30
(d) Short Term Provisions	**546.84**	783.03	**522.00**	754.85
Sub-total - Current Liabilities	**22,462.88**	20,429.29	**18,160.39**	16,487.10
TOTAL - EQUITY AND LIABILITIES	**42,926.84**	37,948.21	**33,687.44**	30,913.47
B. ASSETS				
(1) Non-Current Assets				
(a) Fixed Assets	**11,509.06**	10,480.97	**5,055.67**	4,966.11
(b) Non-Current Investments	**177.57**	166.40	**2,027.81**	2,027.79
(c) Other Non-Current Assets - Unamortised Expenses	**7.84**	18.21	-	-
Sub-total - Non-Current Assets	**11,694.47**	10,665.58	**7,083.48**	6,993.90
(2) Current Assets				
(a) Inventories	**13,479.57**	12,771.06	**10,239.79**	10,282.39
(b) Trade Receivables	**10,064.33**	8,808.01	**8,244.32**	6,856.05
(c) Cash & Cash Equivalents	**2,061.20**	1,833.49	**2,009.64**	1,790.82
(d) Short Term Loans and Advances	**5,627.26**	3,870.07	**6,110.22**	4,990.32
Sub-total - Current Assets	**31,232.36**	27,282.63	**26,603.96**	23,919.57
TOTAL - ASSETS	**42,926.84**	37,948.21	**33,687.44**	30,913.47

2 As the Company's business activity falls within a single primary business segment, the disclosure requirements of Accounting Standard (AS-17) " Segment Reporting ", specified in the Company's (Accounting Standard) Rules, 2006 are not applicable.

3 The above Audited Financial Results were reviewed and recommended by the Audit Committee and there upon approved by the Board of Directors at their respective meetings held on 30th May, 2013

4 These Results have been Audited by the Statutory Auditors of the Company.

5 The Audited Standalone / Consolidated Financial Results are for the Quarter and Year ended 31st March, 2013.

6 The Consolidated Audited Financial Statements have been prepared in accordance with Accounting Standard 21" Consolidated Financial Statements" as notified by Companies (Accounting Standard) Rules, 2006.

7 The Board has recommanded Dividend of Re. 1.50 per share of Rs. 10/- each for Financial Year 2012-13 subject to approval of the Shareholders at the ensuing Annual General Meeting.

8 Figures of the Quarter ended 31st March, 2013 are the balancing figures between Audited figures in respect of full Financial Year and published Year to Date Figures upto the third Quarter of the Current Financial Year.

9 Tax Liability has been computed in line with the provisions of the Income Tax Act, 1961.

10 Previous Period's / Year's figures have been re-grouped / re-arranged whereever necessary to correspond with the Current Period's / Year's figures.

11 The above results will be made available at the Company's Website at **www.ariesagro.com** on or after 1st June, 2013.

For Aries Agro Limited

Dr. Jimmy Mirchandani
Chairman & Managing Director

ARIES AGRO LTD. MUMBAI

Place: Mumbai
Date: 30th May, 2013

KIRTI D. SHAH & ASSOCIATES

CHARTERED ACCOUNTANTS

501, Nestor Court, Vinayak Society Compound, Old Police Lane, Vile Parle (W), Mumbai - 400 056
Tel. 26210260 Fax 26210265, E-mail : info@kdsa.net

Auditor's Report On Quarterly Financial Results and Year to Date Results of the Company Pursuant to the Clause 41 of the Listing Agreement

To
Board of Directors of M/S **ARIES AGRO LIMITED**

We have Audited the Quarterly Financial Results of M/S **ARIES AGRO LIMITED** for the Quarter ended 31st March, 2013 and the year to date results for the period 1st April, 2012 to 31st March, 2013, attached herewith, being submitted by the Company pursuant to the requirement of clause 41 of the Listing Agreement except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the management and have not been Audited by us. These Quarterly Financial Results as well as the Year to Date Financial Results have been prepared on the basis of the interim financial statements, which are the responsibility of the Company's Management. Our responsibility is to express an opinion on these Financial Results based on our Audit of such interim financial statements, which have been prepared in accordance with the recognition and measurement principles laid down in Accounting Standard (AS) 25, Interim Financial Reporting, issued pursuant to the Companies (Accounting Standards) Rules, 2006 as per section 211(3C) of the Companies Act, 1956 or by the Institute of Chartered Accountants of India5 and other
accounting principles generally accepted in India.

