



N. K. Industries Ltd.

20TH ANNUAL REPORT
2007-2008

REGISTERED OFFICE : 7th Floor, Popular House,
Ashram Road, Ahmedabad - 380 009.



**N. K.
Industries Ltd.**

N. K. INDUSTRIES LIMITED

20TH ANNUAL REPORT 2007-2008

BOARD OF DIRECTORS :

NIMISH K. PATEL	Chairman & Managing Director
NILESH K. PATEL	Managing Director
JAYESH D. THAKKAR	Director
ASHWIN P. PATEL	Director
BHARAT J. PATEL	Director

(w.e.f. 1st April, 2008)

AUDITORS : M/s CHANDULAL M. SHAH & CO.
Chartered Accountants,
Ahmedabad-380009.

REGISTERED OFFICE : 7th Floor, Popular House,
Ashram Road,
Ahmedabad-380 009.

FACTORY : Thor Road,
Kadi Village-382 715
Dist. Mehsana,
Gujarat.

BANKERS :

- BANK OF BARODA
- ANDHRA BANK
- STATE BANK OF INDIA
- DENA BANK
- UTI BANK
- CORPORATION BANK
- DEVELOPMENT CREDIT BANK LTD.
- ICICI BANK LTD.
- KOTAK MAHINDRA BANK LIMITED
- VISNAGAR NAGRIK SAHAKARI BANK LTD
- HDFC BANK LIMITED



N. K. Industries Ltd.

DIRECTORS' REPORT

TO THE MEMBERS

Your Directors present their Twentieth Report together with Audited Statements of Accounts of the Company for the year ended on 31st March, 2008.

FINANCIAL RESULTS

Particulars	2007-08	(Rs. in Lacs) 2006-07
Export Sales	Nil	Nil
Domestic Sales	198.57	220.98
Total Sales	198.57	220.98
Job work Income	2093.70	1886.12
Profit/(Loss) before Tax & Depreciation	1373.92	1108.98
Depreciation	252.27	157.54
Profit/(Loss) before Tax	1121.65	951.44
Add: Waiver of interest	282.25	248.79
Profit before prior period items and tax	1403.90	870.22
Deduct: Tax Current Income Tax	190.00	0.00
Fringe Benefit Tax	1.48	1.21
Deduct : Previous year expenses (Income)	85.06	(1.24)
Profit/(Loss) after Tax	1127.36	1200.26
Balance brought forward from previous year	(5510.47)	(6710.74)
Gratuity/Leave encashment liability	10.83	-
Amount carried to B/S	4393.94	(5510.47)

OPERATIONS

During the year, the company continued to sell manufactured goods on its own in addition to the job work as the main activity. The Company's sales turnover was reduced to Rs. 198.57 Lacs; whilst it earned job work changes of Rs. 2093.70 Lacs as against Rs. 1886.12 Lacs in the previous year. After providing for depreciation of Rs. 252.27 lacs, Profit for the current year came to Rs. 1121.65 Lacs as against profit of Rs. 951.44 Lacs in the year 2007-2008. Taking into waiver by the Banks, the net profit comes to Rs. 1127.36 Lacs as against Rs. 1200.26 Lacs in the previous year.

On reaching the compromise settlements, various Banks have waived interest and/or principal resulting into waiver of Rs. 584.95 Lacs. The company's references to BIFR for rehabilitation are still pending. In the meanwhile the compromise proposals have been taken up with the remaining banks. The recovery certificates issued by DRT, Ahmedabad could not be executed on account of a stay brought by the company due to the operation of section 22(1) of Sick Industrial Companies (Special Provisions) Act, 1985. Once the rehabilitation plan is approved by BIFR, the Company shall be in a better position to operate its unit for own sales rather than on job work basis. It will generate better profit margin to help to pay off the compromised dues to the Banks. The prospects are quite good to see that the company's net worth becomes positive in 2 years.

