



# Amraworld Agrico Limited

## NOTICE

NOTICE is hereby given that the Annual General Meeting of the Members of Amraworld Agrico Limited will be held on Saturday the 29th September, 2007 at 4.00 p.m. at 19/20/21, Narayan Chambers, Ashram Road, Ahmedabad to transact the following business:-

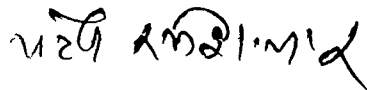
### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as on 31<sup>st</sup> March, 2007 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 Vijay Thakkar who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint a Director in place of Jayshree Raval who retires by rotation
4. To appoint the Auditors and fix their remuneration.

For Amraworld Agrico Limited

Place: Ahmedabad

Date: 20.08.2007

FOR AMRAWORLD AGRICO LTD.  
  
 DIRECTOR

Chairman

Regd. Office :  
 19-20-21, Narayan Chambers, T+91 79 26581329  
 11th Floor, B/h. Patang Hotel, T+91 79 26575105/06  
 Ashram Road, Ahmedabad-9. F+91 79 26584313  
 Email : acfsl@amrapali.com / www.amrapali.com



# Amraworld Agrico Limited

## 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. The Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday the 25<sup>th</sup> September, 2007 to Saturday the 29<sup>th</sup> September, 2007 (both days inclusive).
3. Members are requested:-
  - a. to bring the copy of the Annual Report at the Meeting
  - b. to notify any change in address of the Company
  - c. to get their physical shares converted into demat form.
4. Annual Listing Fees of all Stock Exchanges where company's shares are listed for the year 2007-08 have been paid.

For Amraworld Agrico Limited

**Place: Ahmedabad**

**Date: 20.08.2007**

*અરવિંદ અમરાવલિ,*

*X*

Chairman

FOR AMRAWORLD AGRICO LTD.

*અરવિંદ અમરાવલિ,*

DIRECTOR

**Regd. Office :**

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# Amraworld Agrico Limited

## DIRECTORS' REPORT

To,  
The Members,  
**AMRAWORLD AGRICO LIMITED**

Your Directors hereby present the Annual report of your Company together with audited accounts for the accounting year ended on **31st March, 2007**.

### FINANCIAL RESULTS:

(Rs. In Lacs)

| PARTICULARS                                    | YEAR ENDED<br>31.03.2007 | YEAR ENDED<br>31.03.2006 |
|--|--------------------------|--------------------------|
| Sales and Other Income                         | 392.16                   | 719.42                   |
| Profit / (Loss) Before Interest & Depreciation | (10.80)                  | 1.89                     |
| Finance Charges                                | 0.00                     | 0.00                     |
| Profit / (Loss) Before Depreciation            | (10.80)                  | 1.89                     |
| Misc. Exp.written off                          | 0.00                     | 1.33                     |
| Profit (Loss) Before Tax                       | (10.80)                  | 0.56                     |
| Provision for Tax                              | 1.28                     | 1.03                     |
| Profit (Loss) for the year After Tax           | (12.09)                  | (0.46)                   |
| Paid up Equity Shares Capital                  | 600.79                   | 600.79                   |
| Reserves Excluding Revaluation Reserve         | (1.70)                   | 10.39                    |

#### 1. DIVIDEND:

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

#### 2. YEAR UNDER REVIEW:

FOR AMRAWORLD AGRICO LTD.

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DIRECTOR

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# Amraworld Agrico Limited

During the year under review, your company had achieved turnover of Rs. 392.16 lacs compared to Rs. 719.42 lacs in 2005-06. The company has posted Net Loss of Rs. 12.09 lacs compared to Net Profit of Rs. 0.46 lacs in the previous year.

### 3. PUBLIC DEPOSITS:

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

### 4. DIRECTORS:

Mr Vijay Thakkar retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for reappointment. Your Directors recommend his reappointment

Smt Jayshree Raval retires by rotation at the ensuing Annual General Meeting and being eligible offers herself for reappointment. Your Directors recommend her reappointment

During the year under review Mr Ashok Shah and Mr Pratik Shah were appointed as 1 director w.e.f 15.04.2007 retiring by rotation through postal ballot to comply the proviso to Regulation 12 of SEBI (Substantial Acquisition of shares & Takeovers) regulations, 1997

### 5. 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;
- Such accounting policies have been selected and consistently applied and judgments and estimates made that are reasonable and prudent so as to

FOR AMRAWORLD AGRICO LTD.

22/4/2007  
DIRECTOR

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# Amraworld Agrico Limited

give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2007 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 accounts has been prepared on a going concern basis.

## 6. AUDITORS & AUDITORS' REPORT :

M/s. Mehul Thakker & Company , 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 2006-2007. They will 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.

## 7. CORPORATE GOVENANCE:

A separate report on Corporate Governance is furnished as apart of the Directors Report and the Certificate from the Company's Auditors regarding compliance of conditions of Corporate Governance is annexed to the said Report.

## 8. INFORMATION AS PER SECTION 217 (1) (e) OF THE COMPANIES ACT, 1956

As your company is engaged in Trading activity and not engaged in manufacturing activity a statement containing information as per Section

FOR AMRAWORLD AGRICO LTD.

429 and 114.  
DIRECTOR

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217(1)(e) of the Companies (Disclosure of Particulars in the Report of Board of Directors Rules). 1988 is not appended. There are no foreign exchange earnings and outgo during the year.

