



NOTICE

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Members of KRITI NUTRIENTS LIMITED will be held on Saturday the 24th of September, 2011 at 4.00 P.M. at Corporate Support Center situated at 4th Floor Chetak Chambers, 14 R. N. T. Marg, Indore (M.P.)-452001 to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt Audited Balance Sheet as at 31st March, 2011 and the Profit and Loss Account for the year ended on that date together with the Directors' report and Auditors' report thereon.
2. To declare Dividend for the Financial Year ended on 31st March, 2011.
3. To appoint a Director in place of Mr. Manoj Fadnis, who is liable to retire by rotation, and being eligible offers himself for re-appointment.
4. To appoint M/s R.S. Bansal & Co., Chartered Accountants, Indore, as Auditors of the Company from the conclusion of this Annual General Meeting and to fix their remuneration.

"RESOLVED THAT M/s R.S. Bansal & Co., Chartered Accountants, be and are hereby appointed as the Auditors of the Company, in place of M/s Subhash Deshpande & Co., who has shown their inability to continue as Auditors of the Company, to hold the office of Auditors from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting of the Company on such remuneration as may be decided by the Board of Directors of the Company."

SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to the provisions of Sections 269, 309, 314 read with Schedule XIII thereof (including any statutory modification or re-enactment thereof, for the time being in force) and other applicable provisions, if any, of the Companies Act, 1956 the members of the Company hereby accord their approval to the appointment of Mr. Saurabh Singh Mehta as the Executive Director of the Company for a period of three years with effect from 1st August, 2010 on the remuneration and terms and conditions mentioned in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to increase, reduce, alter or vary the terms of remuneration in such manner from time to time as the Board may deem fit within the limits specified in Schedule XIII of the said Act, as existing or as amended, modified or re-enacted from time to time.

RESOLVED FURTHER THAT pursuant to Section 198 and all other applicable provisions of the Companies Act, 1956, the remuneration as given under be paid as minimum remuneration to Mr. Saurabh Singh Mehta notwithstanding that in any financial year of the Company during his tenure as Executive Director, the Company has made no profit or profits are inadequate."

Place: Indore
Date: 25th July, 2011

By order of the Board,

Priyanka Gupta
Company Secretary

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. The Company has already notified closure of Register of Members and Share Transfer Books from 18th September, 2011 to 24th September, 2011 (both days inclusive) for the determining the names of members eligible for dividend on equity shares, if declared at the meeting.
 - (a) The Dividend on equity shares if declared at the meeting will be credited/dispatched between 26th September, 2011 and 1st October, 2011. To those members whose names shall appear on the Company's Register of Members on 18th September, 2011 in respect of the shares held in dematerialised form, the dividend will be paid to members, those names are furnished by NSDL/CDSL as beneficial owners as on that date.
3. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend, the Company or its Registrar and Transfer Agent cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates, such changes are to be advised only to the depository participant of the members.
4. Relevant documents referred into the accompanying notice are open for inspection by the members at the Registered office or Corporate Support Center of the Company on all working days between 11.00 A.M. to 1.00 P.M. upto the date of meeting.
5. Members who are holding shares in identical order of names in more than one folio are requested to send to the Company the details of such folios together with the share certificates for consolidating their holdings in one folio. The share certificates will be returned to the members after making requisite changes thereon.
6. Members desiring of obtaining any information concerning Accounts and Operations of the Company are requested to address their questions in writing to the Company at least 7 days before the date of the Meeting so that the information required may be made available at the Meeting.
7. The Company has connectivity with the CDSL & NSDL and equity shares of the Company may also be held in the Electronic form with any Depository Participant (DP) with whom the members/investors having their depository account. The ISIN No. For the Equity Shares of the Company is INE798K01010. In case of any query/difficulty in any matter relating thereto may be addressed to



- the Share Transfer Agents Ankit Consultancy Pvt. Ltd., Electronic Complex, Pardeshi Pura, Indore (M.P.) 452 010.
8. As per the provisions of the Companies Act, 1956, facility for making nominations is now available to INDIVIDUALS holding shares in the Company. The Nomination Form-2B prescribed by the Government can be obtained from the Share Transfer Agent or may be down load from the website of the Ministry of Company affairs.
 9. The SEBI has mandated the submission of PAN by every participant in securities market, members holding shares in electronic form are therefore, requested to submit the PAN to their depository participant with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN details to the Company's Share Transfer Agent, M/s Ankit Consultancy Pvt. Ltd.
 10. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliance by the Companies and has issued circulars stating that service of notice/documents including annual report can be sent by email to its members. To support these green initiative of the government in full measures, members who have not registered their email

address, so far are requested to register their email address, in respect of electronic holdings with the CDSL/NSDL. Members holding shares in physical form then also please update your e-mail id at <http://www.ankitonline.com>.

11. All the shareholder are requested to take interested in opting for ECS facility, he/ She may please send to our Registrar and Transfer Agent "Ankit Consultancy Private Limited ' the ECS MANDATE FORM contained in the last page of the Annual report by enclosing a blank cheque leaf or a cancelled cheque for the purpose of noting the MICR details. The ECS mandate details provided by an investor will be used for payments in respect of shares held by such investor.
In case the investor is holding the shares in demat form, such investor may please contact his/her Depository Participant for recording the ECS mandate.
12. Brief resume of directors those proposed to be appointed, nature of their expertise in specific functional areas, names of companies, in which they hold directorship, shareholding and relationship between directors inter-se stipulated under Clause No.49 of the Listing Agreement with the stock exchanges, or provided here under:

Details of the directors seeking appointment / reappointment at the Annual General Meeting

Name of the Director	Mr. Manoj Fadnis	Mr. Saurabh Singh Mehta
Date of Birth	16.07.1962	29.07.1981
Date of appointment	26.12.2009	26.12.2009
Expertise in Specific areas	Company Law, Taxation and Accounting	Marketing & Finance
Qualification	FCA	B.E., M.B.A.
List of Outside Directorship held	XBRL India Limited Kriti Industries (India) Limited Kriti Auto & Engineering Plastics Pvt. Ltd. Design Auto Systems Limited Biotech Bonaza Limited M.P. Stock Exchange Limited.	Kriti Auto & Engineering Plastics Pvt. Ltd Kriti Corporate Services Private Limited Shipra Pipes Private Limited Kasta Pipes Private Limited
Chairman/ Member of the committees of the Board of Directors of the Company	Chairman: Audit Committee Member: Financial Committee Chairman: Remuneration Committee Member: Investors' Grievance	None
Chairman/ member of the Committees of Director of other companies in which he/she is a Director (a) Audit Committee (b) Investors' Grievance Committee (c) Remuneration Committee (d) Compensation committee	Kriti Industries (India) Limited Nil Kriti Industries (India) Limited Nil	None
No & Percentage of Shares held	NIL	No. of Shares: 30440 Percentage of Shares: 0.06



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

ITEM NO. 5

The Board of Directors at its meeting held on 31st July, 2010 passed the resolution for appointment of Mr. Saurabh Singh Mehta as Executive Director of the Company w.e.f. 1st August, 2010 for a period of three years on following remuneration and terms & conditions.

- a) Salary :Rs. 100000/- per month
- b) Perquisites and allowances: Rs. 50000/- per month
The perquisites and allowances shall include House Rent Allowances, Medical Allowances and Leave travel concession.
- c) Commission: Payable for each financial year @ 1% of the net profit as computed in accordance with the provisions of Section 349 & 350 of the Companies Act, 1956.
- d) Reimbursements and other facilities; not considered as perquisites:
 - i. Reimbursement of expenses incurred for travelling, boarding and lodging during business trips; expenses of telephone at residence and cell phone;
 - ii. Provision of car with driver;
 - iii. Payment of club fees.
- e) Minimum Remuneration: In the event of loss or inadequacy of profits in any financial year during the tenure, the Company has no profit or its profits are inadequate, the remuneration as set above in (a) & (b) shall be the minimum remuneration payable.
- f) No sitting fees shall be payable for attending the board meeting or committee meeting thereof.

The notice and explanatory statement may be treated as an abstract of the terms and conditions of appointment and remuneration payable to Mr. Saurabh Singh Mehta, as required under Section 302 of the Companies Act. 1956.

Mr. Saurabh Singh Mehta did B.E. in Computer Science and Engineering, from Ohio State University, USA and M.B.A. from S. P. Jain Institute, Mumbai. Mr. Mehta is keenly involved in the day to day affairs of the Company. The Board of Directors of the Company recommends his appointment.

Mr. Saurabh Singh Mehta himself, Mr. Shiv Singh Mehta, Mrs. Purnima Mehta being relatives may be deemed to be interested in the resolution.

Additional information relevant for the approval of the remuneration payable to Mr. Saurabh Singh Mehta

1. General Information:

- a. Nature of Industry: The Company is engaged in extraction of Soyabean seed, refining soya oil.
- b. Date or expected date of commencement of commercial production: The company was incorporated on 24.09.1996 and taken over business of Erstwhile solvent division of kriti Industries (India) Limited w.e.f 1st January, 2010.

- c. Financial performance as per Audited Financial Results for the year ended 31st March, 2011.

Particular	31.03.2011 (In crores)
Income from operation	451.23
Profit before depreciation	14.26
Profit / (Loss) Before Tax	11.55
Profit after tax	7.49

- d. Export Performance:
 - Foreign exchange earned for the financial year ended 31st March 2011: 201.33 Crores.
2. Information about the appointee:
 - a. Background Details: Mr. Saurabh Singh Mehta is a B.E. in Computer Science and M.B.A. He has over 8 years of diverse experience in the Industry.
 - b. Past Remuneration drawn (during 2010-2011) : Not Applicable
 - c. Job Profile and suitability: Mr. Saurabh Singh Mehta exercises substantial powers of management, subject to the superintendence, control and direction of the Board of Directors/Chairman of the Company. He is responsible for the operations and affairs of the Company. Taking into consideration his qualifications and expertise, Mr. Saurabh Singh Mehta is best suited for the responsibilities assigned to him by the Board of Directors.
 - d. Remuneration Proposed: as above.
 - e. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person: The remuneration proposed is commensurate with the remuneration packages paid to similar senior level appointees in other Companies.

