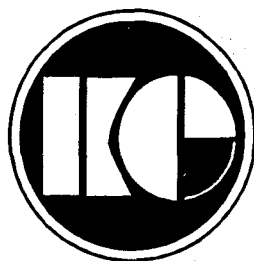


KHANDELWAL EXTRACTIONS LIMITED



29th ANNUAL REPORT

2010-2011

KHANDELWAL EXTRACTIONS LIMITED

BOARD OF DIRECTORS

K. N. KHANDELWAL

V. N. KHANDELWAL

- Director (Works)

DINESH KHANDELWAL

- Director (Finance)

ASHOK GUPTA

ATUL BAGLA

ANIL KAMTHAN

REGISTERED OFFICE :

51/47, NAYAGANJ, KANPUR – 208 001

WORKS :

AKRAMPUR – MAGARWARA

DISTT. UNNAO (UTTAR PRADESH)

AUDITORS :

M/S. P. L. TANDON & CO.

BANKERS :

THE FEDERAL BANK LTD.

ANNUAL GENERAL MEETING

ON SATURDAY,

THE 24th, SEPTEMBER, 2011

AT 4.00 P.M.

AT THE REGISTERED OFFICE
OF THE COMPANY

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KHANDELWAL EXTRACTIONS LIMITED

NOTICE

NOTICE is hereby given that the 29th Annual General Meeting of Khandelwal Extractions Ltd. will be held at the Registered Office of the Company on Saturday, the 24th September, 2011 at 4.00 P.M. to transact the following business:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2011 and Profit and Loss Account for the year ended on that date and Reports of the Board of Directors and Auditors' thereon.
2. To declare Dividend on 10% 5000 Preference Shares of Series-I and Series-II each and on 12% 30000 Preference Shares of Series-I for financial year 2010-11.
3. To appoint a Director in place of Shri Anil Kamthan, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Shri V.N.Khandelwal, who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint M/s. P. L. Tandon & Company, Chartered Accountants, Kanpur to hold office of the Auditors of the Company from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to authorise the Board of Directors to fix their remuneration.

By order of the Board of Directors

(Dinesh Khandelwal)
Director (Finance)

Regd. Office
51/47, Nayaganj, Kanpur- 208 001
Dt: 30th May, 2011

- (b) The Register of the members and Share Transfer books of the Company will remain closed from 18th September, 2011 to 24th September, 2011 (both days inclusive).
- (c) As decided by the Board of Directors, the dividend on Preference Shares, if approved, shall be payable to all those shareholders whose name shall appear in the Register on 18th September, 2011.
- (d) All documents referred to in the accompanying notice / explanatory statement are open for inspection at the Registered Office of Company between 2.00 P.M. to 4.00 P.M. on all working days up to the date of the Annual General Meeting.
- (e) **With a view to have quick communication with our shareholders and to make them updated with important issues, the Company is in process of developing complete record of shareholders. The Company therefore seeks cooperation from each shareholder (including joint shareholders) by sending their following details :-**

- (a) Name of the shareholder(s) :
- (b) Folio No./DPID/Client ID No.:
- (c) E-mail address(s):
- (d) Landline phone number(s):
- (e) Mobile number(s):
- (f) Postal Address(es):

For any assistance or communication, kindly contact Mr.Dinesh Khandelwal, Director (Finance) at his Mobile No.08081252221 / e-mail : kelknp@yahoo.com , kel_dinesh@yahoo.in

By order of the Board of Directors

Notes :

- (a) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself / herself and a proxy need not be a member. Proxy in order to be effective must be received by the company not less than 48 hours before the meeting.

Place : Kanpur
Dt: 30th May, 2011

(Dinesh Khandelwal)
Director (Finance)

KHANDELWAL EXTRACTIONS LIMITED

DIRECTORS' REPORT

TO THE MEMBERS,

Your Directors have pleasure in submitting their Annual Report and audited Statements of Accounts for the year ended 31st March, 2011.

