aries agro limited

F.NSE/QPA/4736
30th May, 2014

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, 2014 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, 2014** approved by the Audit Committee and the Board of Directors of the Company in their meetings held on 30th May, 2014 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, 2014.

2. **Statement of Appropriations** as required by Clause 20 of the Listing Agreement since the Board has considered and recommended Dividend of 20 % being Rs. 2/- per Equity Share of Rs. 10/- each for the Financial Year 2013-14.

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

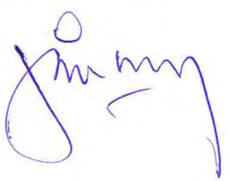
ARIES AGRO LIMITED

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 31ST MARCH, 2014

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	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-14	31-Dec-13	31-Mar-13	31-Mar-14	31-Mar-13	31-Mar-14	31-Dec-13	31-Mar-13	31-Mar-14	31-Mar-13
		(AUDITED)	(UNAUDITED)	(UNAUDITED)	(AUDITED)	(AUDITED)	(AUDITED)	(UNAUDITED)	(UNAUDITED)	(AUDITED)	(AUDITED)
1	**Income from Operations**										
	a) Net Sales / Income from Operations (Net of Excise Duty)	9,599.94	7,841.56	7,289.95	29,776.73	25,180.10	6,403.01	6,403.74	4,584.81	23,286.50	18,675.88
	b) Other Operating Income	-	-	-	-	-	-	-	-	-	-
	Total Income from Operations (net)	9,599.94	7,841.56	7,289.95	29,776.73	25,180.10	6,403.01	6,403.74	4,584.81	23,286.50	18,675.88
2	Expenses										
	a) Consumption of Materials / Rebranded Goods	5,710.92	3,231.32	3,108.56	13,073.65	11,464.44	3,290.18	2,767.66	1,271.78	9,974.14	8,137.70
	b) Changes in Inventories of Finished Goods, Work in Progress and Stock in Trade	(390.19)	(160.94)	204.19	(160.84)	(376.70)	(285.04)	(184.92)	184.57	(132.83)	(752.07)
	c) Employee Benefits Expense	1,080.97	449.00	935.50	2,578.14	2,243.73	985.42	388.54	872.93	2,307.85	2,046.26
	d) Depreciation & Amortisation Expense	207.65	209.85	200.11	869.41	808.99	35.43	27.93	44.67	146.97	184.77
	e) Other Expenses	2,469.27	2,011.52	2,486.81	8,239.81	6,885.73	2,109.12	1,689.65	2,211.82	6,887.37	5,878.42
	f) **Total Expenses**	**9,078.61**	**5,740.75**	**6,935.18**	**24,600.17**	**21,026.19**	**6,135.11**	**4,688.85**	**4,585.78**	**19,183.49**	**15,495.07**
3	**Profit / (Loss) from Operations before Other Income, Finance Costs and Exceptional Items (1 - 2)**	**521.33**	**2,100.81**	**354.77**	**5,176.56**	**4,153.91**	**267.90**	**1,714.90**	**(0.97)**	**4,103.01**	**3,180.80**
4	Other Income	149.08	40.73	177.06	192.33	262.93	159.94	43.62	238.47	226.23	323.18