3. Other information:

- a. Steps taken or proposed to be taken for improvement of profitability:
The company has taken the following steps for improvement in performance:
 - New Export Markets.
 - Focus on value added product
 - Product development and cost reduction.
- b. Expected increase in productivity and profits in measurable terms: The above steps taken by the company have resulted in improved performance. The improvement is expected to continue in the current year and beyond.

Your Board proposes resolution, as set out in Item No 5 as a Special Resolution.



DIRECTORS' REPORT

Your Directors have pleasure in presenting the Annual Report together with Audited Accounts of the Company for the 15 months period ended on 31st March, 2011.

FINANCIAL RESULTS

The performance of the Company for the Year 2010-11 is summarized below:

(Rs. in Lacs)

PARTICULARS	Year 2010-11 (15 Months)	Year ended December 2009
Total Income	45122.67	0
Profit/(Loss) before Interest, Depreciation & Taxes	2479.28	(5.01)
Less: Interest	1053.37	0.01
Profit before depreciation	1425.91	(5.01)
Less: Depreciation	270.65	0.06
Profit/ (Loss) before tax after depreciation	1155.26	(5.07)
Provision for Taxation	405.84	0
Net Profit/(loss)	749.42	0
Less: Prior year Income/Expenditure	0.00	0.00
Add: Transfer from reserves	0.00	0.00
Add: Balance Brought Forward	(1.58)	3.49
Profit available for Appropriation	747.84	(1.58)
Proposed Dividend	75.16	0
Corporate Dividend Tax	12.19	0
Transferred to General Reserve	200.00	0
Transferred to Contingency Reserve	25.00	0
Balance Carried over to Balance Sheet	435.49	(1.58)

YEAR IN RETROSPECT

Year 2010-11 was the first year of manufacturing operations of the Company after the demerger of the erstwhile solvent division of kriti Industries (India) Limited w.e.f 1st January, 2010. The Company has achieved total Turnover of Rs. 45122.67 lacs including exports of Rs. 22155.69 lacs and Profit before Tax Rs. 1155.26 lacs and Profit after Tax Rs. 749.42 lacs.

DIVIDEND

Your directors are pleased to recommend a dividend of 15% for the financial year 2010-2011 on 50103520 Equity Shares of Rs. 1/- each aggregating to Rs. 75.15 lacs.

CORPORATE GOVERNANCE:

The Company has complied with the mandatory provisions on Corporate Governance as prescribed in the Listing Agreement with the Stock Exchanges. A separate report on Corporate Governance is included as a part of the Annual Report along with the Auditors' Certificate on its compliance.

DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors hereby confirm that: -



1. In the preparation of Annual Accounts, the applicable accounting standards have been followed along with the proper explanation relating to material departures.
2. The Directors have selected such accounting policies and applied them consistently and have made judgment and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company as at end of the year ended 31st March, 2011 and of the Profit and Loss Account of the Company for that period.
3. The Directors have taken proper and sufficient care 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.
4. The Directors have prepared the Annual Accounts for the period ended 31st March, 2011 on a going concern basis.

DIRECTORS:

Mr. Manoj Fadnis retires by rotation and being eligible offers himself for re-appointment at the ensuing Annual General Meeting.

Mr. Saurabh Singh Mehta was appointed as Executive Director of the Company w.e.f. 1st August, 2010 in the board meeting held on 31st July, 2010 for a period of three years. The same is being also placed before the ensuing Annual general Meeting for its approval.

STATUTORY INFORMATION:

PUBLIC DEPOSIT:

The company has not received/accepted any deposits from public during the year under review.

PARTICULARS OF EMPLOYEES

The Company does not have on its roll any employee drawing remuneration attracting provisions of section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS & OUTGO

Information as per section 217(1)(e) read with Companies (Disclosure of Particulars in the report of the Board of Directors) Rules, 1988 is annexed hereto and forms part of this report.

AUDITORS AND AUDITOR REPORT

M/s. Subhash Deshpande & Co., Chartered Accountant, Indore the Auditors of the Company retire at the conclusion of the ensuing Annual General Meeting and has shown their inability to continue as Auditors of the Company.

Company has received notice from a member of the Company under section 190 of the Companies Act, 1956 for appointment of M/s. R.S. Bansal & Co., Chartered Accountants, as the Auditors of the Company from the conclusion of ensuing Annual General Meeting.

The observation of Auditors in their report read with the relevant notes to accounts in Schedule "P" are self-explanatory and do not require further explanation.

INDUSTRIAL RELATIONS

Your directors' wish to place on record their appreciation for the contribution made by the company's workforce at all levels of operations for the success and progress of the company..

ACKNOWLEDGEMENT

We thank our banks, investors, clients, distributors, vendors and other business associates for their continued support towards conduct of efficient operations of the Company throughout the year.

We take this opportunity to appreciate the contribution made by our employees at all levels for their dedicated service made towards the growth of the Company. Our consistent growth was made possible by their hard work, solidarity, cooperation and support.

FOR & ON BEHALF OF THE BOARD,

Shiv Singh Mehta
Managing Director

Purnima Mehta
Director

Place: Indore

Date: 25th July, 2011



ANNEXURE

Information as per Section 217(1) (e) read with the Companies (Disclosure of Particulars in the report of Board of Directors) Rules 1988 and forming part of the Directors' Report for the year ended 31st March, 2011.

(A) CONSERVATION OF ENERGY

- (a) Energy Conservation measures taken:
- (1) Energy conservation devices have been installed and the equipments are maintained properly to reduce energy consumption.
 - (2) New systems are being devised to reduce electric power, fuel, and water consumption.
- (b) Additional Investment and proposals for reduction of consumption of energy.
By relocating, modifying the available equipment, energy, conservation measures are being implemented on continuous Basis.
- (c) Impact of above measures:
The above measures have resulted in energy saving and subsequent decrease in the cost of production.
- (d) Total energy consumption and energy consumption per unit of production:

As per Form "A" Annexed.

A. POWER AND FUEL CONSUMPTION

	15 Months period ended March, 2011
1. Electricity	
a) Purchased Units	9323484
Total Amount (in Rs.)	50059446
Rate/Unit (Average Rs.)	5.37
b) Own Generation	
i) Units	65349
Units per ltr. of Diesel Oil (Rs.)	3.18
Cost per unit (Rs.)	13.83
ii) Through Steam Turbine/Generator	
Unit/Unit per ltr. of Diesel oil Cost/Unit	
2. Coal (specify quality & where used) RDM/ Steam B Grade used in Boiler	
Quantity (Tones)	14829
Total Cost (Rs.)	63294704
Average Rate (Rs.)	4268
3. Furnace Oil	
Quantity (K.Ltr.)	-
Total Amount	-
Average Rate	-
4. Others/internal Generation	
Total Cost	-
Quantity	-
Rate/Unit	-

(B) CONSUMPTION PER UNIT OF PRODUCTION

	Extraction	Refinery	Lecithin
Electricity (Units per ton)	42.26	66.71	109.86
Coal (Specify quality) (Kg. per ton)	69.06	101.5	318.60

(B) TECHNOLOGY ABSORPTION

(a) Research and Development (R & D)

1. Specific areas in which R & D carried out: Company has carried out R & D in process development and improvement in existing processes to improve the quality of products, reduction in energy and effluents.
2. Benefits derived as result of R & D: Improvements in processes has helped company in reducing the energy consumptions of some products. This has helped in giving good and consistent quality products in market.
3. Future plan of action: Company will continue to pursue R & D in developments of new processes and new value added products.
4. Expenditure on R & D: Expenditure incurred on R & D are charged under primary heads of accounts and not separately allocated.

(b) TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

1. Efforts in brief made towards technology absorption, adaptation and innovation:
The company has through R & D developed processes adopted which helped in reducing the energy consumption.
2. Benefits derived as result of the above efforts:
Improvement in processes, reduction of cost and product development

(C) FOREIGN EXCHANGE EARNING & OUTGO

(Rs. In Lacs)

	15 Months period ended March, 2011
1. Earning	
FOB value of Exports	20133.10
2. Outgoing	
a) CIF Value of Imports	108.64
b) Expenditure in Foreign Currency	61.5



CORPORATE GOVERNANCE REPORT

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Kriti group is committed to the adoption of best governance practices and is instill in company's vision, processes and structures to make decisions that ensure longer-term sustainability and thus creating value for all its stakeholders continuously. On the same lines the Company has always followed fair business and corporate practices while dealing with the shareholders, employees, customers, creditors, lenders and the society at large.

In line with this philosophy, the Company continuously strives for excellence through adoption of best governance. Your company is compliant with all the provisions of Clause 49 of the Listing Agreement of the Stock Exchange. The details of compliance are as follows:

BOARD OF DIRECTORS

The Board of Directors of the Kriti Nutrients Limited consists of an optimum combination of executive, non-executive and independent directors, to ensure the independent functioning of the board. The Board consists of six Directors. Out of which four are non-executive directors. Three out of the four non-executive directors are independent.

Directors retiring by rotation and seeking for appointment / re-appointment

Shri Manoj Fadnis retires by rotation and being eligible offers himself for re-appointment.

