

## DIRECTORS' REPORT

To  
The Members,  
UFM Industries Ltd.  
Meherpur, Silchar.

Your Directors have the pleasure in presenting before you the 24th Annual Report and Audited Accounts of the Company for the year ended on 31st March 2010.

### 1. FINANCIAL RESULTS

The operating results of the Company for the year under review are as follows:-

	<i>Rs. In lacs</i>	<b>Rs. in lacs</b>
	<b>31-03-2010</b>	<b>31-03-2009</b>
Incomes	3486.35	3008.60
Expenses	3435.82	2985.02
Operating Profit	50.53	23.58
Interest	16.46	13.50
Depreciation	29.28	22.80
Profit before tax	4.79	(12.72)
Less: Taxation		
Current	(7.06)	(5.60)
FBT	-	(0.44)
Deferred	0.59	2.94
Profit after tax	(1.68)	(15.82)

### 2. OPERATIONS

The total Income for the year was Rs. 3486.35 lacs as compared to the income for the previous year of Rs. 3008.60 lacs. Since your Company has incurred losses during the year under review, your directors have not recommended any dividend.

### 3. AUDITORS

M/S Raj Ratan and Co., Chartered Accountants, Statutory Auditors of the Company retire at the conclusion of the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment. The Auditors have furnished a certificate stating that, their appointment, if made, will be within the limit laid down under section 224 (1B) of the Companies Act, 1956.

### 4. DIRECTORS

Shri Yogesh Jain is retiring by rotation at the Annual General Meeting and is eligible for re-appointment.

Shri Vishal Jain is retiring by rotation at the Annual General Meeting and is eligible for re-appointment.

### 5. PERSONNEL

In accordance with the requirement of Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees' Rules) 1975. It is stated that no employee of the Company was in receipt of remuneration aggregating to Rs.24,00,000/- or more per annum and Rs.2,00,000/- or more per month, if employed for part of the year.

Contd.....2

## **6. CONSERVATION OF ENERGY**

The information pursuant to Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the report of the Board of Directors) Rules, 1988 is enclosed with this report marked as Annexure 'A'.

## **7. TECHNOLOGY ABSORPTION**

The information pursuant to Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the report of the Board of Directors) Rules, 1988 is enclosed with this report marked as Annexure "B".

## **8. FOREIGN EXCHANGE EARNING AND OUT GO**

There was no earning of Foreign Exchange during the year under review. There was no out go in Foreign Exchange during the year under review.

## **9. DIRECTORS' RESPONSIBILITY STATEMENT**

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

i) That the Annual Accounts for the year ended 31<sup>st</sup> March, 2010 have been prepared following applicable accounting standards and there is no material departure in this regard.

ii) That the accounting policies are applied consistently and judgements and estimates made are reasonable and prudent so as to give a true and fair view of the state of the affairs of the Company at the end of the financial year and of the profit of the Company for the year ended on that date.

iii) That the Directors have 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.

iv) That the annual accounts have been prepared on a going concern basis.

## **10. CORPORATE GOVERNANCE**

A report on Corporate Governance is annexed herewith. Auditors Report on the same is also annexed.

## **11. ACKNOWLEDGEMENT**

Your Company is grateful for the co-operation and continued support extended by the Department of Food & Civil Supplies, Food Corporation of India and other departments in Central Governments, Government of Assam, Banks, Insurance Companies, Customers & Suppliers. The Board of Directors greatly appreciates the dedicated service rendered by the all employees of your Company. The future prospects of the Company are bright and it would be the Company's endeavour to merit the confidence of all share holders.

**FOR AND ON BEHALF OF THE BOARD**

**REGISTERED OFFICE :**

Meherpur, Silchar-788015

Assam.

Date : 1<sup>st</sup> September, 2010.

