

ASSOCIATED CEREALS LIMITED

ANNUAL REPORT 2009-10

DIRECTOR

SHRISH TAPURIAH
LAXMI KANT TIWARI
RAJ KUMAR AGARWAL
AJAY AGARWAL

AUDITOR

ASHOK KUMAR NATWARLAL & CO.
CHARTERED ACCOUNTANTS
161/1, Mahatma Gandhi Road,
3rd Floor, Room No. 70B,
Kolkata-700 007

ASSOCIATED CEREALS LIMITED

161/1, Mahatma Gandhi Road, 4th Floor
Room No. 103, Kolkata – 700007
Email :acaasm@rediffmail.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWENTY FIFTH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF ASSOCIATED CEREALS LIMITED WILL BE HELD ON WEDNESDAY THE 15th DAY OF SEPTEMBER 2010 AT 12.30 P.M AT THE REGISTERED OFFICE OF THE COMPANY TO TRANSACT THE FOLLOWING BUSINESS:-

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet for the period ended 31st March 2010, the Profit & Loss Account as on that date together with Reports of Directors and Auditors thereon.
2. To Appoint Auditors of the Company and fix their remuneration.

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of himself and that the proxy need not be a member of the company.
2. The enclosed proxy form, if intended to be used should reach the registered office of the company duly completed, stamped and signed not less than forty eight hours before the time fixed for the meeting.

Place: Kolkata
Date: 30.06.2010

By order of the Board of Directors of
Associated Cereals Limited

ASSOCIATED CEREALS LIMITED

Laxmi Kant Tiwari

[Laxmi Kant Tiwari] **Director**

ASSOCIATED CEREALS LIMITED

161/1, MAHATMA GANDHI ROAD
4TH FLOOR, ROOM NO. 103
KOLKATA - 700 007
PHONE : 2105 0427

DIRECTORS REPORT TO THE SHARE HOLDERS

Your Directors have pleasure in presenting their report together with the audited account for the year ended on 31st March, 2010.

Working Results

The working results for the year ended on 31st March, 2010 shows Net Profit of Rs.69,750.03/- (after income tax).

Dividend

In view of ploughing back the available surplus and to strengthen the capital base of the Company, the Directors do not recommend any dividend for the year 2009-2010.

Auditors

M/s. Ashok Kumar Natwarlal & Co., Chartered Accountants, retires and is eligible for re-appointment.

Directors

In accordance with the provision of the Companies Act, 1956 and the Articles of Association of the Company Shri Laxmi Kant Tiwari and Shri Raj Kumar Agarwal retire by rotation at the ensuing Annual General Meeting but being eligible offers themselves for re-appointment.

Directors' Responsibility Statement

As stipulated, your Directors affirm their commitment to the Directors' Responsibility Statement as below :

The directors state that in preparation of the Annual Accounts, your Company has followed the applicable accounting standards with proper explanations relating to material departures. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of your Company at the end of the financial year ended 31st March, 2010 and of the profit or loss for the year. 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 your Company and for preventing and detecting frauds and other irregularities. The annual accounts of your Company have been prepared on a going concern basis.

Auditors Report :

The observations made in the auditors report are self-explanatory and therefore do not call for any further comments under section 217(3) of the Companies Act, 1956.

Additional Disclosure

In line with the requirements of the Accounting Standard of the Institute of Chartered Accountants of India, your company has made additional disclosures in respect of related party transaction, segment reporting, earning per share and deferred tax assets.

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CEO/ CFO Certification

As required by Clause 49 of the Listing Agreement, the Certificate issued by the Chairman and CFO is forming part of this report.

Auditors' Certificate of Corporate Governance

As required by Clause 49 of the Listing Agreement, the Auditors' Certificate is given as an Annexure to this Report.

Acceptance of Public Deposits

Since your company has neither accepted any public deposit nor does it propose to accept any public deposit during the current year and resolution to this effect has already been passed at board meeting as such the "Non Banking Financial Companies Acceptance of Public Deposit (Reserve Bank) Directions 1998" to the extent applicable are not applicable to the company.