As required under Clause 49 of the Listing Agreement, information such as brief resume, nature of expertise and other directorships is given here below:

Name of the Director	Shri Manoj Fadnis
Date of Birth	16.07.1962
Date of Appointment	26.12.2009
Expertise in specific area	Company Law, Taxation and Accounting
Qualification	FCA
List of Outside Directorship held	XBRL India Limited Kriti Industries (India) Limited Kriti Auto & Engineering Plastics Pvt. Ltd. Design Auto Systems Limited Biotech Bonaza Limited M.P. Stock Exchange Limited
Chairman/ Member of the committees of the Board of Directors of the Company	Chairman: Audit Committee Member: Financial Committee Chairman: Remuneration Committee Member: Investors' Grievance
Chairman / member of the Committees of Director of other companies in which he/she is a Director (a) Audit Committee (b) Investors' Grievance Committee (c) Remuneration Committee	Kriti Industries (India) Limited Nil Kriti Industries (India) Limited
No & Percentage of Shares held	Nil

The composition of the Board of Directors and the number of board committee in which they are chairman/ member are as under:

Name	Category	No. of Directorship in other Public Limited Companies	No. of Committee position held in other Public Limited Companies	
			Chairman	Member
Shri Shiv Singh Mehta	Promoter & Managing Director	Two	Nil	Four
Smt. Purnima Mehta	Promoter & Non-Executive Director	One	Nil	Nil
Shri Manoj Fadnis	Independent & Non-Executive Director	Five	Two	One
Shri Saurabh Singh Mehta	Executive Director	Nil	Nil	Nil
Shri Prakash Pethe	Independent & Non-Executive Director	Nil	Nil	Nil
Dr. Somnath Ghosh	Independent & Non-Executive Director	Two	Nil	Two



Board Procedure

Four meetings of the Board of Directors were held during the period ended on 31st March, 2011.

The dates of the meetings were decided in advance and key information was placed before the Board. The Board of Directors meetings were held on 26th April, 2010; 31st July, 2010; 12th November, 2010 and 29th January, 2011.

Attendance record of Directors

The names and categories of the Directors on the Board, their record of attendance at Board Meetings held during the year and at the last Annual General Meeting, as also the number of Directorship and membership of Committees held by them in other public limited companies as on 31st March, 2011 are:

	No. of Board Meetings held during the year	No. of Board Meetings Attended	Attendance at the last AGM held on 30th June, 2010
Smt. Purnima Mehta	4	4	Yes
Shri Shiv Singh Mehta	4	4	Yes
Shri Manoj Fadnis	4	4	Yes
Shri Somnath Gosh	4	1	No
Shri Saurabh Singh Mehta	4	3	Yes
Shri Prakash M. Pethe	4	4	Yes

AUDIT COMMITTEE

(A) Terms of reference

The Audit Committee has adequate powers and detailed terms of reference to play effective role as required under the provisions of the Companies Act, 1956 and Clause 49 of the Listing Agreement entered into with the Stock Exchanges.

(B) Constitution and Composition

The terms of reference of the audit committee are extensive and include all that is mandated in clause 49 of the Listing Agreement with the Stock Exchange and Section 292 A of the Companies Act, 1956. The Company has complied with the requirements of clause 49(II)(A) of the Listing Agreements as regards composition of the Audit Committee.

The Audit Committee of the Company as on 31st March, 2011 comprises of the following Directors of the Company.

Name of the Director	Designation
Shri Manoj Fadnis	Chairman
Shri Prakash Pethe	Member
Smt. Purnima Mehta	Member

All the three members of the audit committee are non-executive directors and two of them are independent.

(c) Meeting and attendance during the year

Four meetings were held during the financial year 2010-11 on 26th April, 2010, 29th July, 2010, 12th November, 2010 and 29th January, 2011. The attendance of each member of the committee is as under:

Name of the Director	No. of Meeting attended
Shri Manoj Fadnis	4
Shri Prakash Pethe	3
Smt. Purnima Mehta	4

REMUNERATION OF DIRECTORS

(A) Terms of reference

The Remuneration Committee recommends remuneration, promotions, increments etc. for the whole time directors and relative of the directors to the Board for approval.

(B) Constitution and Composition

The Remuneration Committee of the Company as on 31st March, 2011 comprises of the following Directors of the Company.



Name of the Director	Designation
Shri Manoj Fadnis	Chairman
Shri Somnath Ghosh	Member
Shri Prakash Pethe	Member

All the three members of the remuneration committee are non-executive and independent directors.

Remuneration to Managing Director and Executive Director

(Rs. in Lacs)

Name of the Director	Salary (Rs.)	Perquisites	Commission	Period of Contract
Shri Saurabh Singh Mehta	12	6	1%	3 Years starting from 1st August, 2010

Remuneration of Non- Executive Directors

The details of remuneration paid to the Non-Executive Directors during the financial year 2010-11 are given below. Non-Executive Directors are not entitled for any remuneration other than the sitting fees.

SNo.	Name of the Non-Executive Director	Sitting Fees (Rs.)
1	Shri Manoj Fadnis	8000
2	Shri Somnath Ghosh	2000
3	Shri Prakash M. Pethe	6000
4	Smt. Purnima Mehta	8000

DISCLOSURES

A. Disclosure regarding materially significant related party transactions:

The Company has not entered into any transactions of material nature with the promoters or directors or their relatives or any Companies or firms in which they are directly or indirectly interested, that may have any potential conflict with the interests of the Company.

B. Disclosure of non-compliance by the Company:

There was no instance of non-compliance on any matter related to the capital markets, during the last year.

COMMUNICATION TO SHAREHOLDERS

As per the relevant regulations of Stock Exchanges and SEBI the Company will publish quarterly and yearly as required under the Listing Agreement in the prescribed format. The results will be sent to the Stock Exchanges for general information and for posting the same on their web site. The notice of the AGM along with the report will be sent to the shareholders well in advance of the AGM.

LISTING

The Company's shares are traded on BSE and MPSE.

Management Discussion and Analysis Report form part of the Annual Report.

INVESTORS' GRIEVANCE COMMITTEE

The Board of Directors of the Company constituted the Investors' Grievance Committee consisting of:

Name of the Director	Designation
Shri Shiv Singh Mehta	Chairman
Shri Manoj Fadnis	Member
Shri Somnath Ghosh	Member

INFORMATION ON GENERAL BODY MEETINGS

The details of the location and time for last three Annual General Meetings are given hereunder: -

Year	Location	Date	Time
2007-2008	Mehta Chambers, 34 Siyaganj, Indore	30th September, 2008	11.30 A.M.
2008-2009	Mehta Chambers, 34 Siyaganj, Indore	30th September, 2009	9.00 A.M.
2009-2010	4th Floor, Chetak Chamber, 14, RNT Marg, Indore	30th June, 2010	3.00 P.M



GENERAL SHAREHOLDER INFORMATION

Annual General Meeting

The Annual General Meeting of the Company will be held on Saturday, the 24th September, 2011 at 4.00 P.M. at Corporate Support Center of the company situated at "Chetak Chambers" 4th Floor, 14 R.N.T. Marg, Indore.

Financial Calendar for the year 2011-12 (Provisional)

a.	Results for the first quarter ending 30th June, 2011	By end of July, 2011
b.	Results for the second quarter ending 30th September, 2011	By end of October, 2011
c.	Results for the Third quarter ending 31st December, 2011	By end of January, 2012
d.	Results (Audited) for the fourth quarter ending 31st March, 2012	By end of May, 2012
e.	Annual General Meeting for the year ending March, 2012	By end of September, 2012

Book Closure Dates

The Company's Share Transfer Book will remain closed from 18th September, 2011 to 24th September, 2011 (both days inclusive) for purpose of Annual General Meeting.

Stock Code

BSE 533210

NSDL & CDSL-ISIN: - INE798K01010

Market Price Data (Rs.)

The monthly high and low quotations of shares of the Company traded at the Stock Exchange, Mumbai during the financial year 2010-11 are given below:

Month	High (Rs.)	Low (Rs.)
June, 2010	13.7	4.35
July, 2010	5.5	3.45
August, 2010	5.69	3.9
September, 2010	5.09	4.06
October, 2010	10.55	4.5
November, 2010	10.25	6.94
December, 2010	8.1	5.86
January, 2011	7.94	5.22
February, 2011	7.8	5.45
March, 2011	7.2	5.71

Share Transfer System

The Share Transfer-cum-Investors Grievance Committee attends to share transfer formalities once in a fortnight. Demat requests are normally confirmed within an average period of 15 days from the date of receipt. The Company has appointed following agency as Share Transfer Agent (Electronic + Physical). The shareholders may address their communication, suggestions, grievances and queries to:

Ankit Consultancy Pvt. Limited
 Plot No. 60, Electronic Complex
 Pardeshipura
 Indore- 452 010 (M.P)
 A.B. Road, Indore- 452 001 (M.P)
 Tel: 0731-3198601, 0731-3198602
 0731-2551745, 0731-2551746
 Fax: 0731-4065798
 E-mail: ankit_4321@yahoo.com



Shareholding Pattern & Distribution of Shareholding

Shareholding Pattern as on 31st March, 2011

Category	No. of Shares held	Percentage of Shareholding
A. Promoter's holding		
1. Promoters		
a. Indian Promoters	33096878	66.06
b. Foreign Promoters		
2. Persons acting in concert		
Sub-Total	33096878	66.06
B. Non-Promoter's holding		
3. Institutional Investors		
a. Financial Institution and Banks	1600	0.00
b. FIIs		
Sub-Total	1600	0.00
4. Others		
a. Corporate Bodies	1421717	2.84
b. Indian Public	15411877	30.76
c. NRIs/OCBs	165472	0.33
d. Any Other (Clearing Member)	5976	0.01
Sub-Total	17005042	33.94
GRAND TOTAL	50103520	100

Distribution of Shareholding as on 31st March, 2011

No. of Shares	No. of Shareholders	% of Shareholders
1-1000	4224	66.66
1001-2000	1110	17.52
2001-3000	308	4.86
3001-4000	343	5.41
4001-5000	57	0.90
5001-10000	147	2.32
10001 & above	148	2.33
Total	6337	100.00

Dematerialisation of Shares & Liquidity

The shares of the Company are under compulsory demat segment and are listed on Bombay Stock Exchange, Mumbai and Madhya Pradesh Stock Exchange, Indore. The Company's shares are available for trading in the depository of both NSDL & CDSL.