**(Mahabir Prasad Jain)**  
**MANAGING DIRECTOR**

## 1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Your company has been practicing good Corporate Governance over the years upholding its true traditions and values. The company has not only put in place the system for compliance or regulatory requirement but also the system for customer satisfaction and meeting the expectations of its share holders, employee and the society. It is the philosophy of the company to continue to have accountability, transparency and integrity in all its business transactions and practices.

## 2. BOARD OF DIRECTORS

- (a) The composition of the Board of Directors, the attendance of each Director on Board Meetings & the last Annual General Meeting (AGM) and also the number of other Board of Directors or Board Committees of which he / she is member / chairman, are as under :

Sl. No.	Name of the Director	Category	Board Meetings	Last AGM	Directorship	No. of other Committee Membership	Committee Chairman - ships
1	Sri M.P.Jain M.D.	Executive	11	Yes	3	-	-
2	Sri S.K. Beria	Independent Non-executive	7	Yes	-	1	1
3	Sri V.Jain	Promoter Non-executive	10	Yes	8	1	1
4	Sri Y.Jain	Promoter Non-executive	4	Yes	2	1	-

(b) During the financial year ended March 31, 2010, the Board held 11 meetings on 16.04.09, 17.05.09, 02.07.09, 26.08.09, 10.09.09, 30.09.09, 05.10.09, 27.11.09, 05.01.10, 06.02.10 and 26.03.10.

## 3. AUDIT COMMITTEE

- (a) The Audit Committee is to observe the company's financial reporting process and disclosure of its financial information, to recommend the appointment of Statutory auditors and fixation of their fees, to review and discuss with the Auditors about internal control system, adequacy of the internal control system, major accounting policies, practices and entries, compliance with accounting standards and listing agreements entered into with the stock exchanges and other legal requirements concerning financial statement and related party transaction, if any, to review the company's financial and risk management policies, to review the quarterly, half-yearly and annual financial statements before they are submitted to the Board of Directors.

- (b) The composition of Committee and attendance of its Member as on 31<sup>st</sup> March 2010 is as follows :

			No. of Meetings held	No. of Meetings attended
a)	Sri S.K.Beria	Chairman	4	3
b)	Sri V.Jain	Member	4	4
c)	Sri Y.Jain	Member	4	2

Contd.....2

#### **4. REMUNERATION COMMITTEE :**

The company does not have formal remuneration committee. No sitting fees is paid to non-executive Directors for attending meetings of the Board of Directors or Committee thereof.

Further the remuneration of the Managing Director is decided by the Board of Directors subject to approval of share holders in general meeting. Details of sitting fees, remuneration etc. paid to directors: Shri Mahabir Prasad Jain, Managing Director has been paid remuneration of Rs.6,00,000.00 and Shri Vishal Jain, Director has been paid remuneration of Rs.3,60,000.00 during the year 2009-10.

#### **5. SHAREHOLDERS' / INVESTORS' GRIEVANCE COMMITTEE :**

The Company's shareholders cum investors grievance committee looks into various matters relating to :

- a) Expeditious redressal of investor grievances.
- b) Transfer and transmission of shares.
- c) Issue of duplicate share certificates.
- d) Approving of split and consolidation requests
- e) All other matters related to shares.

The Chairman of the Committee is Sri V.Jain, Director with Sri S.K.Beria, Director Sri Y.Jain as its members. Sri M.P.Jain, Managing Director, acts as compliance officer.

During the year under review, your company received complaints from shareholders relating to non-receipt of annual report and non-receipt of shares sent for transfer. The complaints were duly attended to and there were no complaints pending at the year-end.

#### **6. GENERAL BODY MEETINGS :**

Location and time where three Annual General Meetings were held is given below :

Financial Year	Location of the Meeting	Date	Time	No. of Special resolution passed
2006-07	Meherpur, Silchar-788 015, Assam	29-Sep-07	2:00p.m.	NIL
2007-08	Meherpur, Silchar-788 015, Assam	30-Sep-08	2:00p.m.	NIL
2008-09	Meherpur, Silchar-788 015, Assam	30-Sep-09	2:00p.m.	NIL

The members passed all the resolutions set out in the respective notices.