DIVIDEND

Your Directors express their inability to recommend any dividend for the year 2007-08 owing to accumulated losses incurred by the Company.

DIRECTORS:

The Board of Directors in their meeting held on 1st April, 2008 have reappointed Shri Nimish K. Patel and Mr. Nilesh K. Patel as Managing Directors of the Company for a period of 5 years w.e.f. 1st April, 2008 on the terms and conditions described in the explanatory statement annexed to the notice of ensuing Annual General Meeting. The Board recommends the same for the approval of the members.

Dr. Bharat J. Patel was appointed as an Additional Director of the Company w.e.f. 1st April, 2008 in the Board of Directors of the Company held on 1st April, 2008. Dr. Bharat J. Patel is proposed to be appointed as Director of the Company liable to retire by rotation at the ensuing Annual General Meeting.

Mr. Nilesh K. Patel shall retire by rotation in terms of the Articles of Association of the Company at the ensuing Annual General Meeting of the Company. He, however, being eligible, has offered himself for reappointment.

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 217(2AA) of the Companies Act, 1956, the Directors state that:

- in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- 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 or loss of the company for that period;
- the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the Directors had prepared the annual accounts on a going concern basis.

Annual Report

CORPORATE GOVERNANCE

As per Clause 49 of the Listing Agreement with Stock Exchanges, the Report on Corporate Governance is attached as Annexure to the Directors' Report

AUDITORS' REPORT

The observations made by the Auditors contain the explanations which are self-explanatory and therefore do not call for any further explanation under Section 217(3) of the Companies Act, 1956.

PARTICULARS OF EMPLOYEES

No employee was employed during the year drawing Rs.24 lacs per annum or Rs. 2,00,000 per month Hence information under Section 217(2A) of the Companies Act, 1956 is not applicable.

AUDITORS

M/s Chandulal M. Shah & Co., Chartered Accountants retire at the ensuing Annual General Meeting and are eligible for reappointment as Auditors upto the next Annual General Meeting. You are requested to appoint the Auditors and fix their remuneration.

PERSONNEL

The relations between the employees and the management remained cordial during the year under review.

OTHER INFORMATION

Information required under Section 217(1)(e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 with respect to conservation of energy, technology absorption and foreign exchange earning/outgo is appended in Annexure hereto, which forms part of this report.

FOR OR ON BEHALF OF THE BOARD

NIMISH K.PATEL

CHAIRMAN & MANAGING DIRECTOR

Date : 30th June, 2008

Place : Ahmedabad.

ANNEXURE

ADDITIONAL PARTICULARS REQUIRED UNDER THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988 FORMING PART OF THE DIRECTORS' REPORT FOR THE PERIOD ENDED ON 31ST MARCH 2008.

[A] CONSERVATION OF ENERGY:

- We are using our own D.O.C as Boiler fuel. As the calorific value of D.O.C is higher than the lignite, fuel to steam ratio could enhance considerably. By using this, we are in a position to operate boilers more efficiently.
- We have adopted water degumming to improve the Quality of Commercial Oil.
- With vigorous trials in laboratory, we could improve the quality of 12 HSA.
The information about energy consumption per unit of production - Form No A is not applicable to this kind of Industry.

[B] TECHNOLOGY ABSORPTION:

Efforts made in technology absorption as per Form B of Annexure.

[C] FOREIGN EXCHANGE EARNING AND OUTGO:

Total foreign exchange used & earned :-

The company has not earned any foreign exchange and no import has been made using foreign exchange.

FORM-B (See Rule-2)

FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO ABSORPTION

Research & Development (R & D)

Specific areas in which R&D carried out by the Co.	N.A
Benefits arrived as a result of the above R&D	N.A
Future plan of Action	No Future Plan at present
Expenditure on R&D	Nil

Technology absorption, adaptation and innovation

a. Efforts, in brief, made towards technology, absorption, adaptation and innovation:-

As per old technology, crushing was done twice in separate expeller. But by innovation, we adopted a single crushing in double chamber expellers.