FINANCIAL RESULTS

	2010-11 ₹/Lacs
Sales and other Income	1088.95
Profit before Interest and Depreciation	55.20
Less : Interest	24.51
Depreciation	3.46
Profit before Tax	27.23
Provision for Tax	8.44
(Including Deferred Tax)	
Profit after tax	18.79
Balance as per last account	34.06
Amount available for appropriations	52.85

APPROPRIATIONS

Dividend on Preference Shares (including tax)	5.35
Balance carried to Balance Sheet	47.50

OPERATIONS

During the year under review, though the production and sales were higher, but profit was lower at ₹ 27.23 lacs compared to ₹ 51.55 lacs due to the reason that there was almost no operations during first nine months on account of non-availability of raw-materials. As reported last, the availability of raw-material was scarce in 2009-10 hence no stocks could be created to run the plant during off season. This had adverse affect on current year's profit. During last quarter of F.Y. 2010-11 the company's plants operated at full capacity.

DIVIDEND:

Your Directors recommend a dividend of ₹ 5,34,623/- (including ₹ 74,623/- Tax on Dividend) on 5000 Preference Shares of ₹ 100/- each of first and second series @ 10% and 30000 Preference Shares of ₹ 100/each of Series I @ 12% for the financial year 2010-11 .

With a view to conserve cash, your Directors do not recommend any dividend on Equity Shares for the year.

MANAGEMENT'S PERCEPTION:

Nature's vagaries play an important role in determining the fate of agro-based plants in India. Your plant has been victim of worst paddy crop during 2009-10 in last decade. Thanks God, new season is full of optimism and ample opportunity is available for maximum capacity utilization subject to rider that margin this year are limited.

PUBLIC DEPOSITS:

The company is not accepting deposits from public, but has accepted deposits from friends, relatives and business associates and has filed statement in lieu of advertisement. There was no unclaimed deposit as on 31.3.2011.

LISTING OF SHARES

Company's equity shares continued to be listed with Bombay and U.P.Stock Exchanges.

CONSERVATION OF ENERGY:

Information required in Form "A" is not being given as our unit does not fall under specified industry mentioned in the relevant schedule.

KHANDELWAL EXTRACTIONS LIMITED

TECHNOLOGY ABSORPTION:

The Company's plant has been designed on the continuous process technology of M/s. Extraktions Technik, GmbH, Germany. No expenditure has been incurred on in-house research and development.

FOREIGN EXCHANGE EARNINGS AND OUTGO:

There was no foreign exchange earnings and outgo during the year under review.

DIRECTORS:

Two of your directors namely Mr. Anil Kamthan and Mr. V.N. Khandelwal will retire by rotation at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment.

DIRECTORS' RESPONSIBILITY STATEMENT :

In terms of provisions of Section 217(2AA) of the Companies (Act) , 1956 , your Directors confirm as under :

- (i) that in the preparation of the annual accounts, the applicable accounting standards had been followed alongwith proper explanation relating to material departures.
- (ii) that the Directors had 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 the Company at the end of the financial year and of the profit of the Company for the year under review.
- (iii) that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provision of the Companies Act, 1956, for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- (iv) that the Directors had prepared the annual accounts on a going concern basis.

PERSONNEL:

- i) Industrial relations remained cordial through out the year.
- ii) There was no employee getting monthly remuneration of maximum permissible limit prescribed under Section 217 (2A) of the Companies Act, 1956 during the year which needed disclosure.

AUDITORS:

The Auditors, M/s. P.L. Tandon & Co., Chartered Accountants, Kanpur will retire at the ensuing Annual General Meeting and are eligible for re-appointment. They have furnished a certificate to this effect.

SECRETARIAL COMPLIANCE CERTIFICATE :

In terms of Section 383 A of the Act, Secretarial Compliance Certificate issued by a Practising Company Secretary is annexed hereto as part of Directors' Report.

ACKNOWLEDGEMENT:

Your Directors wish to place on record their appreciation for support and co-operation received from The Federal Bank Ltd. and to all employees for their sincere and hard work.

By Order of the Board of Directors
For KHANDELWAL EXTRACTIONS LIMITED

Sd/-
DINESH KHANDELWAL
Director (Finance)

Sd/-
V. N. KHANDELWAL
Director (Works)

Place: Kanpur
Date: 30th May, 2011