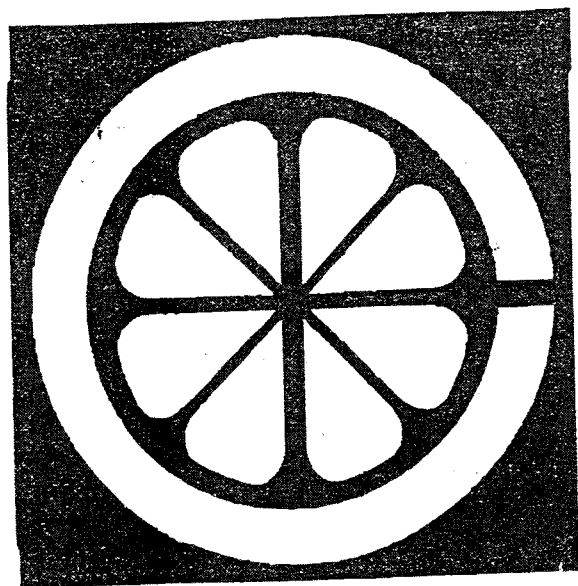


CITURGIA BIOCHEMICALS LIMITED



Annual Report 2011-2012

For Citurgia Biochemicals Ltd.

Amor Wazir

Authorised Signatory

CITURGIA BIOCHEMICALS LIMITED

Directors (As on 04th September, 2012)

Mr. Akshod Kumar Sharma (Executive Director)
Mr. Bhagat Ram Kothari
Mr. Chandra Shekhar
Mr. Sanjeev Kumar
Mr. Vivek Singh
Ms. Neelam Khanna
Mr. Ashok Marwah (Appointed w.e.f. 10th October, 2011)

Bankers

Union Bank of India
HDFC Bank

Auditors

M/s Ranjan Gupta & Co.
Chartered Accountants
A-3/12, 2nd Floor, Jangakpuri,
New Delhi-110058

Registered Office
46, Guru Govind Singh Road,
Near J.J. School, Mulund Colony,
Mulund (West)
Mumbai-400062

Factory
Rishikesh, Uttarakhand

Registrar & Transfer Agents
Sharepro Services (India) Pvt. Ltd.
Satam Industrial Estate,
Cardinal Gracious Road,
Above Bank of Baroda,
Chakala, Andheri (E),
Mumbai-400099
Tel Nos : 2821 5168 / 2820 2114 /
2820 2108
Fax No : 2837 5646

Additional Service Centre:
912, Raheja Centre,
Nariman Point,
Mumbai- 400 021
Tel Nos. : 2288 1568 / 2288 1569
2288 4527 / 2282 5163
Fax No : 2282 5484

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NOTICE

Notice is hereby given that the Thirty Seventh Annual General Meeting of the Members of CITURGIA BIOCHEMICALS LIMITED will be held at Azad Mahila Sangh, Flat No. 91, Road No. 25, Sion (W), Mumbai – 400022 on Thursday, 27th September, 2012 at 11:00 a.m. to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2012 and the Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To re-appoint Messrs Ranjan Gupta & Co., Chartered Accountants, as Auditors from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their remuneration.
3. To appoint a Director in place of Mr. Chandra Shekhar, who retires by Rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. **CHANGE IN DESIGNATION OF MR. ASHOK MARWAH FROM
ADDITIONAL DIRECTOR TO DIRECTOR OF THE COMPANY**

To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Ashok Marwah who was appointed by the Board of Directors as an Additional Director of the Company w.e.f. 10/10/2011 who by virtue of the provisions of Section 260 of the Companies Act, 1956 holds office upto the date of this Annual General Meeting, and being eligible, offers himself for re-appointment and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956, from a member signifying his intention to propose Mr. Ashok Marwah as a Director of the Company, be and is hereby appointed as Director of the Company, liable to retire by rotation."

