



POCHIRAJU INDUSTRIES LIMITED

CORPORATE INFORMATION

BOARD OF DIRECTORS	Sri P Sudhakar	Managing Director
	Sri Dr. A Ramaiah	Director
	Sri B V Ramana Reddy	Director
	Sri Dr. K S R Siva Sai	Director
	Sri Dr. S S N Murthy	Director
	Smt. P Sailaja	Director
	Sri Selvam Ramaraj	Director
REGISTERED OFFICE	1/102, Sathyamangalam Village, Thumanapalli Post, Hosur Taluk, Krishnagiri Dist, Tamil Nadu, PIN – 635 105.	
CORPORATE OFFICE	130, Amarjyoti Layout, Off Intermediate Ring Road, Domalpur, Bengaluru – 560 071, Karnataka.	
ADMINISTRATIVE OFFICE	Plot No. 7 Phase - II, Alexandria Knowledge Park (Formerly S.P. Biotech Park), Kolthur Village, Shamirpet Mandal, R.R. Dist-500 078.	
BANKERS	Oriental Bank of Commerce, Ameerpet Branch, Greenlands, Begumpet, My Home Jupally, Hyderabad – 500 016.	
	Oriental bank of Commerce, Hosur Branch, Hosur – 635 109, Tamil Nadu.	
	Punjab National Bank, Bank Street Branch, Hyderabad-500001 Allahabad Bank, Himayatnagar Branch, Hyderabad.	
AUDITORS	M M REDDY & CO., Chartered Accountants, G-8, Amrutha Ville, Opp. Yashodha Hospital, Rajbhavan Road, Somajiguda, Hyderabad-500082	
REGISTRARS AND SHARE TRANSFER AGENT	Aarthi Consultants Pvt. Ltd 1-2-285, Domalguda, Hyderabad - 500 029 www.aarthiconsultants.com	
LISTED AT	Bombay Stock Exchange National Stock Exchange Limited	
COMPLIANCE OFFICER	Sri. P Sudhakar Plot No. 7 Phase - II, Alexandria Knowledge Park (Formerly S.P. Biotech Park), Kolthur Village, Shamirpet Mandal, R.R. Dist-500 078.	



POCHIRAJU INDUSTRIES LIMITED

Contents

Notice to Members	1
Directors report	5
Management discussion and analysis	7
Report on corporate Governance	17
Auditors certificate on corporate Governance	26
Auditors report	28
Balance Sheet	33
Profit and loss Account	35
Notes forming part of accounts	37
Notes to accounts	54
Balance Sheet Abstracts	60
Cash flow statement	62
Proxy form	63



POCHIRAJU INDUSTRIES LIMITED

NOTICE TO MEMBERS

Notice is hereby given that the Seventeenth ANNUAL GENERAL MEETING of POCHIRAJU INDUSTRIES LIMITED will be held at Company's registered office situated at 1/102, Satyamangalam Village, Hosur Taluk, Krishnagiri Dist, Tamil Nadu – 635 105, on Thursday September 27th, 2012 at 11:30 A. M. to transact the following businesses:

ORDINARY BUSINESS:

1. Receive, consider and adopt the audited balance sheet as at 31st March, 2012 and Profit & Loss Account for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.
2. Appoint a director in place of Dr.A.Ramaiah, who retires by rotation and being eligible, offers himself for reappointment.
3. Appoint a director in place of Smt.P.Sailaja, who retires by rotation and being eligible, offers herself for reappointment.
4. Re-appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the company and to fix their remuneration.

“RESOLVED THAT M/s. M. M. REDDY & CO, Chartered Accountants be and is hereby reappointed as Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company at remuneration to be decided by the Audit Committee of the Board in consultation with the Auditors.

SPECIAL BUSINESS:

To consider and, if thought fit, to pass with or without modification

5. As an Ordinary Resolution:

“RESOLVED THAT Sri Selvam Ramaraj who was appointed as an Additional Director pursuant to the provisions of Section 260 of the Companies Act, 1956 with effect from the conclusion of the meeting of the Board of Directors held on 12th May, 2012 and who vacates his office at the conclusion of this Annual General Meeting be and he is hereby appointed as a Director of the Company liable to retire by rotation.”



