



*The Ice Cream Experts*



**VADILAL ENTERPRISES LTD.**

**BOARD OF DIRECTORS****Chairman & Managing Director**

Ramchandra R. Gandhi

**Directors**

Virendra R. Gandhi  
Rajesh R. Gandhi  
Devanshu L. Gandhi  
Laxmiprasad C. Amin  
Jayantilal M. Shah

**COMPANY SECRETARY**

Ruchita Gurjar

**AUDITORS**

M/s. Kantilal Patel & Co.  
Chartered Accountants, Ahmedabad  
(A member firm of Polaris International, USA)

**BANKER**

Bank of India

**REGISTERED OFFICE**

A/801, 8th Floor, "Time Square" Building,  
C. G. Road, Nr. Lal Bungalow Char Rasta,  
Navrangpura, Ahmedabad - 380 009.  
Phone : 079-26407201-09  
Fax : 079-30153102

**SHARE DEPARTMENT**

B/404, 4th Floor, "Time Square" Building,  
C. G. Road, Nr. Lal Bungalow Char Rasta,  
Navrangpura, Ahmedabad - 380 009.  
Phone : 079-26407201-09  
Fax : 079-30153102

**REGISTRAR & SHARE TRANSFER AGENT**

(For physical & demat)  
MCS Limited,  
101, Shatdal Complex, 1<sup>st</sup> Floor,  
Opp. Bata Show Room, Ashram Road,  
Ahmedabad - 380 009.  
Phone: 079-26582878, 26584027  
Fax: 079-26581296

**FOREX ADVISORY SERVICES**

Vadilal House, Shrimali Society,  
Nr. Navrangpura Rly. Crossing,  
Navrangpura, Ahmedabad - 380 009.  
Phone: 079-26564018 to 23, 30153347  
Fax : 079-26564026

**Notes :**

- Important Communication to Members :** The Ministry of Corporate Affairs has, pursuant to its Green Initiative in the Corporate Governance, allowed paperless compliances by companies. It has issued circulars allowing the companies to service notice/documnets including Annual Report by email to its members. Many of the shareholders have registered their emails pursuant to the said initiative. We thank those shareholders for the same. Those shareholders, who have not registered their email addresses so far, may, as a support to this initiative, register their email addresses, in respect of electronic holdings, with the Depository through their respective Depository Participant. Members who hold shares in physical mode are requested to register their email address with MCS Limited, the share transfer agent of the Company.
- Share Department of the Company** has been shifted from Vadilal House, Shrimali Society, Nr. Navrangpura Rly. Crossing, Navrangpura, Ahmedabad - 380 009 to B/404, 4th Floor, "Time Square" Building, C. G. Road, Nr. Lal Bungalow Char Rasta, Navrangpura, Ahmedabad - 380 009.
- Members are requested to send their all correspondence relating to Shares including transfer, transmission, change of address, issue of duplicate share certificates etc. to MCS Limited, Registrar & Share Transfer Agent of the Company at 101, Shatdal Complex, 1<sup>st</sup> Floor, Opp. Bata Show Room, Ashram Road, Ahmedabad - 380 009 (Phone: 079 - 26582878, 26584027) (Fax: 079 - 26581296) or at the Share Department of the Company as mentioned above.

**26<sup>th</sup> ANNUAL GENERAL MEETING**

Day - Thursday

Date - 29th September, 2011

Time - 12.30 p.m.

Venue - GICEA, Gajjar Hall, Nirman Bhavan,  
Opp. Law Garden, Ellisbridge,  
Ahmedabad - 380 006.

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E-mail for Investor Grievances : [shareslogs@vadilalgroup.com](mailto:shareslogs@vadilalgroup.com)

Web : [www.vadilalgroup.com](http://www.vadilalgroup.com) • [www.vadilalmarkets.com](http://www.vadilalmarkets.com)

## SHAREHOLDER INFORMATION

1. **Name of Company :**  
Vadilal Enterprises Limited
2. **Company CIN No. :**  
L51100GJ1985PLC007995 (Old Registration No. 04-7995)
3. **Fixed Deposit Department & Forex Advisory Services :**  
Fixed Deposit Department and Forex Advisory Services of the Company are operated at the following address:  
Vadilal House, Shrimali Society, Near Navrangpura Railway Crossing, Navrangpura, Ahmedabad - 380 009.  
(Phone: 079-26564018 to 23, 30153347) (Fax: 079-26564026)
4. **Book-Closure :**  
Book-Closure from 14<sup>th</sup> September, 2011 to 29<sup>th</sup> September, 2011 (both days inclusive) for the purpose of payment of Dividend of ₹ 1.20/- per share (@ 12%) as recommended by the Board and if declared at the Meeting and to determine the members eligible for the said dividend.
5. **Stock Exchanges where the Shares are listed :**