2. Benefits derived as a result of the above efforts:-

We get benefits of higher crushing capacity with less electrical consumption and better quality product.

a. In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year) the following information may be furnished:-

(a) Technology imported	NIL
(b) Year of import	NIL
(c) Has technology been fully absorbed	NIL
(d) If not, Future plans of action.	NIL



N. K. Industries Ltd.

ANNEXURE Report on Corporate Governance

1. Company's philosophy on Code of Corporate Governance:

To achieve the company's objective to be one of the known companies in the field of castor oil and to assist in fulfilling our endeavor in creating wealth for its shareholders, the Board decided to normalize and strengthen the process that the company efficiently manages its business and greater success through the establishment of corporate governance.

2. Board of Directors:

The present strength of the Board consists of five Directors. The Board meets at least once in every quarter to assess the Company's performance, operations, to ensure compliance with laws and regulations. The gap between two Board meetings is not be more than four months. Since the Company is registered as a Sick Industrial Company by BIFR, the Board tries to see that there is improvement of its working with an intention to meet all its obligations to the secured and unsecured creditors as well as other stakeholders.

The Company has been endeavoring to constitute the Board of Directors and the Audit Committee having optimum combination of executive, Non executive and independent Directors in due Compliance with Clause 49 of the listing agreement.

a. Composition and Category of Directors:

Name	Designation	Category of Directorship	Directorship (incl.our Company)	Committee Membership (incl. our Company)
Mr.Nimish K. Patel	(Chairman & M.D.)	Executive	5	1
Mr. Nilesh K. Patel	(Managing Director)	Executive	5	2
Mr.Jayesh D.Thakkar	(Independent Director)	Non Executive	1	2
Mr. Ashwin P. Patel	(Independent Director)	Non-Executive	1	2
Mr. Bharat J. Patel (w.e.f. 1 st April, 2008)	(Independent Director)	Non- Executive	2	1

B. Details of the Directors seeking Appointment / Reappointment in forthcoming Annual General Meeting :

Name of Director	Bharat J. Patel	Nilesh K. Patel
Date of Birth	07-08-1955	23-03-1965
Date of Appointment	01-04-2008	19-08-1987
Expertise in Specific Functional areas	Administration and Corporate Strategy	Finance and Administration
List of Public Limited Companies in which Directorships held	Ganesh Housing Ltd.	N. K. Proteins Ltd.
Chairman/Member of the Committees of the Board of Directors of the Company	Audit Committee & Remuneration Committee	Audit Committee & Investor's Grievances Committee
Chairman/Member of the Committees of Directors of other Companies	-	-

C. Attendance

During the last financial year ended 31st March,2008,7 Board Meetings were held on the following dates :

- 29th June, 2007
- 31st July, 2007
- 1st September, 2007
- 26th September, 2007
- 31st October,2007
- 15th November, 2007
- 31st January, 2008

Attendance of each Director at the Board Meetings and last Annual General Meeting is as under :

Name of Directors	Number of Board Meetings attended	Attendance at last AGM held on 26.9.07
Shri Nimish K. Patel	7	Present
Shri Nilesh K. Patel	7	Present
Shri Jayesh D. Thakkar	7	Present
Shri Ashwin P. Patel	7	Present
Shri Bharat J. Patel (w.e.f. 1st April, 2008)	N.A.	N.A.

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3. Audit Committee

Terms of Reference

The Terms of Reference of this Committee cover the matters specified for Audit Committee under Clause 49 of the Listing Agreement as well as in Section 292A of the Companies Act, 1956.

Composition and Attendance

Name of Member	Category	Attendance *
Shri Jayesh D. Thakkar (Chairman)	Independent Director	5
Shri Nilesh K. Patel	Executive	5
Shri Ashwin P. Patel	Independent Director	5
Shri Bharat J. Patel (w.e.f. 01-04-2008)	Independent Director	N.A.