Details of Demat Shares as on 31 st March, 2011

	No. of Shareholders/Beneficial Owners	No. of Shares	% of Capital
NSDL	2364	40951521	81.74
CDSL	1246	5075919	10.13
Sub-Total	3610	46027440	91.87
Shares in physical form	2727	4076080	8.13
Grand Total	6337	50103520	100.00



Outstanding Convertible Instruments

There are no outstanding warrants or any convertible instruments.

Plant locations of the Company

Industrial Area No. 3, Dewas (M.P)

Address for communication

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

Ankit Consultancy Pvt. Limited

Plot No. 60, Electronic Complex

Pardeshipura

Indore- 452 010 (M.P)

Tel: 0731-3198601, 0731-3198602

0731-2551745, 0731-2551746

Fax: 0731-4065798

E-mail: ankit_4321@yahoo.com

Auditors' Certificate on Corporate Governance

The company has obtained a certificate from the auditors of the company regarding compliances with the provisions of the corporate governance laid down in Clause 49 (VII) of the Listing Agreement with Stock Exchanges.

AUDITORS' REPORT ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To the Shareholders of Kriti Nutrients Limited

We have examined the compliance of the conditions of Corporate Governance by Kriti Nutrients Limited, Indore for the period ended 31st March, 2011 as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchanges in India.

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of an 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, the Company has complied with the conditions of Corporate Governance as stipulated in the above Listing Agreement.

As required by the Guidance Note issued by the Institute of Chartered Accounts of India we have to state that no investor grievances were pending for a period of one month against the Company as per the records maintained by the Investor / Shareholders Grievance Committee.

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

For Subhash Deshpande & Co.
Chartered Accountants

Place : Indore

Date : 25th July, 2011

(R.D.Asawa)
Partner



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRY STRUCTURE AND DEVELOPMENT

The primary business of your Company is processing of SOYA OIL, DEOILED CAKE (DOC), LECITHIN AND OTHER PRODUCTS.

Indian Soya crop Scenario:

In India Madhya Pradesh is the leading state in producing soybean followed by Maharashtra, Rajasthan and Uttar Pradesh. On an average, Madhya Pradesh produces 60 percent of India's total soybean crop. The crop has exhibited a vast potential as a monsoon season crop mainly in Central India and surrounding States. Soyabean Production in India during Kharif 2010 (FY 2010-2011) was 103 lac tons while it was 93.7 lac tons during the Kharif 2009 (FY 2009-2010).

Seed price goes upward in September, 2010 pattern step by step and aligned with international prices.

International Soya Crop Scenario:

The global production of Soya Bean for the year 2010-11 is estimated at 264 million MT. United States, the largest Soya Bean growing country in the world, has the same soya cycle period as India. The South American Countries like Brazil and Argentina are the second and third largest soya bean growing countries respectively.

Export of Soyabean Meal during FY 2010-2011 were 3.85 Million MT as against 2.13 Million MT in FY 2009-2010. Though demand is growing at a moderate rate a slight shift towards India can be big quantity from Indian view point.

Opportunity:

India enjoys an added advantage of producing entirely Non-GMO crops, with higher protein and nutritional values which strengthens its hold in the world markets, especially in food segment.

Threats:

The Indian contribution to the global soya is less than 4% and with record global crop 263.70 million MT which may lower the international prices of SBM and Oil. The domestic prices of the seed, meal and oil are impacted by the international prices. Therefore, maintaining the price parity of our products may be a challenging task. Further, the Macroeconomic and Global issues of inflation, and currency exchange rates may have an effect on the pricing and demand.

Business Strategy:

Company markets its High Protein SBM mainly to South East Asian Countries and the company's focus will be on: -

- ◆ Entering in to food segment and value added products.
- ◆ Strengthening domestic market
- ◆ Introduction of higher grade SBM
- ◆ Customer education on quality, adulteration and certification
- ◆ Strengthening Distribution network

FINANCIAL PERFORMANCE:

The financial statements are prepared in compliance with the Companies Act, 1956 and as per the generally accepted accounting principles, policies and practices prevalent in India. The Company's financial performance is discussed in details under the head "Financial Results" in Directors' Report to the Members.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has an established a comprehensive internal controls commensurating with size and nature of its operations across all business units, which ensure that all the assets of the Company are duly recorded at fair value, and safeguarded against all the losses from any unauthorized use or disposition. The system has been designed, so as to provide reasonable assurance in respect of recording and providing relevant and reliable financial and operational information.

DEVELOPMENT IN HUMAN RESOURCES AND INDUSTRIAL RELATIONS:

The Company enjoys cordial industrial relations. The Company conducts in house training programs for motivating and developing leadership qualities at all levels.

CAUTIONARY STATEMENT:

Estimates and expectations stated in this Management Discussion and Analysis Report may be "forward-looking statements" within the meaning of applicable securities, laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to your Company's operations include economic conditions affecting demand/supply and price conditions in the domestic and international markets, changes in the Government regulations, tax laws, and other statutes and incidental factors.



AUDITOR'S REPORT

To,
The Member of
Kriti Nutrients Limited,

- 1) We have audited the attached Balance Sheet of Kriti Nutrients Limited as at 31st March, 2011 and also the Profit and Loss Account and the Cash Flow statement of the Company for the Period ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
- 2) We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
- 3) Further to our comments in Annexure referred to above, 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 such books.
 - c) The Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account.
 - d) In our opinion, the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956.
 - e) On the basis of the written representations received from the directors as on 31st March, 2011 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March, 2011 from being appointed as a director in terms of clause (g) of sub section (1) of section 274 of the Companies Act, 1956.
 - f) In our opinion and to the best of our information and according to the explanations given to us, the said accounts read with significant accounting policies and other notes thereon, give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - i) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2011.
 - ii) in the case of Profit and Loss Account, of the profit for the Period ended on that date, and
 - iii) in the case of Cash Flow Statement, of the cash flows for the Period ended on that date.
4. As required by the Companies (Auditor's Report) Order, 2003 as amended by Companies (Auditors Report) (Amendment) order, 2004 issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956 and according to information & explanation given to us on our enquiries on accounts and on the basis of such checks we considered appropriate, we further state that:
 - (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) The Company has physically verified certain assets during the year in accordance with a programme of verification, which in our opinion provides for physical verification of the fixed assets at reasonable intervals. According to the information and explanations given to us no material discrepancies were noticed on such verification.



- (c) In our opinion and according to the information and explanations given to us, a substantial part of fixed assets has not been disposed off by the company during the year.
- (ii) (a) As explained to us, inventories were physically verified during the year by the management at reasonable intervals.
(b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management were reasonable and adequate in relation to the size of the company and the nature of its business.
(c) In our opinion and according to the information and explanations given to us, the company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.
- (iii) (a) Company has not granted unsecured loan to a company covered in the register maintained U/S 301 of the Act,
(b) Since Company has not granted any loan to a company covered in the register maintained U/S 301 of the Act, therefore comment on rate of interest and other terms and conditions of loan given are not required.
(c) Since Company has not granted any loan to a company covered in the register maintained U/S 301 of the Act, therefore comment on receipt of principal and interest are not required.
(d) Since Company has not granted any loan to a company covered in the register maintained U/S 301 of the Act, therefore comment on receipt of principal and interest are not required, therefore question of overdue does not arise.
(e) Company has taken unsecured loan from a company covered in the register maintained U/S 301 of the Act, amount outstanding as on 31st March, 2011 is Nil, maximum outstanding during the year Rs. 1729.40 lacs.
(f) Rate of interest and other terms and conditions of loan taken are not prima-facie prejudicial to the interest of the Company.
(g) Payment of principal and interest is regular as stipulated.
- (iv) In our opinion and according to the information and explanations given to us, there are 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 and services further, the basis of our examination of the books and records of the company and according to the information and explanations given to us, we have neither come across nor have been informed of any continuing failure to correct major weaknesses in the aforesaid internal control system.
- (v) (a) In our opinion and according to the information and explanations given to us, the particulars of contracts or arrangements referred to in Section 301 of the Act that need to be entered into the register maintained under that Section, have been so entered.
(b) According to the information and explanations given to us, there are transactions for sale of DEPB Licenses etc. in excess of Rs. 5 lacs in respect of each party. There is no similar transaction is available for comparison and therefore reasonableness of price/value of transaction could not be ascertained. However there are no other transaction for sale / purchase of services etc.
- vi) The Company has not accepted any deposits from the public within the meaning of Sections 58A and 58AA of the Act and the rules framed there under and therefore clause is not applicable to the company.
- vii) In our opinion, the Company has an adequate internal audit system commensurate with the size and the 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 cost records under section 209 (1) (d) of the Companies Act, 1956 in respect of the refining activities of the Company to which said rules are made applicable and are of the opinion that, Prima Facie, the prescribed accounts and records have been made and maintained. We have, however, not made a detailed examinations of the records with a view to determined whether they are accurate of complete.
- ix) (a) According to the information and explanation given to us and the records of the Company examined by us, in our opinion, the Company has been generally regular in depositing undisputed statutory dues, including Provident Fund, Investor Education and Protection Fund, Employees State Insurance, Income-tax, Sales-tax, Wealth Tax, Custom Duty, Excise Duty, Cess and any other statutory dues as applicable with the appropriate authorities during the year.