We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatement(s). An Audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An Audit also includes assessing the accounting principles used and significant estimates made by Management. We believe that our Audit provides a reasonable basis for our opinion.

In our opinion and to the best of our information and according to the explanations given to us these Quarterly Financial Results as well as the Year to Date results:

(i) are presented in accordance with the requirements of clause 41 of the Listing Agreement in this regard; and

(ii) give a true and fair view of the Loss for the Quarter ended 31st March, 2013 and other financial information for the Quarter ended 31st March, 2013 as well as Net Profit and other financial information for the year to date results for the period from 1st April, 2012 to 31st March, 2013.

Further, we also report that we have, on the basis of the books of account and other records and information and explanations given to us by the Management, also verified the number of shares as well as percentage of shareholdings in respect of aggregate amount of public shareholdings, as furnished by the Company in terms of clause 35 of the Listing Agreement and found the same to be correct.

For Kirti D. Shah & Associates
Chartered Accountants

Kirti D. Shah
Proprietor
Membership No. 32371

KIRTI D. SHAH & ASSOCIATES ★ Firm No. 115133 W ★ KIRTI D. SHAH Membership No. 32371 MUMBAI ★ CHARTERED ACCOUNTANTS ★

Mumbai
Dated: 30th May, 2013

Kirti D. Shah & Associates
Chartered Accountants

501, Nestor Court, Vinayak CHS Compound
Baji Prabhu Deshpande Marg,
Vile Parle (W), Mumbai – 400 056.
Tel: 022-26210261
Email: info@kdsa.net

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF
ARIES AGRO LIMITED
Mumbai.

Report on the Financial Statements

We have audited the accompanying financial statements of **ARIES AGRO LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2013, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in Section 211(3C) of the Companies Act, 1956 ("the Act") and in accordance with the accounting principles generally accepted in India. 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.

Auditors' Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the

Kirti D. Shah & Associates
Chartered Accountants

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Email: info@kdsa.net

purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the 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 aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

(a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2013;

(b) in the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date; and

(c) in the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government in terms of Section 227(4A) of the Act, 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 it appears from our examination of those books.

Kirti D. Shah & Associates
Chartered Accountants

501, Nestor Court, Vinayak CHS Compound
Baji Prabhu Deshpande Marg,
Vile Parle (W), Mumbai – 400 056.
Tel: 022-26210261
Email: info@kdsa.net

(c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

(d) In our opinion, the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement comply with the Accounting Standards referred to in Section 211(3C) of the Act.

(e) On the basis of the written representations received from the directors as on 31st March, 2013 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2013 from being appointed as a director in terms of Section 274(1)(g) of the Act.

For Kirti D. Shah & Associates
Chartered Accountants
Firm Registration No. 115133W

Kirti D. Shah
Proprietor
Membership No. 032371

Place : MUMBAI
Date : 30th May, 2013

ANNEXURE TO THE AUDITORS' REPORT

(This is the Annexure referred to in our Report of even date)

In terms of the information and explanations given to us and the books and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state as under:

i. a. The Company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.

b. These fixed assets were physically verified by the management during the period. We have been informed that no material discrepancies were noticed on such physical verification.

c. In our opinion and according to the information and explanation given to us, a substantial part of fixed assets have not been disposed off during the period, which will affect its status as going concern.

ii. a. The stock of inventory has been physically verified during the period by the management at reasonable intervals.

b. In our opinion, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.

c. The company is maintaining proper records of inventory. No material discrepancies were noticed on physical verification of stocks as compared to book records and hence the question of whether the same have been properly dealt with the books of accounts does not arise.

iii. a. The Company has granted loans to seven parties covered in the Register maintained under Section 301 of the Companies Act, 1956. The maximum amount outstanding during the period ended 31/03/2013 is Rs. 26,14,99,704/- (Previous Year Rs. 36,06,99,354/-) and closing balance as on 31/03/2013 is Rs. 15,90,95,560/- (Previous Year Rs. 26,14,99,704/-)

b. As per information and explanation provided to us, the loans granted by the Company except the loan granted to Golden Harvest Middle East FZC mentioned in clause 'a' above, are interest free and receipt of principal amount are also regular. However other terms and conditions on which such loans and advances given to Companies, Firms or Other Parties listed in the Register maintained under section 301 are not, prima facie, prejudicial to the interest of the Company.

