

PRESENT BOARD OF DIRECTORS:

- | | | | |
|----|-----------------------------|---|----------|
| 1. | Shri Ashok H. Shah | - | Director |
| 2. | Shri Shambhu Prasad Bhagat | - | Director |
| 3. | Shri Harleen Singh Kathuria | - | Director |

AUDITORS

M/s. Y. D. & Co.
Chartered Accountants
Ludhiana.

REGISTERED 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 Annual General Meeting of the company will be held on Thursday 30th June 2011 at 11.30 A.M. at the registered office of the Company at 803, Samedh Building, Adj. Associated Petroleum, C.G. Road Ellis bridge, Ahmedabad – 380 006 to transact the following business:

ORDINARY BUSINESS:

- To receive, consider and adopt the audited Balance Sheet as at 31st March, 2011 and the Profit and Loss Account for the period ended on that and the Reports of Directors and the Auditors.
- To appoint a Director in place of Shri Shambhu Prasad Bhagat who retires by rotation and being eligible, offers himself for re-appointment.
- To reappoint M/s. Y. D. & Co., Chartered Accountants, Ludhiana, Auditors of the company to hold office from the conclusion of this meeting until the conclusion of next annual General Meeting of the Company and to authorize the Board of Directors to fix their remuneration.

For and on behalf of Board of Directors

Place: Ahmedabad.

Date: 30.05.2011

**Shri Ashok shah
Director**

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and on a poll, to vote instead of himself. A proxy need not be member of the company. A proxy may be sent in the Form enclosed and in order to be effective must reach the Registered Office of the company at least 48 hours before the commencement of 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 was closed from 23rd June, 2011 to Thursday 30th June, 2011 (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.

DIRECTOR'S REPORT

To
The Members,
AMRAWORLD AGRICO LIMITED

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

FINANCIAL RESULTS:		(Rs in Lakh)
PARTICULARS	2010-2011	2009-2010
Sales & other Income	449,175	234,999,090
Profit/(Loss) Before Tax	(328,502)	(93,589)
Less: Provision for Tax	0	0
Profit/(Loss) for the year after Taxation	(328,502)	(93,589)
Balance Brought Forward	(10,32,284)	(934,255)
Net Profit/Loss after tax	(13,60,786)	(1,032,284)

OPERATIONS:

During the year under review, your Company has incurred net loss of Rs. 3,28,502/- compared to loss of Rs.93,589 of earlier year. Your Directors strive hard and expect that your Company will achieve significant growth in the coming years.

DIVIDEND:

In order to conserve resources, the Board of Directors has thought it prudent not to recommend payment of dividend for the year under review.

PARTICULARS OF EMPLOYEES:

There is no employee having remuneration in accordance with the provisions of section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employee) Rules, 1975 as amended.

DIRECTOR:

Shri Shambhu Prasad Bhagat, Director will retire at the forthcoming annual general meeting of the company, and being eligible, offer themselves for re-appointment.

RESPONSIBILITY STATEMENT:

As required u/s 217(2AA) of the companies Act 1956 your director confirms that in the preparation of the annual accounts:

- 1) The applicable accounting standards have been followed along with proper explanation relating to material departures.
- 2) Such accounting policies have been selected and applied consistently and reasonable and prudent judgments and estimates made, so as to give a true and fair view of the state of affairs of the company at the end of the financial year and the loss of the company for that period.
- 3) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with provisions of this act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- 4) The annual accounts have been prepared on a going concern basis.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE:

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 the foreign exchange earnings and outgo are also **Nil**.

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 2011-2012.

APPOINTMENT OF AUDITORS:

M/s. Y. D. & Co., Chartered Accountants, Ludhiana reappointed as auditor of the company for the financial year 2011-2012 and holds office from the conclusion of this meeting until the conclusion of next annual General Meeting of the Company.

The Statutory Auditors of the Company have submitted auditor's report on the accounts of the Company for the accounting year ended 31st March, 2011 which is self-explanatory and needs no comments.

ACKNOWLEDGEMENT:

The management is grateful to the Government Authorities, Bankers, Vendors, Employees, for their continued assistance and co-operation. The Directors also wish to place on record the confidence of members in the Company.