(b) According to the records of the Company, the disputed dues in respect of Sales Tax, Entry Tax and Income Tax are as under:

S.no.	Nature of dues	Related Period	Amount (Rs.)	Forum where dispute is pending
1.	M.P. COMMERCIAL TAX	2004-05	2155460	APPELLATE BOARD
2.	M.P. COMMERCIAL TAX	2005-06	8141497	APPELLATE BOARD
3.	VAT TAX	2006-07	870630	APPELLATE BOARD
4.	CENTRAL SALES TAX	2006-07	11425030	HIGH COURT
5.	ENTRY TAX	2004-05	799081	APPELLATE BOARD
6.	ENTRY TAX	2005-06	5031195	APPELLATE BOARD
7.	ENTRY TAX	2006-07	513848	APPELLATE BOARD
8.	ENTRY TAX	2007-08	1822609	APPELLATE BOARD
9.	ENTRY TAX	2008-09	390591	APPELLATE BOARD

- (x) The Company has no accumulated losses at the end of the financial year and it has not incurred cash losses during the current and the immediately preceding financial year.
- (xi) Based on our audit procedures and as per the information and explanation given by the management, we are of the opinion that the company has not defaulted in the repayment of dues to financial institutions, banks or debenture holders.
- (xii) According to the information and explanations given to us and based on the documents and records produced before us, the Company has not given any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) The provisions of any special statute applicable to chit fund / nidhi / mutual benefit fund / societies are not applicable to the Company.
- (xiv) In our opinion, the Company is not a dealer or trader in shares, securities, debentures and other investments.
- (xv) Company has not given any guarantees for loans taken by others from banks or institutions, and therefore commenting over terms and conditions does not arise.
- (xvi) To the best of our knowledge and belief and according to the information and explanations given to us, term loans availed by the Company were, prima-facie, applied by the Company for the purposes for which the loans were obtained.
- (xvii) According to the cash flow statement and other records examined by us and the information and explanations given to us, on an overall basis, funds raised on short term basis have, prima-facie, not been used during the year for long term investment (fixed assets, etc).
- (xviii) The Company has not made preferential allotment of shares to the parties and companies covered under section 301 of the Act.
- (xix) The Company has not issued any debentures during the year.
- (xx) The Company has not raised any money by public issue during the year, and therefore question of end use does not arise.
- (xxi) To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the company was noticed or detected during the year.

For SUBHASH DESHPANDE & CO.
 CHARTERED ACCOUNTANTS
 F.R.N. 000476C

(R.D. ASAWA)
 PARTNER
 M.No. 16562

PLACE : INDORE
 DATED: 21st May, 2011



BALANCE SHEET AS AT 31ST MARCH, 2011

(Amount in Rs.)

PARTICULARS	SCHEDULE	As at 31.03.11	As at 31.12.09
I. SOURCES OF FUNDS			
1. Share Holders Fund			
(a) Share Capital	A	50103520	500000
(b) Reserves & Surplus	B	95605197	0
2. LOAN FUNDS			
(a) Secured Loans	C	548526454	0
(b) Unsecured loan		0	130430
3. DEFFERED TAX LIABILITY		35951880	0
	Total	<u>730187051</u>	<u>630430</u>
II. APPLICATION OF FUNDS			
1. FIXED ASSETS	D		
(a) Gross Block		450381552	59000
(b) Less: Depreciation		<u>181665575</u>	<u>15372</u>
(c) Net Block		268715977	43628
(d) Add: Capital Work in Progress		<u>13437564</u>	<u>0</u>
		282153541	43628
2. INVESTMENT (AT COST)	E	744880	6880
3. CURRENT ASSETS, LOANS & ADVANCES	F		
(a) Inventories		435578254	0
(b) Sundry Debtors		149595953	0
(c) Cash & Bank Balances		20283458	400175
(d) Loans & Advances		<u>129353917</u>	<u>24421</u>
		734811582	424596
LESS: CURRENT LIABILITIES & PROVISIONS			
(a) Current Liabilities		239888217	2758
(b) Provisions		<u>47634735</u>	<u>0</u>
	G	287522952	2758
NET CURRENT ASSETS (F-G)		447288630	421838
PROFIT & LOSS ACCOUNT		0	158084
	Total	<u>730187051</u>	<u>630430</u>

As per our report of even date attached.
For Subhash Deshpande & Co.
Chartered Accountants

For and on behalf of the Board of Directors

R.D.Asawa
(Partner)
M.No. 16562

Shiv Singh Mehta
(Managing Director)

Purnima Mehta
(Director)

Harshita Modani
(Company Secretary)

Place: Indore
Date:- 21st May, 2011



PROFIT & LOSS ACCOUNT FOR THE PERIOD ENDED 31ST MARCH, 2011

(Amount in Rs.)

PARTICULARS	SCHEDULE	As at	As at
		31.03.11 (15 Months)	31.12.09
INCOME			
Income from Operations (Gross)		4505647140	0
Less : Excise Duty		<u>859158</u>	<u>0</u>
Income from Operations (Net)	H	4504787982	0
Miscellaneous Income	I	6619371	0
Increase/ (Decrease) in Stock	J	43706837	0
	Total	<u>4555114190</u>	<u>0</u>
EXPENDITURE			
Cost of Material	K	3791709053	0
Manufacturing Expenses	L	198564803	0
Employees Remuneration & Benefits	M	42241446	0
Administrative & Selling Expenses	N	274670847	500365
Financial Charges	O	105337157	626
	Total	<u>4412523306</u>	<u>500992</u>
Profit/ (Loss) before Depreciation		142590884	(500992)
Less : Depreciation for the year	D	27064897	6070
Profit/ (Loss) before Tax		115525987	(507062)
Less : Provision for Taxation		38900000	0
Less: Deferred Tax		<u>1683711</u>	<u>0</u>
Net Profit after Tax		74942276	(507062)
Add : Previous Year Profit B/F		<u>(158085)</u>	<u>348977</u>
Profit available for appropriation	Total	<u>74784191</u>	<u>(158085)</u>
Proposed Dividend		7515528	0
Corporate Dividend Tax		1219207	0
Transferred to General Reserve		20000000	0
Transferred to Contingency Reserve		2500000	0
Balance carried over to Balance Sheet		43549456	(158085)
	Total	<u>74784191</u>	<u>(158085)</u>

Earning Per Shares (Face Value of Rs 1/- each)

1.50

(1.01)

Basic & Diluted

As per our report of even date attached.

For Subhash Deshpande & Co.

Chartered Accountants

For and on behalf of the Board of Directors

R.D.Asawa

(Partner)

M.No. 16562

Shiv Singh Mehta

(Managing Director)

Purnima Mehta

(Director)

Harshita Modani

(Company Secretary)

Place: Indore

Date:- 21st May, 2011



SCHEDULES FORMING PART OF THE BALANCE SHEET AND PROFIT & LOSS ACCOUNT

(Amount in Rs.)

PARTICULARS	As at 31.03.11	As at 31.12.09
SCHEDULE-A		
SHARE CAPITAL		
AUTHORISED		
(100000000 Equity Share Capital of Rs 1/- each Peviour Year 100000000 of Rs 1 each)	<u>100000000</u>	<u>100000000</u>
ISSUED, SUBSCRIBED AND PAID UP (50103520 Equity Shares of Rs 1/- Previous year 500000 equity shares of Rs 1/- each fully paid up)	50103520	500000
Total	<u>50103520</u>	<u>500000</u>
SCHEDULE-B		
RESERVES & SURPLUS		
General Reserve	0	0
Add : Transfer from P&L	<u>20000000</u>	<u>0</u>
	20000000	0
Contingency Reserve		
Opening Balance	0	0
Add: Transfer from P&L	<u>2500000</u>	<u>0</u>
Closing Balance	2500000	0
Capital Reserve	29555741	0
(Arosen due to scheme of arrangement)		
Profit & Loss Account (As per Annexed account)	43549456	0
Total	<u>95605197</u>	<u>0</u>
SCHEDULE-C		
SECURED LOAN		
A. LONG TERM LOAN FROM BANKS (Secured by First Charge/Mortgage on Fixed Assets of the Company and Personal Guarantee of Directors)	109447886	0
Total (A)	<u>109447886</u>	<u>0</u>
B. WORKING CAPITAL LOAN FROM BANKS (Secured by Hhypotheation of Finished Goods, Raw Material, Stock in process, Store and Spares, Sundry Debtors, Export Bills, Receivables and Second Charge on Fixed Assets of the Company and Personal Gurantee of Directors except Rs.195960812/- Agri Loan taken from HDFC Bank against pledge of soya seed)	439078568	0
Total(B)	<u>439078568</u>	<u>0</u>
Total(A+B)	<u>548526454</u>	<u>0</u>



SCHEDULES FORMING PART OF THE BALANCE SHEET AND PROFIT & LOSS ACCOUNT

SCHEDULE-D

FIXED ASSETS

(Amount in Rs.)