NOTES:

1. A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote on a poll instead of him and such proxy need not be a Member of the company. Proxies in order to be effective must be received by the Company not later than 48 hours before the Meeting.
2. An explanatory Statement pursuant to Section 173 of the Companies Act, 1956 relating to the special business to be transacted at the Annual General Meeting is annexed.
3. Members are requested to notify immediately any change in their address.

CITURGIA BIOCHEMICALS LIMITED

4. The Register of Members & Share Transfer Book of the Company will remain closed from Friday 21st September, 2012 to 27th September, 2012 (Both days inclusive).
5. Members desiring to submit mandates, to lodge transfer deed(s) for registration of transfer of shares are requested to forward the same so as to reach the Company's Registrars M/s Sharepro Services (India) Pvt. Ltd. (R & TA), at Satam Industrial Estate, 3rd Floor, Above Bank of Baroda, Cardinal Gracious Road, Chakala, Andheri (E) Mumbai 400 099, or 912, Raheja Centre, Free Press Journal Road, Narim54 an Point, Mumbai 400 021 on or before 20th September, 2012. The Company will not be in a position to act upon any document, which is incomplete or received after 20th September, 2012.
5. In accordance with the provisions of Clause 49 of the Listing Agreement with the Stock Exchanges, the particulars of a Director who is proposed to be re-appointed are given in the Corporate Governance Section.
6. Members are requested to quote their Registered Folio Nos. on all correspondence with the Company.
7. Members are requested to send their queries to the Company, if any on Accounts at least 10 days before the Meeting.
8. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
9. Members/Proxies should bring the attendance slip duly filled in, for attending the Meeting. The Attendance slip is sent with this Annual Report.
10. The Ministry of Corporate Affairs (MCA) , Government of India, through its Circular Nos. 17/2011 and 18/2011, dated April 21, 2011 and April 29, 2011 respectively, has allowed companies to send official documents to their shareholders electronically as part of its green initiatives in corporate Governance.

Recognizing the spirit of the circular issued by the MCA, we henceforth propose to send Documents like the Notice convening the General Meetings, Financial Statements, Directors', Auditors' Report, etc to the email address provided by you with your depositories.

We request you to update your email address with your depository participant to ensure that the Annual Report and other documents reach you on your preferred email.

11. Members can avail of the Nomination facility by filing Form 2B with the Company or its Registrar. Blank forms will be supplied on request. In case of shares held in Demat form, the nomination has to be lodged with their DP.

12. Pursuant to provisions of Section 205A of the Companies Act, 1956, dividends which remain unpaid or unclaimed for a period of 7 years, will be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government.
13. Members are informed that in case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository Participants with whom they are maintaining their demat accounts(s). Members holding shares in physical form can submit their PAN details to M/s Sharepro Services (India) Pvt. Ltd. (R & TA).
15. Members desirous of getting any information about the accounts and operations of the Company are requested to write to the Company at least seven days before the date of the Meeting.
16. As required in terms of Paragraph VI(A) of Clause 49 of the Listing Agreement, the details of the Director being appointed / re-appointed are furnished below:

(i) Name: Mr. Chandra Shekhar
Age: 44 years
Qualification: B. Com, FCA, DISA
Expertise: Practicing Chartered Accountants
Other Directorship: M/s. GL Commercial Limited
(excluding Directorship
in Private Limited
Companies)

(ii) Name: Mr. Ashok Marwah
Age: 58 years
Qualification: B.Com
Expertise: Finance and Marketing
Other Directorship: Vishvas Projects Ltd.
(excluding Directorship Goldline International Finvest Ltd.
in Private Limited
Companies)

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

Item No. 4

Mr. Ashok Marwah was appointed as an Additional Director on the Board of the Company with effect from 10th October, 2011, in the Board of Directors Meeting held on 10th October, 2011, pursuant to Section 260 of the Companies Act, 1956 ("the Act"). Mr. Ashok Marwah holds office upto the date of this Annual General Meeting. The Company has received a notice in writing under Section 257 of the Act, from a Member, proposing Mr. Ashok Marwah as a Director of the Company along with a deposit of Rs. 500/- which will be refunded to such Member, if Mr. Ashok Marwah is elected as a Director.

