

AMRADEEP INDUSTRIES LIMITED

Annual Report – 2009-2010

BOARD OF DIRECTORS:

Shri Ashok H. Shah
Shri Shankar Prasad Bhagat
Shri Nilesh T.Kava

AUDITORS

M/s. ARVIND A THAKKAR & Co.
Chartered Accountants
Ahmedabad.

REGISTERED OFFICE

803, Samedh Building,
Adj. Associated Petroleum,
C.G. Road, Ellisbridge,
Ahmedabad – 380 006.

ADMINISTRATIVE OFFICE

803, Samedh Building,
Adj. Associated Petroleum,
C.G. Road, Ellisbridge,
Ahmedabad – 380 006.

SHARE TRANSFER AGENT

Purva Shareregistry (India) Pvt Ltd.
No-9, Shiv Shakti Industrial Estate, Ground Floor,
J. R. Boricha Marg, Opp. Kasturba Hospital,
Lower Parel, Mumbai - 400 011
Tele No. : 022-2301 6761/2301 8261 Fax No. : 022-2301 2517
E-mail: busicomp@vsnl.com Website : www.purvashare.com

NOTICE

NOTICE is hereby given that the 25th Annual General Meeting of the Members of **Amradeep Industries Limited** will be held on Thursday the 30th September, 2010 at 3.00 p.m. at 24, Laxmi Chambers, Navjeevan Press Road, Opp. Old Gujarat High Court, Ahmedabad to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as on 31st March, 2010 and the Profit & Loss Account for the year ended as on that date and the Directors' Report and Auditors' Report thereon.
2. To appoint a Director in place of Mr. MAHENDRA GANATRA who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint the Auditors and fix their remuneration.

SPECIAL BUSINESS

4. To consider and if thought fit to pass with or without modifications the following as an ORDINARY resolution:

"RESOLVED THAT Shri Nilesh Kava, appointed as an additional director pursuant to section 260 of Companies Act, 1956 be and is hereby appointed as Director under provisions of section 257 of the Companies Act, 1956."

"FURTHER RESOLVED that Directors of the company be & is hereby severally authorized to do all the acts deeds & things necessary and incidental for proper implementation of the same".

**By order of the Board
For Amradeep Industries Limited**

**Place: Ahmedabad
Date: 04.09.2010**

Chairman

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 such proxy need not be a member of the Company. Proxies in order to be effective must reach the Registered office of the Company not less than 48 hours before the time fixed for the Meeting.
2. Members/ proxies should bring attendance slip, duly filled in, for attending the meeting.
3. Members / proxies attending the meeting should bring their copy of the Annual Report for reference at the meeting. As Copies of Annual Report will not be distributed at the Annual General Meeting.
4. The Register of Members and Share Transfer Books of the Company shall remain closed from 21st September, 2010 to 30th September, 2010 (both days inclusive).
5. Members desirous of obtaining any information concerning the accounts and operations of the company are requested to address their questions to the company so as to reach at least 7 days before the date of the meeting, so that the information required will be made available at the meeting, to the best extent possible.

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

Item No. 4

Mr. Nilesh Kava was appointed as additional director w.e.f. 19th February 2010, of the company under section 260 of the companies act, 1956. Company has received notice from one of its share holder signifying his intention to appoint Mr. Nilesh Kava as director under section 257 of the companies act with requisite fees.

The directors recommend appointment of Mr. Nilesh Kava, none of the director is interested in appointment of Mr. Nilesh Kava.

**By order of the Board
For Amradeep Industries Limited**

**Place : Ahmedabad
Date : 04.09.2010**

Chairman

DIRECTORS' REPORT

To,
The Shareowners,
AMRADEEP INDUSTRIES LIMITED
Ahmedabad.

Your Directors hereby present the Annual report of your Company together with audited accounts for the accounting year ended on **31st March, 2010**

FINANCIAL RESULTS:

| PARTICULARS | YEAR ENDED 31.03.2010 | YEAR ENDED 31.03.2009 |
|---|----------------------------------|----------------------------------|
| Sales and Other Income | 23,41,25,940 | 16,63,464.00 |
| Profit / (Loss) Before Depreciation | (1,12,898) | 866.00 |
| Depreciation | 0 | 0.00 |
| Profit/ (Loss) Before Tax | (1,12,898) | 866.00 |
| Provision for Tax | 0 | 0.00 |
| Net Profit/ (Loss) for the year After Tax | (1,12,898) | 866.00 |
| Paid up Equity Shares Capital | 6,60,69,000.00 | 6,60,69,000.00 |

DIVIDEND :

Your directors regret their inability to recommend any dividend for the year under review due to inadequate profit.

OPERATIONS :

During the year under review the company has incurred loss of Rs. 1,12,898/- compared to profit of Rs.866 of last year. However, your directors are confident of achieving good results of the Company in future years.

The income during the year consists of profit from commodity forward transaction.