<b>BOMBAY STOCK EXCHANGE LTD.</b> (Security Code No. 519152) Department of Corporate Services, 1st Floor, Rotunda Building, Dalal Street, Fort, B. S. Marg, Mumbai - 400 001. (Phone: 91-22-2272 1234 / 1233) (Fax : 91-22-2272 2082 / 3132)	<b>AHMEDABAD STOCK EXCHANGE LTD.</b> (Security Code No. 64510) Kamdhenu Complex, Nr. Polytechnic, Panjrapole, Ambawadi, Ahmedabad - 380 015. (Phone: 079-26307971-77) (Fax: 079-26308877)
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The Annual Listing Fees upto the Financial Year – 2011-2012 have been duly paid to the above Stock Exchanges.
6. **Security Code :**

Bombay Stock Exchange Ltd.	-	519152
Ahmedabad Stock Exchange Ltd.	-	64510
ISIN Number	-	INE693D01018
7. **Dematerialisation of Shares :**  

The Company, consequent to introduction of Depository System (DS), entered into an agreement with NSDL and CDSL and has established an electronic connectivity with both the Depositories. Members, therefore, have the option of holding and dealing in the shares of the Company in electronic form through NSDL and CDSL.

In view of numerous advantages offered by DS, the members are requested to avail the facility of dematerialisation of the Company's shares on the Depository as aforesaid. If you wish to maintain your shareholding in the electronic form by joining DS, you will have to open an account with a Depository Participant (DP), who are agents of NSDL and CDSL and lodge your share certificates with your DP for Dematerialisation. The DP will then ensure that the physical share certificates are canceled and after verification by the Company, an equivalent number of shares will be credited to your account with the DP in the electronic form. You are also permitted under the DS to reconvert your electronic shareholding into the physical form of share certificates by a process of Rematerialisation. It may be noted that the DP would charge the investors for its services, which may vary from one DP to another.

It is reiterated that requests for Dematerialisation and Rematerialisation are to be made only to the DP with whom you have opened an account and not directly to the Company.
8. **Registrar & Share Transfer Agent :**  

The Company has entrusted the work of Dematerialisation/Rematerialisation of shares to an outside Registrar, viz. MCS Ltd., Ahmedabad. As per SEBI Circular No. D&CC/FITTC/CIR-15/ 2002, dated 27-12-2002, the Company has assigned all the work related to Share Registry in terms of both physical and electronic to MCS Ltd., Ahmedabad. Hence, all Shareholders are requested to send/deliver the documents/ correspondence including complaints relating to the Company's share transfer/demat/remat activity to MCS Ltd. at 101, Shatdal Complex, 1<sup>st</sup> Floor, Opp. Bata Show Room, Ashram Road, Ahmedabad - 380 009. (Phone : 079-26582878, 26584027) (fax : 079-26581296)
9. **Share Transfer System :**  

Presently, share transfers which are received in physical form are processed and the share certificates are returned within a period of 30 days from the date of receipt, subject to the documents being valid and complete in all respects. Share Transfer Committee of the Board meets at regular intervals to approve transfers, issue of duplicate certificates, consolidation and splitting of shares etc.

As required under Clause 47(c) of Listing Agreement with Stock Exchanges, a certificate is obtained every six months from a Practicing Company Secretary, with regard to, inter alia, effecting transfer, transmission and consolidation within one month of their lodgment. The certificates are forwarded to BSE and ASE, where the equity shares are listed.



In terms of SEBI's circular dated 31<sup>st</sup> December, 2002, a Secretarial Audit is conducted on a quarterly basis by Practicing Company Secretary for the purpose of reconciliation of the total Admitted Equity Share Capital with the Depositories and in the physical form with the total issued public paid-up Equity Capital of the Company. Certificates issued in this regard are forwarded to ASE and BSE, where the Equity Shares are listed.

**10. Distribution of Shareholding as on 31<sup>st</sup> March, 2011 :**

No. of Equity Shares held	No. of Shareholders	% of Shareholders	No. of Shares held	% of total Shares
Up to 500	1683	93.14	237858	27.57
501 to 1000	59	3.26	46555	5.40
1001 to 2000	19	1.05	28252	3.28
2001 to 3000	10	0.55	24299	2.82
3001 to 4000	7	0.39	25094	2.91
4001 to 5000	2	0.11	9710	1.12
5001 to 10000	15	0.83	99504	11.53
10001 to 50000	9	0.50	198220	22.98
50001 & above	3	0.17	193176	22.39
<b>Total</b>	<b>1807</b>	<b>100.00</b>	<b>862668</b>	<b>100.00</b>

**11. Categories of Shareholders as on 31<sup>st</sup> March, 2011 :**

Category of Shareholders	No. of Equity Shares held	% of total shares
<b><u>A : Promoters and Promoters' Group :</u></b>		
Directors	261089	30.27
Directors' relatives	60526	7.02
HUFs	26146	3.03
Group Companies	105657	12.25
<b>Total (A) :</b>	<b>453418</b>	<b>52.57</b>
<b><u>B : Public :</u></b>		
Bodies Corporate	30107	3.49
NRI	8827	1.02
HUF	15638	1.81
Residential Individual	354678	41.11
<b>Total (B) :</b>	<b>409250</b>	<b>47.43</b>
<b>Total (A) + (B)</b>	<b>862668</b>	<b>100.00</b>

**12. Address of Registrar of Companies (ROC), Gujarat :**

The Registrar of Companies, Gujarat, ROC Bhavan, Opp. Rupal Park, Behind Ankur Bus Stand, Naranpura, Ahmedabad - 380 013. (Phone: 079-27438531, 27437597)

**13. Consolidation of Folios :**

Some of the members might have more than one folio in their individual name or jointly with other person(s) mentioned in the same order. It is desirable to consolidate all similar holdings under one folio. Consolidation helps the members to monitor their holdings effectively. By doing so, it would also enable the Company to avoid unnecessary duplication of effort and related costs. Please write to the Company at the address of **Share Dept.** given above, requesting in writing, quoting the folio numbers that need to be consolidated and send the relevant Share Certificates.