6. As an Ordinary Resolution

“RESOLVED THAT in accordance with the provisions of Sections 269,198,309,310 & 311 read with Schedule XIII and other applicable provisions ,if any, of the Companies Act,1956,or any statutory amendment or re-enactment thereof, and subject to such other approvals, as may be necessary, be and is hereby accorded to the appointment of Sri P.Sudhakar as Managing Director of the Company not liable to retire by rotation for a period of 5 years commencing from the conclusion of this Annual General Meeting at a remuneration and on terms and conditions set out below”

Basic	Rs 3,50,000 per month
Allowances:	
HRA 50% of Basic	Rs 1,75,000 per month
Personal Allowance	Rs 50,000 per month
Telephone including mobile (long distance personal Calls To be recovered)	Actual reimbursement
Company car with chauffeur	
Contribution to Provident fund	as per company rules.
Health Insurance	not exceeding Rs 10,000 per annum
Business promotion/Entertainment	Actual reimbursement
Reimbursement of all out of pocket expenses including travel as per Bills.	

“FURTHER RESOLVED that the Board be and is hereby authorized to take all such steps as may be necessary to give effect to this resolution”.

Place: Hyderabad

Date: 27.08.2012

By order of the Board
Pochiraju Industries Limited

Sd/-
P Sudhakar
Managing Director



POCHIRAJU INDUSTRIES LIMITED

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote on a poll instead of himself / herself and the Proxy need not be a member of the Company.
2. Proxies, in order to be effective must be received by the Company not less than 48 hours before the commencement of the meeting.
3. The Register of Members and Share Transfer Books of the Company will be closed from 21st September to 27th September, 2012 (Both the dates inclusive).
4. Members are requested to notify immediately any change in their address to the Share Transfer Agents and in case their shares are held in dematerialized form, this information should be passed on to their respective Depository Participants.
5. Members, who hold shares in de-materialized form, are requested to bring their Client ID and DP IDs for easier identification of attendance at the meeting.
6. Members are requested to kindly bring their copies of the Annual Report to the meeting. As a measure of economy, copies of Annual Report will not be distributed at the AGM.

Annexure to the Notice

EXPLANATORY STATEMENT

The following Explanatory Statements relating to Special Business at Item Nos. 6 and 7 of the accompanying Notice set out all material facts as required under Section 173 of the Companies Act, 1956 :

1. ITEM NO 6:

Sri Selvam Ramaraj was co-opted as Additional Director .As per the provisions of the section 260 of the Companies Act, 1956, he ceases to be the Director at the ensuing Annual General Meeting. As required by section 257 of the Said Act, Notice along with a Deposit of Rs 500/- has been received from Members signifying their intention proposing the appointment of Sri Selvam Ramaraj as Director of the Company.

The Board considers it desirable that the company should continue to avail itself of his services.

Sri Selvam Ramaraj is interested in the resolution only to the extent of Directorship .No other Director is interested in the resolution.



2. ITEM NO: 7

Sri P.Sudhakar's term of office of 5 year as the Managing Director of the Company expires on 31ST March, 2012. Sri P.Sudhakar has been serving the company since its inception and has been instrumental in the growth of the Company and the present diversification into the Bio Pharma and Pharma field is also accredited to his able guidance, continuous support and proves that he is indeed a visionary and will take the Company to great heights.

The Directors confidently feel that the Company should continue to avail of his services as a very able and experienced person. Hence the Board of Directors at its meeting held on 27th August, 2012 requested Sri P.Sudhakar to continue as Managing Director of the Company till the date of next AGM.

Further the Board proposes Shri P.Sudhakar to continue as Managing Director of the company for a further period of 5 years effective from the conclusion of this Annual General Meeting. The same is put forth for approval by the shareholders.

Sri P. Sudhakar is interested in the resolution only to the extent of his appointment as managing Director and proposed remuneration.



POCHIRAJU INDUSTRIES LIMITED

DIRECTORS' REPORT

Dear Shareholders,

Yours Directors have pleasure in placing before you the Seventeenth Annual Report on the working and progress of the Company along with audited accounts of the company for the financial year ended 31st March, 2012 and the report of the auditors thereon.