MANAGEMENT DISCUSSION & ANALYSIS:**INDUSTRY STRUCTURE AND DEVELOPMENTS:**

India's Economy has grown by more than 9% for three years running, and has seen a decade of 7%+ growth until now. The RBI projects growth of just 6% for the Indian economy in 2009-10 which would be lower than the 6.5%-7% growth estimate for 2008-09. This is mainly because of India's integration with world economy by two way trade and financial integration with the world. However, it is expected that the impact of the global crisis would be less severe in India as compared to developed countries.

OPPORTUNITIES :

Government of Gujarat has brought about suitable modifications in their agricultural policy .The favorable Government policy and the total control over castor seeds production in Gujarat results in to prosperous future.

THREATS :

Hike in oil prices towards have alleviated concerns about high inflation and, subsequently, the continuous monetary tightening stance adopted by most countries during 2008-09. The major concern is declining level

of consumption of castor oil world wide all the few years. The another threats is the stagnation in levels of total castor oil production and buyers shifting to cheaper alternatives. Your company faces normal market competition in its business. The profitability is subject to availability of product in sufficient quantity and demand of the global market.. Being Agricultural product , the supply depends upon the vagaries of monsoon.

OUTLOOK :

Your company has focused on commodity trading and has availed membership of National Commodity Exchange.

RISK AND CONCERNS:

Your company is exposed to the normal industry risk factors of economic cycle and credit risk. The company manages these risks by maintaining a conservative financial profile, and by following prudent business and risk management practices.

INTERNAL CONTROLS & SYSTEMS:

A comprehensive system of internal inspection and audit is in place in your company to monitor internal control system. The scope and coverage of the Audit is reviewed by time to time to make it more focused and effective.

HUMAN RESOURCE MANAGEMENT:

During the year under review the employee attrition is minimal. The management continues its efforts on imparting training to Staff members with the view to upgrade their competence and managerial quality. The Industrial relations in your company continued to be cordial in the year 2009-2010.

CAUTIONARY STATEMENT:

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations 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 the Company's operations include economic conditions, changes in Government regulations , tax laws and other statutes and other incidental factors.

PUBLIC DEPOSITS:

Your Company has not accepted any deposit from the public during the year under review.

DIRECTORS:

During the year Mr.Ramesh Patel and Pushpa Patel resigned form the directorship of the company w.e.f 15.07.2009 due to their pre-occupation. Mr. Bhavesh Panchal , Nilesh Kava and Anand Trivedi appointed as additional, Directors will retire at the ensuing Annual General Meeting. Mr. Anand Trivedi and Mr. Bhavesh Panchal resigned from the directorship of the Company w.e.f 18.12.2009 & 20.02.2010 respectively, due to their pre-occupation. Company has received notice under section 257 for appointment of Nilesh Kava as director of the company retiring by rotation.

Mr. Mahendra Ganatra, director, retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

DIRECTOR'S RESPONSIBILITY STATEMENT UNDER SECTION 217(2AA) OF THE COMPANIES ACT, 1956.

The Directors confirm that

- In the preparation of the annual accounts, the applicable accounting standards have been followed by the Company;

AMRADEEP INDUSTRIES LIMITED

- Such accounting policies have been selected and consistently applied and judgments and estimates made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2010 and of the profit of the Company for the year ended on that date;
- Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

Annual account has been prepared on a going concern basis.

CORPORATE GOVERNANCE

Your directors are happy to report that your company is fully compliant as on 31st March 2010 with the SEBI guidelines on Corporate Governance as incorporated in Clause 49 of the Listing Agreement with the Stock exchanges.

A detailed report on this subject forms part of this report.

LISTING AGREEMENT:

The securities of the company are listed with the Bombay Stock Exchange Limited (BSE), Mumbai and Ahmedabad Stock Exchange Ltd, Ahmedabad. The company has paid the annual listing fees for the year 2010-2011.

AUDITORS & AUDITORS' REPORT :

M/s. Arvind Thakkar & Co., Auditors of the Company, retire and are eligible for reappointment. The members at the ensuing Annual General Meeting are requested to consider their reappointment for the year to hold the office until the conclusion of the next Annual general Meeting. The Board recommends their appointment.

Notes forming part of the accounts, which are specifically referred to by the Auditors in their Report are self explanatory and therefore do not call for any further comments.

INFORMATION AS PER SECTION 217 (1) (e) OF THE COMPANIES ACT, 1956 :

As required under rule 3 of the companies (Disclosure of Particulars in the report of board of directors) Rules 1988, the particulars relating to the conservation of energy, Technology absorption and there are no foreign exchange earnings and outgo during the year.

PARTICULARS REGARDING EMPLOYEES:

There are no employees covered under Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 as amended and hence no information is required to be furnished.

ACKNOWLEDGEMENT :

The Directors sincerely express their deep appreciation to the Employee at all levels, Shareholders, Banks, Customers for their sustained support and co – operation during the year. Your Directors also acknowledge the support and guidance received from the RBI, SEBI, ROC, Stock Exchanges and other Regulatory Bodies. Banks and other Financial Groups also deserve special appreciation for significant contribution to your Company's operations.

Place : Ahmedabad

Date : 04.09.2010.