5	**Profit / (Loss) from Ordinary Activities before Finance Costs and Exceptional Items (3 + 4)**	**670.41**	**2,141.54**	**531.83**	**5,368.90**	**4,416.84**	**427.84**	**1,758.52**	**237.50**	**4,329.24**	**3,503.98**
6	Finance Costs	780.54	819.21	649.25	2,836.56	2,391.63	597.61	762.74	571.03	2,488.27	2,100.54
7	**Profit / (Loss) from Ordinary Activities after Finance Costs but before Exceptional items (5 - 6)**	**(110.12)**	**1,322.33**	**(117.43)**	**2,532.34**	**2,025.21**	**(169.76)**	**995.78**	**(333.53)**	**1,840.97**	**1,403.44**
8	Exceptional Items	-	-	-	-	-	-	-	-	-	-
9	**Profit (+) / Loss (-) from Ordinary Activities Before Tax (7 - 8)**	**(110.12)**	**1,322.33**	**(117.43)**	**2,532.34**	**2,025.21**	**(169.76)**	**995.78**	**(333.53)**	**1,840.97**	**1,403.44**
10	**Tax Expense**										
	(a) Current Tax	(57.00)	345.00	124.30	654.00	284.50	(57.00)	345.00	124.00	654.00	280.00
	Less :- MAT Credit Entitlement	-	-	(275.90)	-	(275.90)	-	-	(275.90)	-	(275.90)
	(b) Deferred Tax	(24.31)	(6.88)	(15.93)	(2.47)	424.81	(24.31)	(6.88)	(15.93)	(2.47)	424.81
	(c) Wealth Tax	1.50	0.75	-	3.75	3.75	1.50	0.75	-	3.75	3.75
	Total Tax	(79.81)	338.87	(167.53)	655.28	437.16	(79.81)	338.87	(167.83)	655.28	432.66
11	**Net Profit (+) / Loss (-) from Ordinary Activities After Tax - PAT (9 - 10)**	**(30.31)**	**983.45**	**50.10**	**1,877.05**	**1,588.05**	**(89.95)**	**656.90**	**(165.71)**	**1,185.68**	**970.79**
12	**Extra Ordinary Items**										
	(a) Short Provision for Tax in Earlier Years	(0.40)	32.65	37.18	32.25	37.18	-	32.65	36.66	32.65	36.66
	(a) MAT Credit Written Off	0.45	-	-	0.45	-	-	-	-	-	-
	Total	0.05	32.65	37.18	32.70	37.18	-	32.65	36.66	32.65	36.66
13	**Net Profit (+) / Loss (-) for the period - PAT (11 - 12)**	**(30.36)**	**950.80**	**12.92**	**1,844.35**	**1,550.87**	**(89.95)**	**624.25**	**(202.36)**	**1,153.03**	**934.13**
14	Minority Interest	46.20	123.50	66.53	252.52	189.88	-	-	-	-	-
15	**Net Profit (+) / Loss (-) after Taxes, Minority Interest (13 - 14)**	**(76.56)**	**827.30**	**(53.62)**	**1,591.83**	**1,360.99**	**(89.95)**	**624.25**	**(202.36)**	**1,153.03**	**934.13**
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)	15,672.73	15,549.05	13,880.66	15,672.73	13,880.66	12,029.36	12,423.60	11,180.62	12,029.36	11,180.62
18.i	Earnings per Share (before extraordinary items) (of Rs.10/-each) (not annualised) :										
	a) Basic	(0.59)	6.61	(0.13)	12.49	10.75	(0.69)	5.05	(1.27)	9.12	7.47
	b) Diluted	-	-	-	-	-	-	-	-	-	-
18.ii	Earnings per Share (after extraordinary items) (of Rs.10/-each) (not annualised) :										
	a) Basic	(0.59)	6.36	(0.41)	12.24	10.47	(0.69)	4.80	(1.56)	8.87	7.18
	b) Diluted	-	-	-	-	-	-	-	-	-	-