Conservation of Energy

In accordance with the provisions of Section 217(1)(e) of the Companies Act, 1956, read with companies (Disclosures of particulars in the report of Board of Directors) Rules, 1988, regarding conservation of energy, this is to be stated that the Company not being a manufacturing Company, has not consumed energy of any significant level and accordingly no measures are required to be taken for energy conservation.

Foreign Exchange

In accordance with the provisions of Section 217(1)(e) of the Companies Act, 1956, read with companies (Disclosures of particulars in the report of Board of Directors) Rules, 1988, regarding Foreign Exchange, it is to be stated that there has been no transaction relating to Foreign exchange during the year.

Particulars

Provision of Section 272(2A) of the Companies Act, 1956 is not applicable as no employees were in receipt of remuneration to the extent laid down therein.

Dated : day of , 2010
Kolkata

BY ORDER OF THE BOARD

Laxmi Kant Tripathi
Director

CHAIRMAN & CFO CERTIFICATION

We, Raj Kumar Agarwal, Chairman and Laxmi Kant Tiwari, Chief Financial Officer of Associated Cereals Limited, to the best of our knowledge and belief, certify that :

1. We have reviewed the balance sheet and profit and loss account, and all its schedules and notes on accounts, as well as the cash flow statements, and the director's report;
2. Based on our knowledge and information, these statements do not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the statements made;
3. Based on our knowledge and information, the financial statements, and other financial information included in this report, present in all material respects, a true and fair view of the Company's affairs, the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this report, and are in compliance with the existing accounting standards and / or applicable laws and regulations;
4. To the best of our knowledge and belief, no transactions entered into by the Company during the year are fraudulent, illegal or violative of the Company's code of conduct;
5. We are responsible for establishing and maintaining disclosures controls and procedures and internal controls over financial reporting for the Company, and we have:
 - a. designed such disclosure control and procedures to ensure that material information relating to the Company
 - b. disclosed in the Company's internal control over financial reporting that occurred during the Company's most recent fiscal year that has materially affected, or is reasonable likely to materially affect, the Company's internal control over financial reporting.
6. We have disclosed based on our most recent evaluation, wherever applicable, to the Company's auditors and the audit committee of the Company's Board of Directors (and persons performing the equivalent functions)
 - a. all deficiencies in the design or operation of internal controls, which could adversely affect the Company's ability to record, process, summarize and report financial data, and have identified for the Company's auditors, any material weakness in internal controls over financial reporting including any corrective actions with regard to deficiencies;
 - b. significant changes in internal controls during the year covered by this report;
 - c. all significant changes in accounting policies during the year, if any, and that the same have been disclosed in the notes to the financial statements;
 - d. instances of significant fraud of which we are aware, that involve management or other employees who have a significant role in the Company's internal controls system.
7. We affirm that we have not denied any personnel, access to the audit committee of the Company (in respect of matters involving alleged misconduct) and we have provided protection to 'whistle blowers' from unfair termination and other unfair or prejudicial employment practices; and
8. We further declare that all board members and senior managerial personnel have affirmed compliance with the code of conduct for the current year

Raj Kumar Agarwal
Chairman

Laxmi Kant Tiwari
Chief Financial Officer

Auditors' Certificate on Corporate Governance

To the Members of

Associated Cereals Limited

We have examined the compliance of conditions of corporate governance by **Associated Cereals Limited** ('the Company') for the year ended on March 31, 2010 as stipulated in Clause 49 of the Listing Agreement of the said Company with the stock exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to 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 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 and representation made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement.

We state that no investor grievance is pending for a period exceeding one month as on 31st March ,2010 against the mpany as per the records maintained by the Investors Grievance Committee.

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

161/1, Mahatma Gandhi Road,
3rd Floor, Room No. 70B,
Kolkata – 700 007

Dated : 30th day of June, 2010

For, Ashok Kumar Natwarlal & Co.
Chartered Accountants

A. K. Agarwal

ASHOK KUMAR AGARWAL
Proprietor
Membership No. 056189
Firm Regn. No. 322307E