For and on behalf of the Board of Directors

**Sd/-
(Chairman)**

REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

The Company's philosophy on corporate governance envisages the attainment of the highest levels of transparency, accountability and equity, in all facets of operations and in all inter-actions with its shareholders, employees, and the Government Company is committed to achieve the highest standards of corporate governance.

Company believes that all its operations and actions must serve the underlying goal of enhancing the overall shareholder value, over a sustained period of time.

2. BOARD OF DIRECTORS:

The Board of Directors of the company is comprised of optimum number of Executive ,non-executives and independent directors. The Board met 7times during the year on the following dates.

During the year, Board Meetings were held on **30th April 2009, 15th May,2009, 15th July, 2009, 29th July 2009, 31st Oct, 2009, 18th December 2008, 28th January 2010 and 19th February, 2010.**

| S. No. | Name of Director | Category of Directorship | No. of Board Meetings Attended | Attendance at Last AGM | No. of Other Committee Memberships |
|--------|---|---|--------------------------------|------------------------|------------------------------------|
| 1 | Mahendra Ganatra | Non- Executive Director and Independent Director | 7 | Yes | 3 |
| 2 | Shankar Prasad Bhagat | Non- Executive Director and Professional Director | 8 | Yes | 3 |
| 3 | Nilesh Kava (appointment w.e.f 19/2/2010) | Non- Executive Director and Independent Director | 1 | - | 3 |
| 4 | Bhavesh Panchal Appointment w.e.f. 18/12/2009 Resign w.e.f. 20/2/2010 | Non- Executive Director and Independent Director | 3 | - | - |
| 5 | Anand Trivedi Appointment (Resign w.e.f. 18/12/2010) | Non- Executive Director and Independent Director | 6 | Yes | - |
| 6 | Pushpaben R Patel Resign w.e.f 15/7/2009 | Non- Executive Director and Independent Director | 3 | - | - |
| 7 | Ramesh R Patel Resign w.e.f 15/7/2009 | Non- Executive Director and Independent Director | 3 | - | - |

3. AUDIT COMMITTEE :

The Audit committee was reconstituted by the board and the present members of the audit committee are Shri Shanker P. Bhagat, Shri Nilesh Kava, and Mahendra Ganatra.

The Committee has appointed Mr. Shanker Bhagat as chairman.

The terms of reference and powers of Audit Committee are as per Clause 49 of the Listing Agreement. The functions of the Audit Committee are as per Listing Agreement with the Stock Exchanges. This includes review of accounting and financial policies and procedures, review of financial reporting system and internal control procedure. The Committee met four times during the year i.e. **30th April 2009, 29th July 2009, 31st Oct 2009, 28th January 2010.**

| S. No. | Name of Audit committee member | No of meetings attended |
|--------|--|-------------------------|
| 1 | Mahendra Ganatra | 3 |
| 2 | Shankar Prasad Bhagat | 4 |
| 3 | Nilesh Kava (appointment w.e.f 19/2/2010) | - |
| 4 | Bhavesb Panchal Resign w.e.f. 20/2/2010 | 1 |
| 5 | Anand Trivedi Resign w.e.f. 18/12/2010 | 2 |
| 6 | Pushpaben R Patel Resign w.e.f 15/7/2009 | 1 |
| 7 | Ramesh R Patel Resign w.e.f 15/7/2009 | 1 |

4. REMUNERATION COMMITTEE :

No Remuneration Committee meeting was held during the year.

5. SHAREHOLDERS / INVESTORS GRIEVANCE COMMITTEE :

The present members of Shareholders/Investors Grievance committee are Shri. Shanker R. Bhagat, Shri Nilesh Kava and Shri Mahendra Ganatra.

The role and functions of the said Committee are the effective redressal of the complaints of the shareholders regarding dematerialization, transfers, non-receipt of balance-sheet etc, The Committee will also recommend the steps to be taken for further improvement in the quality of services to the Investors.

The company has received no complaints during the year

6. GENERAL BODY MEETINGS :

The last three Annual General Meetings were held as under :

| Financial Year | Date | Time | Venue |
|----------------|----------------------|------------|---|
| 2008-09 | 30th September, 2009 | 12:30 p.m. | 19/20/21, Narayan Chambers, 3rd Floor, B/H Patang Hotel, Ashram Road, Ahmedabad |
| 2007-08 | 30th September, 2008 | 3:00 p.m. | 19/20/21, Narayan Chambers, 3rd Floor, B/H Patang Hotel, Ashram Road, Ahmedabad |
| 2006-07 | 29th September, 2007 | 5:00 p.m. | 19/20/21, Narayan Chambers, 3rd Floor, B/H Patang Hotel, Ashram Road, Ahmedabad |

No special Resolutions were put through postal ballot as recommended under clause 49 of the Listing Agreement of the Stock Exchanges, are placed for shareholders' approval at the forthcoming Annual General Meeting. There is no non-compliance nor any penalty or stricture imposed on the company by stock Exchanges, SEBI or any other statutory authority on any matter relating to capital markets during the last three years.