PART II - SELECT INFORMATION FOR THE QUARTER AND YEAR ENDED 31ST MARCH, 2014

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-14	31-Dec-13	31-Mar-13	31-Mar-14	31-Mar-13	31-Mar-14	31-Dec-13	31-Mar-13	31-Mar-14	31-Mar-13
		(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 31-03-2014**										
	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, 2014
B	**INVESTORS COMPLAINTS**	
	Pending at the beginning of the Quarter	**NIL**
	Received During the Quarter	**1**
	Disposed off During the Quarter	**1**
	Remaining Unresolved at the end of the Quarter	**NIL**

UTILISATION OF FUNDS RAISED THROUGH INITIAL PUBLIC OFFER

Sr. No	Particulars	Financed through the issue proceeds	Implementation Schedule	Present Status	Utilization upto 31st March, 2014
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 for the Quarter and Year Ended on 31st March, 2014 :-

1 Statement of Assets and Liabilities

Particulars	Consolidated		Standalone	
	Year Ended 31-03-2014	Year Ended 31-03-2013	Year Ended 31-03-2014	Year Ended 31-03-2013
	Audited	Audited	Audited	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	16,381.84	14,617.82	12,738.47	11,917.78
Sub-total - Shareholder's Funds	17,682.27	15,918.25	14,038.91	13,218.21
(2) Minority Interest	2,890.14	2,184.30	-	-
(3) Non-Current Liabilities				
(a) Long Term Borrowings	1,884.55	1,634.47	1,853.81	1,610.50
(b) Deferred Tax Liabilities (Net)	636.22	638.69	636.22	638.69
(c) Long Term Provisions	112.85	88.25	54.45	59.66
Sub-total - Non-Current Liabilities	2,633.62	2,361.41	2,544.48	2,308.84
(4) Current Liabilities				
(a) Short Term Borrowings	14,822.59	16,737.90	10,264.46	12,612.60
(b) Trade Payables	4,123.35	3,491.23	2,726.90	3,203.33
(c) Other Current Liabilities	1,949.74	1,706.84	2,011.76	1,842.39
(d) Short Term Provisions	994.28	546.84	955.77	522.00
Sub-total - Current Liabilities	21,889.96	22,482.81	15,958.89	18,180.32
TOTAL - EQUITY AND LIABILITIES	45,095.99	42,946.77	32,542.28	33,707.37
B. ASSETS				
(1) Non-Current Assets				
(a) Fixed Assets	11,107.58	11,509.06	4,574.32	5,055.67
(b) Non-Current Investments	195.97	177.57	2,027.81	2,027.81
(c) Other Non-Current Assets - Unamortised Expenses	-	7.84	-	-
Sub-total - Non-Current Assets	11,303.54	11,694.47	6,602.13	7,083.48
(2) Current Assets				
(a) Inventories	13,675.96	13,479.57	9,947.64	10,239.79
(b) Trade Receivables	13,179.72	10,064.33	9,504.98	8,244.32
(c) Cash & Cash Equivalents	1,265.52	2,081.14	1,244.95	2,029.57
(d) Short Term Loans and Advances	5,671.26	5,627.26	5,242.58	6,110.22
Sub-total - Current Assets	33,792.45	31,252.30	25,940.15	26,623.90
TOTAL - ASSETS	45,095.99	42,946.77	32,542.28	33,707.37

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 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, 2014

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, 2014.

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 recommended Dividend of Re 2/- per share of Rs. 10/- each for Financial Year 2013-14 subject to approval of the Shareholders at the ensuing Annual General Meeting.

8 Figures of the Quarter ended 31st March, 2014 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 figures.

11 The above results will be made available at the Company's Website at **www.ariesagro.com** on or after 1st June, 2014.

For Aries Agro Limited

Dr. Jimmy Mirchandani
Chairman & Managing Director

ARIES AGRO LTD. MUMBAI

Place: Mumbai
Date: 30th May, 2014

Kirti D. Shah & Associates

Chartered Accountants

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, 2014 and the year to date results for the period 1st April, 2013 to 31st March, 2014, 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 and other financial information for the Quarter ended 31st March, 2014 as well as Net Profit and other financial information for the year to date results for the period from 1st April, 2013 to 31st March, 2014.

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
Firm Registration No. 115133W

Kirti D. Shah
Proprietor
Membership No. 32371

Mumbai
Dated: 30th May, 2014

501, Nestor Court, Vinayak Society Compound, Baji Prabhu Deshpande Marg, (Old Police Lane), Off. S. V. Road, Vile Parle (W), Mumbai - 400 056.
Tel. : 2621 0260 • Fax : 2621 0265 • E-mail : info@kdsa.net

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 AUDITOR'S REPORT

TO THE MEMBERS OF
ARIES AGRO LIMITED

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, 2014, 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 notified under the Companies Act, 1956 (the Act) read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013 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

Kirti D. Shah & Associates
Chartered Accountants

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Vile Parle (W), Mumbai – 400 056.
Tel: 022-26210261
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, 2014;

(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 notified under the Act read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013.

(e) On the basis of the written representations received from the directors as on 31st March, 2014 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2014 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, 2014

ANNEXURE TO INDEPENDENT AUDITOR'S 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. In our opinion, the frequency of verification is reasonable.

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 has maintained proper records of inventories. No material discrepancies were noticed on physical verification of stocks as compared to book records.

iii. a. The Company has given loans to five parties covered in the Register maintained under Section 301 of the Companies Act, 1956. The maximum amount outstanding during the period ended 31/03/2014 is Rs. 24,29,98,234/- (Previous Year Rs. 39,05,04,246/-) and closing balance as on 31/03/2014 is Rs. 18,41,84,336/- (Previous Year Rs. 25,15,59,188/-)

b. The rate of interest and other terms and conditions of the loans given by the company are not prima facie prejudicial to the interest of the Company.

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

d. The company has taken loan from two parties covered in the register maintained under section 301 of the Companies Act, 1956. The maximum amount outstanding during the year was Rs 3,14,39,090/- (Previous Year Rs. 1,05,00,000/-) and closing balance as on 31/03/2014 is Rs. 2,76,54,556/- (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 of the Companies Act, 1956 have been so entered.

b. The transactions made in pursuance of contracts or arrangements entered in the Register maintained under section 301 of the Companies Act, 1956 and exceeding the value of Rupeess Five Lacs in respect of each party during the year have been made at prices which appear reasonable as per information available with the company.

vi. The Company has not accepted deposits from the public. Therefore, the provisions of clause (vi) of paragraph 4 of the order are not applicable to the company.