FINANCIAL RESULTS

Key aspects of the company's financial performance for the year 2011-12 are tabulated below: (Rs. in lakhs)

Particulars	2011-12	2010-11
Gross Revenue	7243.20	5543.94
Total Expenditure	5757.45	4336.67
Profit before Depreciation and taxation	1658.67	1380.19
Depreciation	172.92	172.92
Profit/(Loss) before tax(PBT)	1485.75	1207.27
Less: Provision for Current tax	0	35.06
Profit/(Loss) after tax	1485.75	1172.21
Prior Period Items	-	-
Profit / (Loss) after Prior Period Items	1485.75	1172.21
Profit Brought Forward from previous year	5632.35	4460.14
Net Profit / (Loss) carried to Balance Sheet	7118.10	5632.35

OPERATIONS

The Company has recorded a turnover of Rs.7243.20 lacs in the current year. The Company earned a Net profit of Rs. 1485.75 lacs after depreciation and taxes. The amount of Net profit available for appropriation after adjustments for prior period items is Rs. 1485.75 lacs and the same is carried to balance sheet. The operations during the year ended on 31st March, 2012 were encouraging. Inspite of global recession your company achieved decent results. The company has been continuously working on quality up gradation and cost reduction plans.



POCHIRAJU INDUSTRIES LIMITED

PUBLIC DEPOSITS

Your Company has not accepted any deposits falling within the meaning of Sec-58A of the Companies Act, 1956 read with the Companies (Acceptance of Deposits) Rules, during the financial year under review.

LISTING

The equity shares of your company are listed on The Bombay Stock Exchange Limited and National Stock Exchange Limited.



POCHIRAJU INDUSTRIES LIMITED

MANAGEMENT AND DISCUSSION ANALYSIS

The management discussion and analysis of the financial condition and results of operations of the company for the period under review as required under clause 49 of the listing agreement of the stock exchange, is given as a separate statement forming part of this Annual report.

BUSINESS INNOVATION, EXPANSION AND DIVERSIFICATION

Your company has completed the construction of all the Blocks of its Bio pharma Unit at Shamirpet, Hyderabad. Your management is happy to inform you that the unit's R & D block, Administrative Block and Canteen Block along with the required necessary support services are fully operational. Plant and Machinery and equipment for the production blocks are being installed and the management is contemplating to complete the validation of the facility, plant and machinery by the end of this financial year.

The company's agriculture and f & v divisions are having regular operations with steady growth. Presently the company apart from growing its own flowers in the green houses also procuring many varieties of flowers from different farmers all over the country and also its procurement for its f & v division is being done directly from farmers and also on contract farming basis. Taking into consideration the growth potential of this segment both in domestic and overseas and the relative locational and costs advantages your company is contemplating to setup its production basis in African countries such as Kenya, Ethiopia, Ghana, Tanzania etc and also identified large areas of lands for acquisition during the coming financial year.

BANKS AND FINANCIAL INSTITUTIONS

Presently our Bankers are Oriental Bank of Commerce for our Agriculture division and Punjab National Bank for our Biopharma Unit at Shameerpet. We have been dealing with OBC since 1998 and PNB since 2010. We have very good business relationship with our bankers and the bank has been supporting us throughout our business growth plans.

CHANGES IN THE BOARD OF DIRECTORS

In accordance with the Companies Act, 1956 read with Articles of Association of the company the Directors, Dr.A. Ramaiah and Smt.P.Sailaja retire by rotation



POCHIRAJU INDUSTRIES LIMITED

and are eligible for reappointment.

Your Board recommends the re-appointment of the above Directors in the best interest of the company.

Sri Selvam Ramaraj was appointed as additional director of the company in terms of Section 260 of the Companies Act, 1956. He holds office up to the date of ensuing Annual General Meeting. The Company has received notice in writing from a member proposing the candidature of Sri Selvam Ramaraj as Director liable to retire by rotation.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the provisions of Sec.217 (2AA) of the Companies Act, 1956 the Board of Directors of your Company hereby certifies and confirms that:

- i. In the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii. We have selected such accounting policies and applied them consistently and made judgment 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 account of the company for that period;
- iii. We 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 the Company and for preventing and detecting fraud and other irregularities;
- iv. We have prepared the Annual accounts on a going concern basis.

PERSONNEL

As required under the provisions of Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of employees) Rules, 1975, as amended, the names and other particulars of employee(s) are set out in the annexure of this report.

AUDITORS

M/s M.M. Reddy & Co, Chartered Accountants, Hyderabad, retires at the conclusion of ensuing Annual General Meeting and are eligible for re-