* There were in all -5- meetings of the Audit Committee held during the year. They were held on 29th April, 2007, 29th June, 2007, 31st July 2007, 31st October, 2007 and 31st January, 2008.

4. Remuneration Committee :

Terms of Reference

The Board of Directors of the Company have constituted Remuneration Committee in their Board Meeting held on 1st April, 2008 pursuant to the compliances under the Schedule XIII of the Companies Act, 1956 as well as non mandatory requirement of the Clause 49 of the Listing Agreement.

Composition (w.e.f. 01-04-2008)

Sr. No.	Name of Member
1.	Shri Ashwin P. Patel (Chairman)
2.	Shri Jayesh D. Thakkar
3.	Dr. Bharat J. Patel

a) Details of Remuneration to the Executive Directors :

(In Rupees)

Particulars	Nimish K. Patel (Chairman & MD)	Nilesh K. Patel (Mg. Director)
Salary	2,67,000	2,67,000
Commission	—	—
Perquisites and other allowances	—	—
Total	2,67,000	2,67,000

(b) Sitting fees are not paid to the directors.

5. Shareholders / Investors' Grievance Committee :

The Shareholders/Investors Grievance Committee meets once or twice every month to review and approve transfer/ transmission/ transposition/dematerialisation of equity shares and also to examine any grievance raised by shareholders/ investors. The Company ensures that the transfer of shares and dematerialisation requests are confirmed within stipulated time under the listing agreement.

The members of the committee are :

- | | |
|---------------------------|------------------------|
| i) Shri Jayesh D. Thakkar | (Independent Director) |
| ii) Shri Nilesh K. Patel | (Executive Director) |
| iii) Shri Ashwin P. Patel | (Independent Director) |

The Company had received certain complaints from shareholders/investors and all of them have been responded / resolved by furnishing requisite information / documents. No investor complaints were pending as on 31st March 2008.

6. General Body Meetings

The details of the last three Annual General Meetings held are as under :

Date	Venue	Time
29.09.2005	7th Floor, Popular House, Ashram Road, Ahmedabad	10.00 A.M
30.09.2006	7th Floor, Popular House, Ashram Road, Ahmedabad	10.00 A.M
26.09.2007	7th Floor, Popular House, Ashram Road, Ahmedabad	10.00 A.M

No special resolution was put through postal ballot last year nor it is proposed this year.

Disclosures:

- The Company is having job work arrangements also with associate companies. The job work is done at market related price, comparable with ones available in the industry.
- The Company has complied with the requirements of the Stock Exchanges, SEBI and other statutory authorities on all matters related to capital markets during the last years.
No penalties or strictures have been imposed on the Company by the stock exchanges/SEBI.

7. Means of Communication

The Company in compliance with the listing agreement intimates unaudited as well as audited financial results as also shareholding pattern etc. to the Stock Exchanges after the Board approves them. As the company is a Sick Industrial unit registered with BIFR in terms of Sick Industrial Companies (Special Provisions) Act, 1985, it sometimes finds difficult to communicate its quarterly /half yearly results to the shareholders by circulations in national and local dailies. Management Discussion and Analysis forms part of this Annual Report. The results, Annual report, shareholding pattern etc. is also filed through EDIFAR system from time to time.



N. K. Industries Ltd.

8. Shareholder information

a. Annual General Meeting:

Date : 30th September, 2008, Tuesday
Time : 10.00 a.m.
Venue : 7th floor, Popular House, Ashram Road, Ahmedabad -380009.

b. Financial Calendar :

Financial year of the company is from 1st April to 31st March.