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 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. 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 occasional delays. As per the information given by the management and apparent from the records the undisputed liabilities as on 31st March 2014 is for a period exceeding six months from the date of it becoming payable 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 2014 is as per **Annexure I.**

x. The company does not have accumulated losses at the end of the financial year. The company has not incurred cash losses in the financial period under audit 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 banks. The Company has not obtained any borrowings by way of issue of debentures.

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. Therefore , the clause (xiii) of paragraph 4 of the order are not applicable to the Company.

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 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 term loans 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 monies by way of public issues during the year.

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, 2014

KIRTI D. SHAH & ASSOCIATES
KIRTI SHAH
FR NO.115133 W
M. NO.32371
501, Nesco Court,
Old Police Lane, Off S. V. Road
Next To Vinayak C.H.S Ltd.
Vile Parle (W)
Mumbai-400 056.
CHARTERED ACCOUNTANTS

Annexure I to Auditors Report (Clause ix-b)

Details of disputed statutory dues outstanding as on 31st March, 2014

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	1,75,000
			Total	**2,68,173**
Income Tax	2005-06	Income Tax Appellate Tribunal	Disallowance of Notional Interest on Advances given	4,41,660
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)	34,42,040
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)	15,72,330
			Total	**54,56,030**

Claims against the Company not acknowledged as Debts

Period to which payment relates	Forum where the dispute is pending	Particulars of Dispute	Amount Disputed Rs.
F Y 2000-01	City Civil Court, Ahmednagar	M/s Amrut Chicks Pvt. Ltd. – Quality Issue	17,00,000/-
F Y 2007-08	City Civil Court, Jalgaon	M/s Vinita Chemipharma Corporation - Quality Issue	2,46,000/-
F Y 2006-07	Consumer Redressal Forum, Lucknow (UP)	Mr. Kamlesh Kumar – Quality Issue	35,000/-
F Y 2010-11	State Consumer Disputes Redressal Commission Hyderabad (Andhra Pradesh State)	Mr. K. Srinivasa Rao – Quality Issue	3,10,257/- Includes 2,32,500/- plus interest @ 9% (74,757/-) from 04.09.2010 till 31.03.2014 and Costs of Rs.3,000/-
F Y 2013-14	City Civil Court, Mumbai	Nanji D. Patel - Claim for Supplies of Stationery	6,97,203/-
		Total	**29,88,460/-**

(Meeting of the Board of Directors of M/S Aries Agro Ltd held on 30th May, 2014)

STATEMENT OF APPROPRIATION

(As per Clause 20 of the Listing Agreement)

Name of the Company: ARIES AGRO LIMITED

for the year ended: 31-03-2014

		2013-2014 (Rs.)	2012-2013 (Previous Year) (Rs.)
1)	Total Turnover and other Receipts	2,35,12,72,933	1,89,99,05,733
2)	Gross Profit (Before deducting any of the following)	44,76,20,314	36,88,74,834
	a) Interest	24,88,27,096	21,00,53,895
	b) Depreciation	1,46,96,619	1,84,76,595
	c) Tax Liability	6,54,00,000	2,80,00,000
	Current Year	-	(2,75,90,000)
	Less :- Mat Credit Entitlement	(2,46,520)	4,24,80,635
	Deferred Tax (Net)	3,75,000	3,75,000
	Wealth Tax		
	d) Previous year's Adjustments	32,65,230	36,65,844
3)	Net Profit available for Appropriation	11,53,02,889	9,34,12,864
4)	Provision for Investment Allowance Reserve	-	-
5)	Net Profit	11,53,02,889	9,34,12,864
	a) Add: B/fd from Last years balance	55,00,68,551	48,94,77,326
		66,53,71,439	**58,28,90,190**
	b) Other Adjustment, if any	-	-
	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	1,00,00,000	1,00,00,000
	(i) General Reserves	-	-
	(ii) Debenture Redemption Reserves		
6)	Dividend	2,60,08,678	1,95,06,509
	a) Dividend Paid per Ordinary Share at Rs.2.00 No. of Shares 1,30,04,339		
	(Previous year per Ordinary share at Rs.1.50 No. of Shares 1,30,04,339	-	-
	b) Income Tax on Dividend	44,20,175	33,15,131
7)	Balance Carried Forward	62,49,42,587	55,00,68,551
8)	Particulars of proposed Right/ Bonus shares/ Convertible Debenture issue		

For **ARIES AGRO LIMITED**

Dr. Jimmy Mirchandani
Chairman & Managing Director

Date: 30th May, 2014

ARIES AGRO LTD. MUMBAI