KIRTI D. SHAH & ASSOCIATES
Firm No. 115133 W
Kirti D. Shah
Membership No. 32371
MUMBAI
CHARTERED ACCOUNTANTS

c. As per the information given by the management, in case of overdue amount more than Rs. 1.00 lakh, the reasonable steps have been taken by the company for recovery of the principal and Interest.

d. The company has taken loan from two party covered in the register maintained under section 301 of the Companies Act, 1956. The maximum amount outstanding during the year was Rs 1,05,00,000./-(Previous Year Rs. 2,35,000,000/-) and closing balance as on 31/03/2013 is Rs. NIL (Previous Year Rs. NIL)

e. The Company is regular in repaying the principal amounts as stipulated and has been regular in the payment of interest wherever applicable.

iv. In our opinion, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods. In our opinion, there is no continuing failure to correct major weaknesses in internal control.

v. a. According to the information and explanation provided by the management, we are of the opinion that the particulars of contracts or arrangements that need to be entered in the Register maintained under section 301 have been so entered.

b. The transactions made in pursuance of contracts or arrangements entered in the Register maintained under section 301 have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.

vi. The Company has not accepted deposits from the public. Hence, the question of complying the directives issued by the Reserve Bank of India and the provisions of sections 58A and 58AA of the Act and the rules framed there under, where applicable, does not arise.

vii. The company has appointed a firm of Chartered Accountants for carrying out the internal audit, whose scope of work, according to our information, is commensurate with the size of the Company and nature of its business

viii. We have broadly reviewed the books of account maintained by the company pursuant to the rules made by the central government for the maintenance of the cost records under section 209 (1) (d) of the act and are of the opinion that Prima facie the prescribed accounts and records have been made and maintained by the company. We have not, however made a detailed examination of the same. The Company has appointed a cost accountant firm to carry out the Cost Audit.

ix. a. The company is generally regular in depositing statutory dues including Provident Fund, Investor Education and Protection Fund, Employee State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and any other statutory dues except on occasional delays. As per the information given by the management and apparent from the records the undisputed liabilities as on 31st March 2013 is NIL.

b. Details of disputed liability in respect of tax dues on account of Income Tax, Sales Tax, Service Tax, Custom Duty, Excise Duty, Cess together with the status and the Forum before which such dispute is pending as on 31st March 2013 is as per **Annexure I.**

x. The company has no accumulated losses. The company has not incurred cash losses in the financial period under report and in the financial period immediately preceding such financial period.

xi. The company has not defaulted in repayment of dues to a financial institution or bank. The Company has not obtained any borrowings by way of debenture.

xii. According to the records of the company, 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. The company is not a chit fund, Nidhi or mutual benefit fund/society.

xiv. The company is not dealing or trading in shares, securities, debentures and other investments. The shares held by the Company have been held by the Company in its own name.

xv. According to the information and explanation provided to us, in respect of guarantees given / security offered by the Company in respect of facilities / loans granted to Subsidiaries / Farmer customers of the Company, the terms and conditions of such loans / facilities are prima facie not prejudicial to the interest of the Company.

xvi. The company has taken a term loan which has been utilized for the purpose for which such loans were obtained.

xvii. The funds raised on short-term basis have not been used for long term investment and vice versa.

xviii. According to the records of the Company and the information and explanation provided by the management, the company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under section 301 of the Act.

xix. The Company has not issued any debentures hence the clause XIX of the said order is not applicable to the company.

xx. The Company has not raised any Capital during the year and hence the question whether the management has disclosed the end use of money raised by public issues and whether the same has been verified by us or not does not arise.

xxi. During the checks carried out by us, any fraud on or by the Company has not been noticed or reported during the period under report.