There were no resolutions put through postal ballot last year. There is no business at the ensuing Annual General Meeting requiring implementation of the postal ballot under the applicable rules.

#### **7. DISCLOSURES :**

The company has not entered into any transaction of a material nature with the promoters, Directors or the Management, their subsidiaries or relatives etc. that may have potential conflict with the interests of the Company. The register of contracts containing transactions, in which directors are interested, is placed before the board regularly.

The Company has complied with the requirements of the regulatory authorities on capital market and no penalties / strictures have been imposed against it during the last 3 years.

**8. MEANS OF COMMUNICATION:**

The Board of Directors takes the quarterly results of the company on record.

**9. GENERAL SHAREHOLDERS' INFORMATION :**

**i) Annual General Meeting**

Date and Time	:	30 <sup>th</sup> September, 2010 at 2:00 P.M.
Venue	:	Meherpur, Silchar – 788015.

**ii) Financial Calendar**

Financial Year - April to March  
Financial reporting (Tentative)  
First Quarter results - fourth week of July,2010  
Half Yearly results - fourth week of October,2010  
Third Quarter results - fourth week of January,2011  
Fourth Quarter results - fourth week of April,2011

**iii) Dates of book closure:** Saturday, 6<sup>th</sup> September,2010 to Saturday 13<sup>th</sup> September, 2010 (Both days inclusive)

**iv) Dividend :**

The Board of Directors have not recommended any dividend for the year 2009-2010.

**v) Listing of Stock Exchanges :**

- i) Gauhati Stock Exchanges Ltd. Saraf Building Annexe, A.T.Road, Guwahati-781 001.
- ii) The Calcutta Stock Exchange Association Ltd. 7, Lyons Range, Kolkata- 700001.
- iii) Bombay Stock Exchange Ltd. Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai-400001

**vi) Stock Code : Physical**

- I. Gauhati Stock Exchange Ltd.
- II. The Calcutta Stock Exchange Association Ltd.
- III. Bombay Stock Exchange Ltd. – 831610.

vii) **Market Price Data / Stock Market Data** : There were no trading of Company's shares at Gauhati Stock Exchange, Calcutta Stock Exchange and Bombay Stock Exchange during the year.

**viii) Registrar and Share Transfer Agent :**

Niche Technologies Pvt.Ltd.  
D-511, Bagree Market,  
71, B.R.B. Basu Road,  
Kolkata – 700001  
Ph. : 22357270 / 7271 / 3070  
Fax : 91-033-22156823  
Email : [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com)

Contd.....4

(4)

**ix) Share Transfer System :**

Transfer of shares held in physical mode is processed by Niche Technologies Pvt.Ltd. and approved by the share transfer committee. Transfer of the share is effected and share certificates are despatched within a period of 30 days from the date of receipt, if the relevant documents are complete in all respects.

**x) Distribution of share holding as on 31<sup>st</sup> March, 2010.**

Sl. No.	-----Number Of Shares-----	No. of Holders	% to Total	Total Shares	% to Total
1	UPTO - 500	1022	64.3982	2,50,900	4.2292
2	501 - 750	2	0.1260	1,400	0.0236
3	751 - 1,000	211	13.2955	2,08,000	3.5061
4	1,001 - 1,250	7	0.4411	8,400	0.1416
5	1,251 - 1,500	3	0.1890	4,100	0.0691
6	1,501 - 2,000	85	5.3560	1,44,000	2.4273
7	2,001 - 2,500	67	4.2218	1,60,900	2.7121
8	2,501 - 2,750	34	2.1424	91,500	1.5423
9	2,751 - 3,000	7	0.4411	20,700	0.3489
10	3,001 - 3,250	0	0.0000	0	0.0000
11	3,251 - 3,500	9	0.5671	29,900	0.5040
12	3,501 - 4,000	7	0.4411	27,100	0.4568
13	4,001 - And Above	133	8.3806	49,85,700	84.0390
	<b>TOTAL</b>	<b>1,587</b>	<b>100.0000</b>	<b>59,32,600</b>	<b>100.0000</b>