Adoption of Quarterly Results for the quarter ending:-

June 30, 2008	Last week of July, 2008
September 30, 2008	Last week of October, 2008
December 31, 2008	Last week of January, 2009
March 31, 2009	Last week of April, 2009

c. Book Closure Date : 9th September, 2008 to 30th September, 2008 (both days inclusive)

d. Dividend Payment date : Not applicable as no dividend is proposed.

e. Listing on Stock Exchanges

The equity shares of Company are listed on Stock Exchanges at Ahmedabad, Mumbai, Delhi, Chennai and National Stock Exchange. The company has paid the listing fees for the year 2008-09 to The Stock Exchange, Mumbai and upto the year 2006-07 to NSE and upto 2002-03 to other Stock Exchanges.

f. Stock Code.

NSDL & CDSL: ISIN No. is INE542C01019
BSE : 519494
NSE: NKIND
ASE: 40617

g. Share Price Data

The details of Stock Price Data during the period from 1st April, 2007 to 31st March, 2008 are submitted hereunder.

Month	BSE		
	High (Rs.)	Low (Rs.)	Shares Traded (No.)
April, 2007	12.24	8.12	143624
May, 2007	12.95	9.00	136841
June, 2007	12.68	9.05	187896
July, 2007	12.34	9.60	267653
August, 2007	14.85	9.05	505437
September, 2007	13.97	12.57	156779
October, 2007	14.49	11.62	127108
November, 2007	40.85	14.70	266079
December, 2007	69.50	42.85	393586
January, 2008	69.95	42.20	647765
February, 2008	44.00	30.10	228426
March, 2008	33.60	19.15	146156

h. Share Transfer System :

Share transfers are registered and returned within a period of 30 days from the date of receipt, if the documents are otherwise found in order in all respects.

Company's Registrar and Transfer Agent :-

Pinnacle Shares Registry Private Ltd.

Near Asoka Mills, Naroda Road, Ahmedabad - 380025.

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i. Distribution of Shares :

Distribution of shareholding as on 31st March,2008.

No.of Shares	Shareholders		No.of Shares	
	Numbers	%	Numbers	%
0 - 500	5906	90.99	817153	13.60
501 - 1000	298	4.59	251700	4.19
1001 - 2000	125	1.93	197565	3.29
2001 - 3000	42	0.65	107224	1.78
3001 - 4000	10	0.15	35336	0.59
4001 - 5000	25	0.39	120405	2.00
5001 - 10000	33	0.51	236247	3.93
10001 and above	52	0.80	4244270	70.62
Total	6491	100.00	6009900	100.00

j. Shareholding Pattern

Shareholding Pattern as on 31st March,2008 is as under :

Category	No.of shares held	Percentage of share holding
A. PROMOTER'S HOLDING		
1. Promoters		
-Indian Promoters	29,90,752	49.76
-Foreign Promoters	—	—
2. Persons acting in Concert	—	—
Sub-Total	29,90,752	49.76
B. NON-PROMOTERS HOLDING		
3. Institutional Investors	—	—
a. Mutual Funds and UTI	—	—
b. Banks, Financial Institutions, Insurance Companies (Central/State Govt. Institutions/ Non-Government Institutions)	13,900	0.23
c. Foreign Institutional Investors	—	—
Sub-Total	13,900	0.23
4. Others		
a. Private Corporate Bodies	4,15,337	6.91
b. Indian Public	25,83,983	43.00
c. NRIs/OCBs	5,928	0.10
d. Any other (please specify)	—	—
Sub-Total	30,05,248	50.24
GRAND TOTAL	60,09,900	100.00

k. Dematerialization of share and liquidity

78.24% of the paid - up capital has been dematerialized as on 31st March,2008.

Manufacturing Facilities At : Kadi, District : Mehsana Gujarat, India

l. Address for correspondence:

For both Physical and Electronic Form: M/s. Pinnacle Share Registry Pvt. Ltd.

Near Asoka Mills Premises, Naroda Road, Ahmedabad - 380 025.

Tele. No. : (079) 2220 4226, 2220 0591 Fax No. : (079) 2220 2963

e-mail Address: investor.service@psrpl.com

For any assistance regarding correspondence dematerialisation of shares, share transfers, transactions, change of address, non-receipt of dividend or any other query, relating to shares:

Registered Office : 7th Floor, Popular House, Ashram Road, Ahmedabad - 380 009.