For and on behalf of Board of Directors

Place: Ahmedabad

Shri Ashok shah

Date: 30.05.2011

Director

REPORT ON CORPORATE GOVERNANCE:

(Pursuant to Clause 49 of the Listing Agreement)

Your company in tune with the requirements of the provisions of Corporate Governance has taken all measures considered necessary for ensuring its compliance.

A detailed Corporate Governance Compliance Report as on 31/03/2011 is given below:

COMPANY'S POLICY:

The company's policy on Corporate Governance envisages the assignment of high level of transparency and accountability in the functioning of the company and the conduct of its business internally and externally, including its interaction with employees, shareholders, creditors, clients, bankers and other business places with due emphasis on regulatory compliance.

The company firmly believes that its system and actions must be devoted for enhancing corporate performance and maximizing shareholder value in the long run.

BOARD OF DIRECTORS:

The Board of Directors met 5 times during the year dated 12.05.2010, 31.07.2010, 03.09.2010, 13.11.2010, 15.02.2011

The attendances of the Directors of the company at the Board Meeting are as follows:

Name of Current Director's	Designation	Category	No. of Board Meetings attended during the year	Weather attended last AGM
Mr. Ashok Shah	Non-Executive & independent	Director	5	Yes
Mr. Shambhu Bhagat	Non-Executive & Professional	Director	5	Yes
Mr. Harleensingh Kathuria	Non-Executive & independent	Director	5	Yes

AUDIT COMMITTEE**Terms of Reference**

- To review the adequacy of internal control systems and internal Audit Reports and their compliance thereof.
- To oversee the company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- To recommend the appointment of auditors and fixation of audit fees.
- To review the financial statements before submission to the Board.

COMPOSITION OF AUDIT COMMITTEE:

The Constitution of Audit committee meets the requirement of section 292A of Companies Act, 1956 and clause 49 of Listing Agreement.

The Committee met 4 times during the year on 12.05.2010, 31.07.2010, 13.11.2010, 15.02.2011, and the attendance of members of the committee was as follow:

Name of Current Director's	Designation	Category	No. of Board Meetings attended during the year	Weather attended last AGM
Mr. Ashok Shah	Non-Executive & independent	Director	4	Yes
Mr. Shambhu Bhagat	Non-Executive & Professional	Director	4	Yes
Mr. Harleensingh Kathuria (Appointed W.e.f 24.03.2010)	Non-Executive & independent	Director	4	Yes

SHAREHOLDERS/Investors' Grievance COMMITTEE:

As a measure of Good Corporate Governance and to focus on the shareholders' grievances and towards strengthening investor relations, an investors' Grievance Committee has been constituted as a committee of the Board, to redress / minimize the grievance of shareholders/ Investors

The functions of the committee include:

To specifically look into redressing investors' grievances pertaining to:

- Transfer of shares
- Dividends
- Dematerialization of shares
- Replacement of lost/stolen/mutilated share certificates
- Any other related issues

The committee comprises of the following Directors namely:

Name of the Director	Category
Mr. Shambhu Prasad Bhagat	Chairman
Mr. Ashok Shah	Member
Mr. Harleensingh Kathuria	Member

During the year under review, no complaint was received from Shareholders/ investors or Stock Exchanges or SEBI.

REMUNERATION COMMITTEE:

Constitution of Remuneration Committee by listed public company pursuant to the Listing Agreement is voluntary. Presently company does not pay any remuneration to any Executive or non-executive Director other than sitting fees for attending Board Meetings. All directors waived off their right to receive sitting fees for attending the board meeting of the Company.

GENERAL BODY MEETING:

The location and time of the Annual General Meetings held during the last three years is as follows:

Date	Venue
September 30, 2008	19/20/21, Narayan Chambers, 3rd Floor, B/h. Patang Hotel, Ashram road, Ahmedabad
September 30, 2009	
September 30, 2010	803, Samedh Building, Adj, Associated Petroleum, C.G Road, Ellisbridge, Ahmedabad-380006