For Kirti D Shah & Associates
Chartered Accountants
Firm Registration No. 115133W

Kirti D. Shah
Proprietor
Membership No. 32371

Place: Mumbai
Date: 30th May, 2013

Annexure I to Auditors Report (Clause IX-b)

Details of disputed statutory dues outstanding as on 31st March, 2013

Nature of Dues	Period to which payment relates	Forum where the dispute is pending	Particulars of Dispute	Tax Outstanding Rs.
Sales Tax (Kanpur)	1994 – 1995	Assessing Authority, (DC) – Asst. (5) - Commercial Tax Department, Kanpur	Applicability of C Form on interstate sale of poultry products	93,173
Sales Tax (Kanpur)	1985-1986	Tribunal	Classification of goods	175,000
			Total	**2,68,173**
Income Tax	2005-06	Income Tax Appellate Tribunal	Disallowance of Notional Interest on Advances given	441,660
Income Tax	2008-09	Income Tax Officer (TDS) 1 (2)	TDS other than Salary - Short deducted / paid and Interest thereon. Order U/s 201(1) / 201 (1A)	3,442,040
Income Tax	2009-10	Deputy Commissioner of Income Tax – TDS Circle Mumbai	TDS on Salary - Short deducted / paid and Interest thereon. Order U/s 201(1) / 201(1A)	1,572,330
			Total	**5,456,030**

KIRTI D. SHAH & ASSOCIATES
Firm No. 115133 W
KIRTI D. SHAH
Membership No. 32371
MUMBAI
CHARTERED ACCOUNTANTS

(Meeting of the Board of Directors of M/S Aries Agro Ltd held on 30th May, 2013)

STATEMENT OF APPROPRIATION

(As per Clause 20 of the Listing Agreement)

Name of the Company: ARIES AGRO LIMITED
for the year ended: 31-03-2013

		2012-2013 (Rs.)	2011-2012 (Previous Year) (Rs.)
1)	Total Turnover and other Receipts	1,89,99,05,733	1,96,94,09,561
2)	Gross Profit (Before deducting any of the following)	36,88,74,834	39,30,76,359
	a) Interest	21,00,53,895	20,91,88,292
	b) Depreciation	1,84,76,595	1,88,64,088
	c) Tax Liability		
	Current Year	4,10,000	5,41,00,000
	Deferred Tax (Net)	4,24,80,635	6,00,906
	Fringe Benefit Tax / Wealth Tax	3,75,000	5,00,000
	d) Previous year's Adjustments	36,65,844	53,62,522
3)	Net Profit available for Appropriation	9,34,12,864	10,44,60,552
4)	Provision for Investment Allowance Reserve	-	-
5)	Net Profit		
	a) Add: B/fd from Last years balance	9,34,12,864	10,44,60,552
	b) Other Adjustment, if any	48,94,77,326	42,27,63,071
	Less: Depreciation adjustment of earlier years	-	-
	Less: Deferred Tax Liability of earlier years (Net)	-	-
	Less: Taxation Adjustment of earlier years	-	-
	Less: Transferred to Premium on Buyback of Shares	-	-
	Less: Transferred to		
	(i) General Reserves	1,00,00,000	1,50,00,000
	(ii) Debenture Redemption Reserves	-	-
6)	Dividend		
	a) Dividend Proposed per Ordinary Share at Rs.1.50 No. of Shares 1,30,04,339 (Previous year per Ordinary share at Rs.1.50 No. of Shares 1,30,04,339	1,95,06,509	1,95,06,509
	b) Income Tax on Dividend	33,15,131	32,39,787
7)	Balance Carried Forward	55,00,68,551	48,94,77,326
8)	Particulars of proposed Right/ Bonus shares/ Convertible Debenture issue	-	-

For **ARIES AGRO LIMITED**

ARIES AGRO LTD. MUMBAI

Dr. Jimmy Mirchandani
Chairman & Managing Director
Date: 30th May, 2013