Telephone Nos.:(079) 26589321 - 26

Compliance Officer : Shri Anant B. Patel

9. As required by Clause 49 of the Listing Agreement with the Stock Exchange/s, the Auditors' Certificate is given as 'Annexure' to this Report.

For or on behalf of the Board
NIMISH K.PATEL
 Chairman & Managing Director

Date : 30th June, 2008

Place : Ahmedabad.



N. K. Industries Ltd.

MANAGEMENT DISCUSSION AND ANALYSIS

Industry Overview :

The promoters selected to go into manufacturing and refining castor oil and its derivatives keeping in view market perspective. India is a dominating country in production of castor seeds with an average of 65% and Castor Oil an average of 61% out of the world production India's oil export is an average over 85% out of the world export. The working of the company has started improvement. There will be further improvement once the BIFR finalises the Rehabilitation after the company having entered into the compromised settlements with all the banks. These banks are being paid monthly installments regularly and there are no defaults.

Risk and Concerns:

The company is exposed due to disparity resulting into pressure on margin a risk and liquidity risk arising from mismatch of funds borrowed and funds utilized. The company was therefore trying to restructure its liabilities once the BIFR's approval is received. Having entered into the compromised settlements with the banks, the management shall be able to restructure the Company's liabilities to ensure the better working results thereby inspire confidence of all concerned stake holders. Once their approvals are also received, the management shall be able to restructure the company's liabilities and present the working results much better which may inspire confidence of all concerned stakeholders.

Internal Control System and their adequacy:

The Company has an adequate system of internal control relating to purchase of stores, raw materials and other assets and also for sale of goods. Job work is carried out within the time schedule. The Company has set up an Audit Committee comprising of two executive directors and one non-executive director. The Company has also appointed the firm of Chartered Accountants to carry out internal audit. The internal auditors are analysing the areas of risk with a view to strengthen the internal controls.

Financial and Operational Performance:

The income earned by the company was mainly from the charges received for the job work done for others. The operational profit for the year was Rs.1121.65 lacs The production of Castor Oil including job work was 95,811 M.T as against 72,461 M.T. for the previous year. The Company is, however, making its efforts to increase the production so as to utilise the installed capacity to the maximum including of derivatives plants.

Manpower:

The management is running the unit on job work basis on account of non-availability of working funds due to of its sickness. However, after the unit is rehabilitated and restructured under the BIFR, it will start its own sales instead of functioning mainly on job work basis as at present. In spite of this, the company is earning substantial net profit for last -3- years. During the sickness period, the company has maintained the manpower at the level of over 300-400 throughout by operating the unit on job work basis.

CHANDULAL M. SHAH & CO.
Chartered Accountants

601, "Samruddhi",
Opp. Sakar - III,
Sattar Taluka Society,
Ahmedabad - 380 014.

Annual Report

CERTIFICATE ON COMPLIANCE TO CORPORATE GOVERNANCE

The Board of Directors
N.K. Industries Ltd.,
Ahmedabad.

We have examined the Compliance of the conditions of Corporate Governance by N.K. Industries Ltd. for the year ended 31st March, 2008 as stipulated in Clause 49 of the Listing Agreement of the said company with stock exchanges in India. The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of the opinion on the financial statements of the company.

In our opinion and the best of our information and according to the explanations given to us,

1. The Audit committee of the company do not comprise of three non - executive directors, with the majority of them being independent.

Subject to above, we certify that the company has complied with the conditions of corporate governance as stipulated in the above-mentioned listing agreement.

We also state that no investor grievance is pending for a period exceeding one month against the company as on 31st March, 2008 as per records maintained by the shareholders / Investors Grievance Committee.

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

FOR, CHANDULAL M. SHAH & CO.

Chartered Accountants
(K.H. Vasavada)
Partner

Place : Ahmedabad
Date : 30th June, 2008