SN.	PARTICULARS	Opening	GROSS BLOCK				DEPRECIATION				NET BLOCK	
			Transfer/Additions		Deduction	TOTAL	Transfer on demerger	For The Year	Back	TOTAL	31/03/11	31/12/09
			on demerger	01/01/10-31/03/11								
1.	Land	0	4082846	1000000	0	5082846	0	0	0	0	5082846	0
2.	Goodwill	0	797770	0	0	797770	797770	0	0	797770	0	0
3.	Factory Building	0	83985134	557335	0	84542469	23561919	3507875	0	27069794	57472675	0
4.	Plant & Machinery	0	349909364	2142282	0	352051646	124237761	23136383	0	147374144	204677502	0
5.	Dies & Moulds	0	1510084	246740	0	1756824	1006167	174363	0	1180530	576294	0
6.	Vehicles	0	577140	0	303502	273638	392837	56521	220996	228362	45276	0
7.	Furniture & Fixture	0	3441712	0	0	3441712	2524675	156831	0	2681507	760205	0
8.	Computer	59000	2375647	0	0	2434647	2300545	32923	0	2333468	101179	43628
	TOTAL RS.	59000	446679697	3946357	303502	450381552	154821674	27064897	220996	181665575	268715977	43628
	Previous Balance	59000	0	0	0	59000	9302	6070	0	15372	43628	

PARTICULARS	As at 31.03.11	As at 31.03.10
-------------	-------------------	-------------------

SCHEDULE - E

INVESTMENTS (AT COST)

(Quoted)

I.D.B.I.(2880 Equity Shares of Rs.10/- each, Market Price as on 31.03.11 Rs.410256 (Previous Year Nil)	234000	0
Reliance Power Ltd. (25 shares of Rs. 10/- each, Market Price as on 31.03.11 Rs.3242.5 (Previous Year Nil)	6880	6880
S.B.I.Mutual Fund (50000 units of Rs. 10 each, Market Price as on 31.03.11 Rs. 541500 (Previous Year Nil)	500000	0

(Unquoted)

National saving certificates	4000	0
Total	744880	6880

SCHEDULE-F

A. CURRENT ASSETS

1. Inventories		
a) Raw Materials	296200579	0
b) Finished Goods	104243745	0
c) Stores, Spares & Others	35133930	0
Total	435578254	0
2. Sundry debtors (Unsecured Considered Good)		
Over Six month	7714613	0
Others	141881340	0
Total	149595953	0
3. CASH AND BANK BALANCES		
Cash in hand	590273	96134
Balance with Scheduled Bank		
- Current Account	1315117	304041
- Deposits Account	18378068	0
Total	20283458	400175



SCHEDULES FORMING PART OF THE BALANCE SHEET AND PROFIT & LOSS ACCOUNT

(Amount in Rs.)

PARTICULARS	As at 31.03.11	As at 31.12.09
B. LOAN AND ADVANCES		
(Unsecured, Considered Good)		
a) Advances recoverable in cash or in kind or for value to be received	27714732	0
b) Sundry Deposits	5449645	5000
c) Advance Tax/Tax Deducted at Source	34797720	19421
d) Cenvat	319548	0
e) Accrued Interest/Income (DEPB etc.)	61072272	0
Total	<u>129353917</u>	<u>24421</u>

SCHEDULE-G

(A) CURRENT LIABILITIES

1. Sundry Creditors	213701338	2758
2. Outstanding Expenses	16473453	0
3. Statutory Liabilities	4506426	0
4. Dealership Deposit	5207000	0
Total(A)	<u>239888217</u>	<u>2758</u>

(B) PROVISIONS

Provision of Income Tax for the Year	38900000	0
Corporate Dividend Tax	1219207	0
Proposed dividend	7515528	0
Total (B)	<u>47634735</u>	<u>0</u>

SCHEDULE-H

Domestic Sales	2290077460	0
Less : Excise Duty	<u>859158</u>	<u>0</u>
Net Domestic Sales	2289218299	0
Export Sales	2215569680	0
Total	<u>4504787982</u>	<u>0</u>

SCHEDULE- I

MISCELLANEOUS INCOME

a) Other Operating Income		
Foreign Exchange Fluctuation A/c	3597003	0
Sub Total (a)	<u>3597003</u>	<u>0</u>
b) Other Income		
Interest Received/Receivable	2944838	0
Miscellaneous Income	40036	0
Profit on Sale of Assets	37494	0
Sub Total (b)	<u>3022368</u>	<u>0</u>
Total (a+b)	<u>6619371</u>	<u>0</u>



SCHEDULES FORMING PART OF THE BALANCE SHEET AND PROFIT & LOSS ACCOUNT

(Amount in Rs.)

PARTICULARS	As at 31.03.11	As at 31.12.09
SCHEDULE-J		
INCREASE / (DECREASE) IN STOCKS		
(Finished Goods and Stock in Process)		
Closing Stock	104243745	0
Less : Opening Stock tfr from Kriti Industries (I) Ltd On account of demerger as on 01.01.2010	60536908	0
Total	<u>43706837</u>	<u>0</u>
SCHEDULE-K		
COST OF MATERIAL		
Opening Stock of Raw Material transfer on A/c of demerger	183868175	0
Add:Purchases (Includes Loss on account of hedge transaction Rs.2725238/-)	<u>3735621253</u>	<u>0</u>
	3919489428	0
Less: Closing Stock	<u>296200578</u>	<u>0</u>
	3623288849	0
Add:Packing Material Consumed	168420204	0
Total	<u>3791709053</u>	<u>0</u>
SCHEDULE-L		
DIRECT MANUFACTURING EXPENSES		
Stores and Spares Consumed	16296250	0
Hexane Consumed	19541055	0
Chemicals Consumed	16616645	0
Coal Consumed	63224930	0
Power Charges	50241436	0
Freight & Cartage	22886307	0
Repairs & Maintenance	1543232	0
Insurance Charges	2188722	0
Water Charges	3437322	0
Miscellaneous Manufacturing Expenses	2588904	0
Total	<u>198564803</u>	<u>0</u>
SCHEDULE-M		
EMPLOYEES REMUNERATION & BENEFITS		
Salaries and Wages	32106692	0
Provident Fund & ESI	3122385	0
Bonus	1922462	0
Employees Benefits	2899167	0
Gratuity	2190740	0
Total	<u>42241446</u>	<u>0</u>



SCHEDULES FORMING PART OF THE BALANCE SHEET AND PROFIT & LOSS ACCOUNT

(Amount in Rs.)

PARTICULARS	As at 31.03.11	As at 31.12.09
SCHEDULE-N		
OTHER EXPENSES		
A. ADMINISTRATIVE EXPENSES		
Stationery & Printing	307939	0
Rent, Rates and Taxes	1710062	0
Postage, Telegram and Telephones	878711	0
Auditor's Fees	110300	2758
Conveyance Expenses	561690	8993
Legal & Professional Charges	2608657	0
Miscellaneous Expenses	1060577	0
Director's Remuneration	1796000	0
P.F on Director Remuneration	96000	0
Director's Meeting Fee	28000	0
Preliminary Exps Written Off	0	488614
Total (A)	<u>9157936</u>	<u>500365</u>
B. SELLING & DISTRIBUTION EXPENSES		
Advertisement & Publicity	949506	0
Sales Promotion Expenses	3153933	0
Brokerage & Commission	304456	0
Freight Outward	124685362	0
Sales Tax & Octroi	1239958	0
Export Expenses	129016263	0
Sundry Balances Written off	583321	0
Travelling Expenses	5255141	0
Bad debts	324971	0
Total (B)	<u>265512911</u>	<u>0</u>
Total (A+B)	<u>274670847</u>	<u>500365</u>
SCHEDULE-O		
FINANCIAL CHARGES		
Interest on Term Loans	21593432	0
Interest to Banks	59815727	0
Interest to Others	5903976	0
Bank Charges/Commission	18024022	626
Total	<u>105337157</u>	<u>626</u>



SCHEDULE - P

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO THE ACCOUNTS (31.03.2011)

1. Significant Accounting Policies

1.1 Basis of Preparation of Financial Statements

The financial statements are prepared and presented under the historical cost convention, on the accrual basis of accounting in accordance with the accounting principles generally accepted in India (Indian GAAP) and comply with the Accounting Standards issued by the Institute of Chartered Accountants of India (ICAI), The Companies Accounting Standard Rules, 2006 and relevant provisions of Companies Act, 1956 ("the Act") to the extent applicable.

1.2 Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles ("GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities on the date of the financial statements. Actual results could differ from those estimates. Any revision to accounting estimates is recognized prospectively in current and future periods.

1.3 Fixed assets and depreciation

Fixed assets are stated at acquisition cost less accumulated depreciation. The cost of fixed assets comprises its purchase price including import duties and other non-refundable taxes or levies and any directly, attributable cost of bringing the asset to the working condition for its intended use.

Depreciation is provided on the straight-line method ('SLM') as per the depreciation rates prescribed in Schedule XIV of the Act. Capital Work-In-Progress includes the cost of fixed assets that are not ready to use at the balance sheet date and advances paid to acquire capital assets before the balance sheet date.

1.4 Impairment of Assets

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

1.5 Investments

Investments classified as long term investment are carried at cost. Provision for diminution, if any, is made to recognize a decline other than temporary, in the value of the investment.

1.6 Inventories

1. Stores and Spares parts, etc: At Cost, with moving average price on FIFO basis
2. Raw materials: At cost, with moving average price on FIFO basis.
3. Finished Goods: At estimated cost or net realizable value (whichever is lower)
4. By Products: At net realizable value.

Cost comprises all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition.

1.7 Revenue recognition

- (a) Revenue from sale of products is recognized on transfer of all significant risk and rewards of ownership of products to the customers, which is generally on dispatch of goods. Sales are stated exclusive of Value Added Tax.
- (b) Dividend income is recognized when the right to receive the dividend is established.
- (c) Export incentives receivable are accrued for when the right to receive the credit is established and there is no significant uncertainty regarding the ultimate collection of export proceeds.

1.8 Employee Benefits

(a) Short Term Employee Benefits

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

(b) Post-Employment Benefits



- (i) Defined Contribution Plans: The Employee State Insurance Scheme and Contributory Provident Fund administered by Provident Fund Commissioner are defined contribution plans. The Company's contribution paid/payable under the schemes is recognized as expense in the profit and loss account during the period in which the employee renders the related service.
- (ii) Defined Benefit Plans: The Company has taken Group Gratuity and Cash Accumulation Policy issued by the Life Insurance Corporation of India (LIC). The present value of the obligation under such defined benefit plans is determined based on actuarial valuation as advised by LIC, using the Projected Unit Credit method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.
The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plans, are as advised by LIC.
Actuarial gains and losses are recognized immediately in the Profit & Loss Account.