## 9. 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.

## 10. ACKNOWLEDGEMENTS:

The Directors sincerely express their deep appreciation to the Employee at all levels, Shareholders, Banks, and 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.

For and on behalf of the Board of Directors

*મહેશ અમરાપાલી,*

PLACE : AHMEDABAD

DATE : 20.08.2007

CHAIRMAN

FOR AMRAWORLD AGRICO LTD  
*મહેશ અમરાપાલી,*  
DIRECTOR

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**AMRAWORLD AGRICO LIMITED****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 one Executive Director and FIVE Non-Executive Directors.

During the year, Board Meetings were held on 25th May, 2006, 31st July 2006, 31<sup>st</sup> October, 2006, 10<sup>th</sup> November, 2006 and 31st January, 2007.

| Sr. No. | Name of Director | Category of Directorship            | No. of Board meetings Attended | Attendance at last Annual General Meeting | No. of other Directorship | No. of other Committee memberships |
|---------|------------------|-------------------------------------|--------------------------------|---|---------------------------|------------------------------------|
| 1       | Ramesh Patel     | Promoter and Executive Director     | 6                              | Yes                                       | 1                         | 1                                  |
| 2       | Pushpa Patel     | Promoter and Non-Executive Director | 6                              | Yes                                       | 1                         | 1                                  |
| 3       | Vijay Thakkar    | Non-Executive Director and          | 6                              | No  | 0                         | Nil                                |

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FOR AMRAWORLD AGRICO LTD.  
 ५२९ २०२१/०५  
 DIRECTOR

|   |                |   |    |    |   |     |
|---|----------------|---|----|----|---|-----|
|   |                | independent director                            |    |    |   |     |
| 4 | Mahesh Thakkar | Non-Executive Director and independent director | 2  | No | 0 | Nil |
| 5 | Jayshree Raval | Non-Executive Director and independent director | 2  | No | 0 | Nil |
| 6 | Shambhu Bhagat | Non-Executive Director and independent director | *2 | No | 3 | 2   |

Smt Pushpa R.Patel promoter director of the company has experience to run the business.

### 3. AUDIT COMMITTEE :

The Audit committee was reconstituted by the board at its meeting held on 30<sup>th</sup> December, 2005. The present members of the audit committee are Smt. Shambhu R.Bhagat, Jayshree Raval, and Vijay Thakkar. The committee has appointed Mr Shambhu 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. on 25th May, 2006, 31st July 2006, 31<sup>st</sup> October, 2006 and 31st January, 2007



| Name of Audit committee member | No of meetings held | No of meetings attended |
|--------------------------------|---------------------|-------------------------|
| Shambhu Bhatnagar              | 4                   | 4                       |
| Jayshree Raval                 | 4                   | 4                       |
| Mahesh Thakkar                 | 4                   | 4                       |
| Vijay Thakkar                  | 4                   | 4                       |

4. REMUNERATION COMMITTEE : The present members of the Remuneration Committee are Smt. Jayshree Raval, Mahesh Thakkar, and. Vijay Thakkar. No Remuneration Committee meeting was held during the year.

5. SHAREHOLDERS / INVESTORS GRIEVANCE COMMITTEE :

The Shareholders/Investors Grievance committee of the company consist of Mr. Ramesh Patel, Mrs. Pushpa Patel and Mr. Vijay Thakkar.

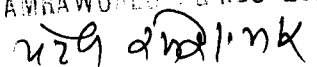
The role and functions of the said Committee are the effective redressal of the complaints of the shareholders regarding dematerialization, transfers, non-receipt of balance-sheet etc, The Committee will also recommend the steps to be taken for further improvement in the quality of services to the Investors.

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   |
|----------------|----------------------------------|-----------|---|
| 31.03.2006     | 30 <sup>th</sup> September, 2006 | 3.30 p.m. | 19/20/21, Narayan Chambers, 3 <sup>rd</sup> Floor, B/H patang |

FOR AMRAWORLD AGRICO LTD.  
  
 DIRECTOR

|            |                                     |           |   |
|------------|-------------------------------------|-----------|---|
|            |                                     |           | Hotel, Ashram<br>Road, Ahmedabad  |
| 31.03.2005 | 30 <sup>th</sup> September,<br>2005 | 4.00 p.m. | 19/20/21, Narayan<br>Chambers, 3 <sup>rd</sup><br>Floor, B/H patang<br>Hotel, Ashram<br>Road, Ahmedabad |
| 31.03.2004 | 30 <sup>th</sup> September,<br>2004 | 4.00 p.m. | 272/4, Phase -II,<br>G.I.D.C. Estae,<br>Vatva Ahmedabad   |

Two special Resolutions were put through postal ballot to comply the proviso to Regulation 12 of SEBI (Substantial Acquisition of shares & Takeovers) regulations, 1997, appointing two directors w.e.f. 15<sup>th</sup> April, 2007. 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.

7. MEANS OF COMMUNICATION :

A. quarterly Results

The company has published quarterly results in The Western Times( English) and The Western Times( Gujarati) , both at Ahmedabad.

B. Management Discussion  
And Analysis

Appended to this Report.

8. GENERAL SHAREHOLDER INFORMATION :

A. quarterly Results

The company has published quarterly results in The Western Times( English) and The Western