**xi) Categories of share holdings as on 31<sup>st</sup> March, 2010.**

Category of Share Holders	No. of Share Holders	% of Share Holders	No. of Shares Held	% of Share Holding
INDIVIDUALS	1548	97.54	2,186,900	36.86
CORPORATES	14	0.88	1,896,680	31.97
PROMOTERS	25	1.58	1,849,020	31.17
<b>TOTAL</b>	<b>1,587</b>	<b>100.00</b>	<b>5,932,600</b>	<b>100.00</b>

**xii) Dematerialization of Shares and liquidity**

The Company's Equity share capital has not been dematerialized till date.

**xiii)** Outstanding GDR / Warrants or convertible bonds conversion dates and likely impact on equity : Not applicable.

**xiv) PLANT LOCATIONS :**

A : Meherpur-Unit I & Unit II, Silchar – 788015, Assam

Ph : (03842) 224822 / 241538

Fax : (03842) 241539

B : Balajan, Dhubri – 783331, Assam

Ph : (03662) 299997 / 297180

Fax : (03662) 297180

**xv) ADDRESS FOR CORRESPONDENCE :**

Shareholders correspondence should be addressed to the company' Registrar and share Transfer Agent at the address given here in above correspondence may also be addressed to the Company at Meherpur, Silchar-788015, Ph. (03842) 224822 / 241538 Fax : (03842) 241539.

Contd.....5

(5)

**ANNEXURE `A`  
FORM "A"  
(See Rule 2)**

**FORM FOR DISCLOSURE OF PARTICULARS IN RESPECT OF  
CONSERVATION OF ENERGY**

**A. POWER AND FUEL CONSUMPTION :**

1. Electricity	Current Year 31.03.2010	Previous Year 31.03.2009
(a) Purchases		
Unit K.W.H	25,15,964	24,99,700
Total Amount	1,10,94,214	1,08,18,453
*Rate/Unit	4.41	4.70
(b) Own Generation		
(i) Through Diesel Generator Set		
(a) Units generated	NIL	NIL
(b) Units per litre of diesel Oil	NIL	NIL
(c) Average cost per unit	NIL	NIL
(ii) Through Steam Turbine / Generator Set Unit per Ltr. of fuel Oil/Gas	NIL	NIL
2. Coal (Specify if used ) Quantity	NIL	NIL
3. Furnace Oil Quantity (K. Ltrs) Total Amount	NIL	NIL



Average Rate	NIL	NIL
4. Other/internal Generation		
Quantity		
Total Cost	NIL	NIL
Rate/Unit		

#### **B. CONSUMPTION PER UNIT OF PRODUCTION**

Wheat Products (in M.T.)	30,373	29,678
Electricity (in K.W.H. per MT)	82.84	77.49
Furnace Oil	NIL	NIL
Coal	NIL	NIL
Other (specify)	NIL	NIL

## **ANNEXURE “B”**

### ***FORM “B”***

#### **Form for Disclosure of particulars with respect to Technology Absorption:**

#### **RESEARCH AND DEVELOPMENT ( R&D )**

1. Specific Areas in which R & D carried out by the Company : NIL
2. Benefits derived as a result of the above R & D : N.A.
3. Future plan of action : -
4. Expenditure on R & D : N.A.
  - a) Capital
  - b) Recurring
  - c) Total
  - d) Total R & D expenditure as a percentage of total turn over.

#### **TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION**

1. Efforts, in brief, made towards technology absorption, adaptation and innovation and are being developed / improved : Technology required for better products applications and better quality have been adopted indigenously.
2. Benefits derived as a result of the above efforts, e.g. product Improvement, cost reduction and product development, : Achievement of better capacity utilisation.