1.9 Foreign Currency Transactions

Transactions denominated in foreign currency are recorded at the exchange rate prevailing on the date of transactions. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the profit and loss account of the year.

Monetary assets and liabilities in foreign currency, which are outstanding as at the year-end, are translated at the closing exchange rate and the resultant exchange differences are recognized in the profit and loss account.

Realized gain or loss on cancellation of forward exchange contract is recognized in the Profit and Loss Account for the year.

1.10 Borrowing Costs

The borrowing costs that are directly attributable to the acquisition, construction or productions of a qualifying asset are capitalized as part of the cost of that asset. The amount of borrowing cost eligible for capitalization is determined in accordance with Accounting Standard (AS) 16- Borrowing Costs issued by the Institute of Chartered Accountants of India (ICAI) and notified under the Companies Accounting Standard Rules 2006.

1.11 Taxation

Tax expenses for the current year comprises of current tax and deferred tax. Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of Income Tax Act 1961. Deferred tax is recognized, on timing differences between the taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

1.12 Earning Per Share

Basic and diluted earnings per share is computed by dividing the net profit attributable to equity shareholders for the year, by the weighted average number of equity shares outstanding during the year.

1.13 Provisions for contingencies

Provisions comprise liabilities of uncertain timing or amount. Provisions are recognized when the company recognizes it has a present obligation as a result of past events, it is more likely than not that an outflow of resources will be required to settle the obligation and the amount can be reasonably estimated.

Disclosures for contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources when there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Loss contingencies arising from claims, litigation, assessment, fines, penalties, etc. are recorded when it is probable that a liability has been incurred and the amount can be reasonably estimated.

2. In the opinion of the Board of Directors of the Company, the Current Assets, Loans and Advances have a value realizable in the ordinary course of business at least equal to the amount at which they are stated and provisions for all known liabilities are adequate and not in excess of the amount reasonably necessary.
3. Contingent liabilities
 - 3.1 Estimated amount of contracts remaining to be executed on Capital Account Rs. 41.62 lacs net of advance given (Previous Year Rs. Nil).
 - 3.2 Bank has given guarantee on behalf of the Company to various parties to the extent of Rs. 7.53 lacs (Previous Year Rs. Nil.)
4. Installments of term loans from financial institutions falling due within one year are Rs. 347.00 lacs (Previous Year Rs. Nil).
5. Company's Income tax assessments have been completed up to Assessment year 2009-2010. In the opinion of Board of Director's provision for income tax made is adequate



6. Unpaid overdue amount due on March 31, 2011 to Micro Small and Medium Enterprises and/or ancillary industrial suppliers on account of principal together with interest aggregate to Rs. Nil.

This disclosure is on the basis of the information available with the company regarding the status of the suppliers as defined under the Micro, Small and Medium Enterprises Development Act, 2006.

7. The amount of Foreign Exchange gain included in the profit & loss account is Rs. 35.97 lacs (Previous Year Rs. Nil). Above amount is included in Other Income.
8. The disclosure required as per Accounting Standard (AS) 15 "Employees Benefit" issued by the Institute of Chartered Accountants of India (ICAI) and notified under the Companies Accounting Standards Rules, 2006 and based on the report generated by Life Insurance Corporation of India (LIC) is as under

(a) The company has taken Group Gratuity and Cash Accumulation Policy issued by the LIC, which is a defined benefit plan.

(b) Table showing changes in present value of obligations as on	31/03/2011	31/12/2009
Present value of obligations as at beginning of the year	3248745	0.00
Interest Cost	259900	0.00
Current Service Cost	430841	0.00
Benefit Paid	(834888)	0.00
Actuarial (gain)/loss on obligations	1578714	0.00
Present value of obligations as at end of the year	4683312	0.00

(c) Table showing changes in the fair value of plan assets as on	31/03/2011	31/12/2009
Fair value of plan assets at beginning of the year	3742823	0.00
Expected return on plan assets	307226	0.00
Contribution	2327154	0.00
Benefit Paid	(834888)	0.00
Actuarial gain/ (loss) on plan assets	NIL	0.00
Fair value of the plan assets at the end of the year	5542315	0.00

(d) Table showing fair value of plan assets as on	31/03/2011	31/12/2009
Fair value of plan assets at beginning of the year	3742823	0.00
Actual return on plan assets	307226	0.00
Contribution	2327154	0.00
Benefit Paid	(834888)	0.00
Fair value of the plan assets at the end of the year	5542315	0.00
Funded status	859003	0.00
Excess of actual over estimated return on plan assets	NIL	0.00

(Actual Rate of return= estimated rate of return as ARD falls on 31/03/2011)

(e) Actuarial Gain/Loss recognized as on	31/03/2011	31/12/2009
Actuarial (Gain)/Loss for the year-obligation	(1578714)	0.00
Actuarial (Gain)/Loss for the year-plan assets	NIL	0.00
Total (Gain)/Loss for the year	1578714	0.00
Actuarial (Gain)/Loss recognized for the year	1578714	0.00

(f) Expenses recognized in statement of profit and loss	31/03/2011	31/12/2009
Current Service Cost	430841	0.00
Interest cost	259900	0.00
Expected return on Plan Asset	(307226)	0.00
Net Actuarial (Gain)/Loss recognized in the year	1578714	0.00
Expenses recognized in the statement of Profit & Loss		
For the Period 01/04/2010 to 31/03/2011	1962229	0.00
For the Period 01/01/2010 to 31/03/2010	228511	0.00
	<u>2190740</u>	<u>0.00</u>

- (g) Assumption

Discount rate	8%
Salary Escalation	7%



9. The company has only one business segment to be reported namely Soya Seed Extraction, as per Accounting Standard -17

10. EARNING PER SHARE

The Company's share capital consists of equity share. The basic and diluted earning per share is calculated as under:

Sr. No.	Nature of Transaction	Current Year	Previous Year
1.	Number of Shares	50103520	500000
2.	Profit contribution for Basic EPS (Rs. in lacs)	749.42	(5.07)
3.	Extra Ordinary Items (Within the meaning of AS-5, Net Profit or loss for the period, Prior Period items and Changes in the Accounting Policies)	-	-
4.	Basic Earning Per Share	1.50	(1.01)
5.	Nominal Value Per Share	1	1

11. In accordance with the Accounting Standard (AS) 18 "Related Party Disclosures" issued by The Institute of Chartered Accountants of India (ICAI) and notified under the Companies Accounting Standards Rules, 2006 the names of the related parties and the relevant disclosure is as under:-

(a) Name of the related party and description of relationship:

i. Key Management Personnel:

Shri Shiv Singh Mehta, Managing Director

Smt. Purnima Mehta, Director

Shri. Saurabh Singh Mehta, Executive Director

ii Companies/Entities under the control of Key Management Personnel

1) Kriti Industries (I) Ltd.

2) Kriti Auto & Engineering Plastics Pvt. Ltd. (Wholly owned subsidiary of Kriti Industries (I) ltd)

(b) Computation of Net Profit under Section 198 (1)/349 of the Companies Act-1956.

	(Rs. in Lacs)
Net Profit before Tax as per Profit & Loss A/c	1155.26
Less: Profit on Sale of Capital Nature	0.37
Add: Director Sitting Fees	0.28
Add: Director's Remuneration	17.96
Net Profit for the calculation of Commission	<u>1173.13</u>
Commission @ 1% of the Net Profit	11.73
Restricted to	6.00

(c) Remuneration Paid/Payable to Managing Director / Director

Paid / Payable (Rs. In Lacs)	Current Year	Previous Year
Remuneration	11.96	NIL
Commission	6.00	NIL

The following transaction were carried out with the related parties in the ordinary course of business

(Rs. In lacs)

Sr. No.	Nature of Transaction	Subsidiary	Key Management Personnel	Relatives of Key Management Personnel	Companies/entities under the control of Key Management Personnel
1.	Remuneration	-	17.96 (NIL)	-	-
2.	Sales of export scheme incentive License	NIL (NIL)	NIL (NIL)	NIL (NIL)	369.17 (NIL)
3.	Unsecured Loan Given Taken	NIL NIL	NIL NIL	NIL NIL	1031.34 1729.40
4.	Interest	NIL (NIL)	NIL (NIL)	NIL (NIL)	55.00 (NIL)

*The figures mentioned in the brackets are previous year figures.