Recommend that he be appointed as a Director of the Company.

None of the Directors, other than Mr. Ashok Marwah, may be considered to be concerned or interested in the said appointment at item no. 4.

By Order of the Board of Directors
For CITURGIA BIOCHEMICALS LIMITED

Akshod Kumar Sharma
Executive Director

Registered Office:
46, Guru Govind Singh Road, Near J.J. School,
Mulund Colony, Mulund (West), Mumbai 400 082

Mumbai, 04th September, 2012

DIRECTORS' REPORT TO THE MEMBERS

The Directors present the audited Balance Sheet and Profit & Loss Account together with their Report thereon for the Financial Year ended 31st March, 2012:

Financial Results

(Rs. in lacs)

	For the period from 01 st April, 2011 to 31 st March, 2012	For the period from 21 st April, 2010 to 31 st March, 2011
GROSS TURNOVER	-	-
Other Income	-	-
Provision for interest written back	-	-
(Loss) before interest & Depreciation	(31.06)	(17.49)
Interest Charge:	(0.01)	
(Loss) before Depreciation	(31.07)	(17.49)
Depreciation	(72.30)	(81.21)
(LOSS) BEFORE TAXATION	(103.37)	(98.70)
Add: Effects of Restructuring:- Provision for Retrenchment Compensation/ VRS		
Interest		
Provision for Statutory Liabilities		
Unsecured Loans Written Back		
Unsecured Creditors Written Back		
Profit/ Loss before tax	(103.37)	(98.70)
Provision for Retrenchment Compensation/ VRS Written Back		
TAXATION		-
Deferred Tax Written Back		
Current Income Tax		
(LOSS) AFTER TAXATION	(103.37)	(98.70)
(Less) Restructuring of Share Capital		-
Add: Balance brought forward from Previous Year:	(2723.72)	(2625.02)
BALANCE CARRIED TO BALANCE SHEET	(2827.09)	(2723.72)

Working Results

The Company's operations at calcium carbonate division remained suspended through out the year for the want of working capital and clearance from the Uttarakhand Environment Protection and Pollution Control Board. The Company then entered in the work of construction of Building at Rishikesh site and entered in the Real Estate Business in their Real Estate Division of the Company which was also challenged by local authorities in the Uttarakhand High Court and the construction work was stayed by Hon'ble High Court of Uttarakhand and the matter still pending in Supreme Court of India. The Company has not earned any revenue during the last year because the Company has not made any operational activity during the year because the Company has not made any operational activity during the year due to to disputes pending in the courts.

The Company has incurred a loss after tax of Rs. 103.37 Lacs during the financial year 2011-12 against a loss after tax of Rs. 98.70 Lacs in the previous year.

CITURGIA BIOCHEMICALS LIMITED

In View of the accumulated losses, the Directors do not recommended payment of any dividend.

Industrial Relations:-

Pursuant to the mentioned rehabilitation Scheme by Hon'ble BIFR, all the workers at Calcium Carbonate division opted for Voluntary Speculation Scheme (VSS) and as such there are no workers in this division of the company. However relations with staff or other division have been very cordial throughout the year.

Rehabilitation Scheme:

The Rehabilitation Scheme passed by Hon'ble BIFR are stayed by the Hon'ble Uttarakhand High Court and matter still pending before Supreme Court of India.

Future Plans:

All the future plan of the Company will be established as per Order of Court the matter is pending in Supreme Court of India.

Fixed Deposits:

The Company has not accepted any fixed deposits during the year under review.

Insurance:

Due to paucity of funds, the Company has not renewed the insurance policies with respect to the properties of the Company. Adequate security arrangements have, however, been made.