12. In accordance with the Accounting Standard (AS) 22 "Accounting for Taxation" issued by The Institute of Chartered Accountants of India (ICAI) and notified under the Companies Accounting Standards Rules, 2006 the details of Deferred Tax items are as under:

	2010-11	2009-10
Deferred Tax Liability as on 31/03/11:	Rs. 35951880	NIL
Less: Deferred Tax Liability transferred on Demerger on 01/01/2010	Rs. 34268169	NIL
Charged to Profit & Loss A/C	Rs. 1683711	NIL

13. Pursuant to the Scheme of arrangement the solvent division of Kriti Industries (India) Ltd is vested and transferred into the company as on appointed date fixed by the Hon'able High Court of Madhya Pradesh Bench at Indore i.e. 1st January 2010 and accordingly all assets and liabilities of solvent division on said date is vested into the company.
14. Company has changed its accounting year from calendar year to financial year and due to which current accounts have been made for 15 month, i.e. from Jan-10 to March-11

15. Additional information as required under Part II of Schedule VI to the Companies Act, 1956 is as under

PARTICULAR	31/03/2011		31/12/2009	
	Qty M.T	Value Rs. In lacs	Qty M.T	Value Rs. In lacs
1 CAPACITY				
A. INSTALLED CAPACITY P.A. (As certified by the Management)				
SOLVENT PLANT	36000		0	
REFINERY	42000		0	
B. PRODUCTION				
SOYA MEAL	105964		0	
SOYA CRUDE OIL*	25095		0	
REFINED OIL	33183		0	
*Includes 23434.012 M.T. issued for captive consumption (REFINED OIL)				
2. TURNOVER				
A. PRODUCT				
SOYA MEAL	102282	22290.54	0	0
SOYA CRUDE OIL	1742	876.63	0	0
REFINED OIL	33644	19095.80	0	0
OTHERS		2784.91	0	0
		<u>45047.88</u>		<u>0.00</u>
3. OPENING STOCK *				
SOYA MEAL	1222	265.02	0	0
SOYA CRUDE OIL	102	42.67	0	0
REFINED OIL	530	265.34	0	0
OTHERS		32.34		0
		<u>605.37</u>		<u>0.00</u>
4. CLOSING STOCK OF FINISHED GOODS				
SOYA MEAL	4905	941.73	0	0
SOYA CRUDE OIL	21	9.77	0	0
REFINED OIL	69	35.27	0	0
OTHERS		54.68		0
		<u>1042.44</u>		<u>0.00</u>
5. RAW MATERIAL CONSUMED				
SOYA BEAN SEEDS	143720	30934.20	0	0
SOYA CRUDE OIL PURCHASED	12607	4920.19	0	0
OTHER		378.50	0	0
	<u>156327</u>	<u>36232.89</u>	<u>0</u>	<u>0.00</u>



	Value	%	Value	%
6. VALUE OF IMPORTED MATERIAL CONSUMED AND PERCENTAGE TO THE TOTAL CONSUMPTION				
I IMPORTED	108.64	0.30	0	0
II INDIGENOUS	36124.25	99.70	0	0
	<u>36232.89</u>	<u>100</u>	<u>0</u>	<u>0.00</u>
7. CIF VALUE OF IMPORT RAW MATERIAL	108.64		0	
CAPITAL GOODS	0		0	
	<u>108.64</u>		<u>0.00</u>	
8. EARNING IN FOREIGN CURRENCY FOB/FOR BASIS (EXPORT OF GOODS)	20133.10		0	
9. EXPENDITURE IN FOREIGN CURRENCY				
INTEREST	9.58		0	
OTHERS	51.92		0	

16. Previous figures have been reclassified /regrouped wherever necessary however same are not comparable being different period and effect of scheme of arrangement as on 01/01/2010.

As per our report of even date attached.
For Subhash Deshpande & Co.
Chartered Accountants

For and on behalf of the Board of Directors

R.D.Asawa
(Partner)
M.No. 16562

Shiv Singh Mehta
(Managing Director)

Purnima Mehta
(Director)

Harshita Modani
(Company Secretary)

Place: Indore
Date:- 21st May, 2011



CASH FLOW STATEMENT
FOR THE YEAR ENDED FROM JANUARY, 2010 TO MARCH, 2011

(Rs.in Lacs)

Particular	MAR. 11	DEC. 09
A. Cash Flow from operating activity		
Net Profit Before Tax & Extraordinary Items	1155.26	(5.07)
Adjustments for:		
Depreciation	270.65	0.06
Loss/(profit) on Sale of Fixed Asset	0.00	0.00
Dividend Income	0.00	0.00
Miscellaneous Income	(66.19)	4.89
Financial Charges	(1053.37)	0.00
Prior Period Income/(Expenses)	0.00	0.00
Operating Profit Before Working Capital Changes	306.34	(0.12)
Adjustment for Working Capital Changes		
Trade & Other Receivables	(2443.50)	2.71
Inventories	(4355.78)	0.00
Trade Payables	2766.07	(0.03)
Cash Generated from Operation	(3726.87)	2.55
Taxes paid	(345.75)	0.00
Net Cash from Operating Activities (A)	(4072.62)	2.55
B. Cash Flow from Investing Activities		
Purchase of Fixed Assets/ Capital	(2821.10)	0.00
Sale of Fixed Assets	0.37	0.00
Sale/(Purchase) of Investments	(7.38)	0.00
Miscellaneous Income	66.19	0.00
Dividend Income	0.00	0.00
Net Cash used for Investing Activities (B)	(2761.91)	0.00
C. Net Cash from Financing Activities		
Proceeds from Issue of Shares	496.04	0.00
Proceeds /(Repayment) from Long Term Borrowings	1094.48	0.00
Bank Borrowings	4390.79	0.00
Financial Charges	1053.37	0.00
Effect of Exchange Rate Change	0.00	0.00
Unsecured loan	(1.30)	0.00
Dividend paid	0.00	0.00
Net Cash used for Financing Activities (C)	7033.37	0.00
Net Increase/ (Decrease) in Cash & Cash Equivalents (A) +(B)+(C)	198.83	2.55
Opening Balance of Cash & Cash Equivalents	4.00	1.45
Closing Balance of Cash & Cash Equivalents	202.83	4.00

Last year figures has been regrouped and reclassified wherever applicable.

As per our report of even date attached.

For and on behalf of the Board of Directors

For Subhash Deshpande & Co.

Chartered Accountants

R.D.Asawa
(Partner)

Shiv Singh Mehta
(Managing Director)

Purnima Mehta
(Director)

Harshita Modani
(Company Secretary)

M.No. 16562

Place: Indore

Date:- 21st May, 2011



Information required as per part IV of Schedule VI of the Companies Act, 1956.

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

1 Registration Details

Registration No.	U24132MP1996PLC011245	State Code 10
Balance Sheet Date	31.03.2011	

2 Capital Raised During the year (Amount in Rs.)

Public Issue	Right Issue
NIL	NIL
Bonus Issue	Private Placement
NIL	NIL

3 Position of Mobilisation and Deployment of Funds (Amount in Rs.)

	Total Liabilities	Total Assets
	730187051	730187051
Sources of Fund	Paid-up Capital	Total Reserves
	50103520	95605197
	Secured Loan	Deferred Tax Liabilities
	548526454	35951880
Application of Funds	Net Fixed Assets	Investments
	268715977	744880
	Net Current Assets	Misc. Expenditure
	447288630	NIL
	Capital Work in Progress	
	13437564	

4 Performance of Company (Amount in Rs.)

Turnover	Total Expenditure
4505647140	4412523306
Profit/Loss Before Tax	Profit/Loss After Tax
115525987	74942276
Earning Per Share in Rs.	Dividend Rate %
1.5	15

5 Generic Names of Three Capital Products/Services of Company. (As per monetary terms)

Item Code No.	15079000
(ITC Code)	Refined Oil
Item Code No.	23040003
(ITC Code)	De Oiled Cake



Notes

A large rectangular area with rounded corners, enclosed by a double-line border. The interior of this area is filled with horizontal dotted lines, providing a space for writing notes.



KRITI NUTRIENTS LTD.

Regd. Office: "MEHTA CHAMBERS", 34, SIYAGANJ, INDORE - 452 007

ECS MANDATE FORM

I hereby authorize you to make all payments in respect of my holding in your Company to my bankers for crediting to my account as detailed below:

- 1. Shareholder's name :
(In Block letters) (First holder)
- 2. Folio Number/ DP ID :
and Client ID No. (Joint holder, if any)
- 3. No. of Shares held :
- 4. Name of the Bank :
- 5. Branch Name and Address :
.....
- 6. Account type : SBA/c Current A/c Others
(Mark 'X' in the appropriate box) (Please specify)
- 7. Bank account number :
- 8. Ledger folio number of the account :
(as appearing on cheque Book)
- 9. Nine digit code number of the :
bank and branch appearing on the cheque:
- 10. PAN :

I/we hereby declare that the particulars given above are correct and complete. If credit is not effected for the reason(s) of incomplete or incorrect information. I/we would not hold the Company responsible.

Dated:
Signature of the first holder
(as appearing in the Company's records)

Certificate of the Investor's bank

Certificate that the particulars of the bank account furnished above are correct as per our records.

Bank stamp

Dated:
Signature of the authorized
official of the bank

Note: Please attach cancelled cheque issued by your bank relating to your above account for verifying the accuracy of the code number.



KRITI NUTRIENTS LIMITED
Regd. Office: "MEHTA CHAMBERS", 34, SIYAGANI, INDORE - 452 007

ADMISSION - SLIP

Folio No. :

Please bring your copy of the Annual Report to the Meeting

No. of Shares Held :

I hereby record my presence at the Annual General Meeting of the Company being held at Chetak Chambers, 4th Floor, 14, R.N.T. Marg, Indore - 452 001 (M.P.) on Saturday the 24th September, 2011 at 4.00 P.M.

Name of the Shareholder

Name of the Proxy Holder/Authorised Representative.....

Signature of the Shareholder/Proxy/Authorised Representative.....

Notes :

1. A member/proxy/authorised representative wishing to attend the Meeting must complete this Admission Slip before coming to the Meeting and hand it over at the entrance.
2. If you intend to appoint a proxy, please complete, stamp, sign and deposit the Proxy Form given below at the Company's Registered Office at least 48 hours before the Meeting.

KRITI NUTRIENTS LIMITED
Regd. Office: "MEHTA CHAMBERS", 34, SIYAGANI, INDORE - 452 007

PROXY - FORM

I/We _____ of _____ being a member/members of KRITI NUTRIENTS LIMITED hereby appoint Shri/ Smt. /Km. _____ of _____ or failing him/her Shri /Smt. /Km. _____ of _____ failing him/her Shri /Smt./Km. _____ of _____ as my/our proxy in my/our absence to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Saturday the 24th September, 2011 at 4.00 P.M. and at any adjournment thereof.

Signed this day of2011

Affix One
Rupee
Revenue
Stamp

Folio No :

No. of Shares Held :

Signatures

Note :

The Proxy, in order to be effective, should be duly completed, stamped and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for the Meeting.