Directors:

Mr. Chandra Shekhar retires, Director of the Company retires by rotation and being eligible offers himself for re-appointment.

Mr. Ashok Marwah was appointed as the Additional Director w.e.f. 10th October, 2011 in the Board Meeting held on 10th October, 2011. He holds office upto the date of the ensuing Annual General Meeting. A Notice has been received in writing from the Members proposing his appointment as the Director.

Director's Responsibility Statement

Director's Responsibility Statement under Section 217(2AA) of the Companies Act, 1956, the Directors, based on the representations received from the Operating Management, confirm that:

- a. in the preparation of the annual accounts of Citurgia Biochemicals Limited (the Company), the applicable accounting standards have been followed alongwith proper explanation relating to material departures;
- b. they have, in selection of the accounting policies, consulted the statutory auditors and applied them consistently and made judgements and estimates 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, 2012 and of the Company for the year ended 31st March, 2011;

- c. they have taken proper and sufficient care of the best of their knowledge and ability for the maintenance of adequate accounting records in the accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and preventing and detecting fraud and other irregularities;
- d. they have prepared the annual accounts on a going concern basis.

Corporate Governance:-

A separate report on Corporate Governance is being incorporated as a part of the Annual Report alongwith a certificate from the Auditors of the Company regarding compliance of the conditions of Corporate Governance, which is annexed to the Directors' Report.

Personnel

The Company has no employees covered under Section 217(2A) of the Companies Act, 1956.

Auditors

M/s Ranjan Gupta & Co., Chartered Accountants, retire at the forthcoming Annual General Meeting and offer themselves for re-appointment.

Conservation of Energy, Technology Absorption, Foreign Exchange earnings and Outgo under Section 217(1)(e) of the Companies Act, 1956.

The information pursuant to Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 is given in the annexure to this Report.

On behalf of the Board of Directors

AKSHOD KUMAR SHARMA
(EXECUTIVE DIRECTOR)

Registered Office:
46, Guru Govind Singh Road,
Near J.J. School,
Mulund Colony,
Mulund (West),
Mumbai 400 082.

Mumbai, 04th September, 2012

ANNEXURE TO THE DIRECTORS' REPORT

INFORMATION AS PER SECTION 217(1)(e) READ WITH THE COMPANIES
(DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS)
RULES, 1988.

(A) CONSERVATION OF ENERGY

- (a) Measures taken : Nil
(b) Additional Investments & Proposals : Nil
(c) Impact of measures at (a) and (b) : Not Applicable
(d) Total energy consumption and energy consumption per unit of production:

FORM A**A. Power and Fuel Consumption:**

		Calcium Carbonate Division	
		2011-12	2010-11
1. Electricity:			
(a) <u>Purchased:</u>			
Units	'000 KWH	Nil	Nil
Total amount	Rs./lac	Nil	Nil
Rate/ Unit	Rupees	Nil	Nil
(b) <u>Own Generation:</u>			
(i) Through Diesel Generator:	'000 KWH	Nil	Nil
Units per ltr. Of Diesel Oil for DG Set	KWH	Nil	Nil
Cost/Unit	Rupees	Nil	Nil
(ii) Through Gas Engine:			
Co-generation Plant	'000 KWH	Nil	Nil
Units per SM ³ of Gas	KWH	Nil	Nil
Cost/ Unit	Rupees	Nil	Nil
2. Coal:			
Quantity	M.T.	Nil	Nil
Total Amount	Rs./lac	Nil	Nil
Average Rate	Rupees	Nil	Nil
3. Furnace Oil/ Residual Furnace Oil:			
Quantity	K.Ltrs.	Nil	Nil
Total Amount	Rs./lac	Nil	Nil
Average Rate	Rupees	Nil	Nil
4. Others:			
(a) <u>Pearl Coke:</u>			
Quantity	M.T.	Nil	Nil
Total Amount	Rs./lac	Nil	Nil
Average Rate	Rupees	Nil	Nil