**14. Nomination facility :**

The Companies (Amendment) Act, 1999 has provided for a facility of nomination in the Shares of a Company. Your Company has already offered the facility of nomination to the members. Individual Shareholders can avail of the facility of nomination and may submit to the Company the prescribed Form 2B at the **Share Dept.** of the Company. It is advisable to avail of this facility especially by Shareholders who currently hold Shares in single name.

The Nominee shall be the person in whom all rights of transfer and/or amount payable in respect of the Shares shall vest in the event of the death of the Shareholders. A minor can be a nominee provided the name of the guardian is given in the Nomination Form.

The facility of the nomination is not available to non-individual Shareholders such as Societies, Trusts, Bodies Corporate, Partnership Firms, Kartas of HUF and holders of Powers of Attorney.

In case of any assistance, please contact at the Share Dept. of the Company at B/404, 4th Floor, "Time Square" Building, C. G. Road, Nr. Lal Bunglow Char Rasta, Navrangpura, Ahmedabad - 380 009. Telephone Nos. 26407201-09 and Fax No. 30153102.



## NOTICE

NOTICE is hereby given that the **26<sup>th</sup> ANNUAL GENERAL MEETING** of the members of **VADILAL ENTERPRISES LIMITED** will be held on Thursday, 29<sup>th</sup> September, 2011, at 12.30 p.m., at GICEA, Gajjar Hall, Nirman Bhavan, Opp. Law Garden, Ellisbridge, Ahmedabad – 380 006, to transact the following business :

### ORDINARY BUSINESS:

- 1) To receive, consider and adopt the Balance Sheet as at 31<sup>st</sup> March, 2011 and the Profit and Loss Account for the year ended on that date and reports of the Directors and Auditors thereon.
- 2) To declare dividend on Equity Shares for the year ended on 31st March, 2011.
- 3) To appoint a Director in place of Mr. Jayantilal M. Shah, who retires by rotation and being eligible, offers himself for re-appointment.
- 4) To appoint a Director in place of Mr. Laxmiprasad C. Amin, who retires by rotation and being eligible, offers himself for re-appointment.
- 5) To appoint M/s. Kantilal Patel & Co., Chartered Accountants, Ahmedabad (Registration No. 104744W) as Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to authorize the Board of Directors of the Company to fix their remuneration, apart from reimbursement of out-of-pocket expenses and applicable taxes.

By Order of the Board  
For **VADILAL ENTERPRISES LIMITED**

**RAMCHANDRA R. GANDHI**  
Chairman & Managing Director

### Registered Office:

A/801, 8th Floor,  
"Time Square" Building,  
C. G. Road, Nr. Lal Bungalow  
Char Rasta, Navrangpura,  
Ahmedabad - 380 009

Dated: 18<sup>th</sup> July, 2011.

### NOTES :

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

THE INSTRUMENT APPOINTING PROXY SHOULD HOWEVER BE DEPOSITED **AT THE SHARE DEPARTMENT** OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

2. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. In case of joint holders attending the Meeting, only such joint holders who is higher in the order of names will be entitled to vote.
4. The Explanatory Statement as required under Section 173(2) of the Companies Act, 1956 is not required to be attached as no Special Business is to be transacted at the meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 14<sup>th</sup> September, 2011 to 29<sup>th</sup> September, 2011 (both days inclusive) for the purpose of payment of dividend on Equity Shares for the year ended 31st March, 2011, as recommended by the Board and if declared at the meeting.
6. Dividend of ₹1.20/- per share (@ 12.00%) on Equity Shares for the year ended on 31st March, 2011 as recommended by the Board, if declared at the meeting, will be paid without deduction of tax at source:
  - # to those members, whose names appear on the Register of Members after giving effect to all valid share transfers in physical form lodged with the Company/Share Transfer Agent on or before 13<sup>th</sup> September, 2011, or
  - # in respect of shares held in electronic form, to those "Beneficial Owners" whose names appear in the Statement of Beneficial Ownership furnished by NSDL and CDSL as at the end of business hours on 13<sup>th</sup> September, 2011.



7. Under the provisions of the Companies Act, 1956 as amended by Companies (Amendment) Act, 1999 w.r.e.f. 31<sup>st</sup> October, 1998, members holding shares in physical form may file Nomination Forms in respect of their shareholdings. Such members willing to avail of this facility may submit to the Company **at the Share Department** the prescribed Form 2B or write to or contact **at Share Department** of the Company for assistance.
8. Pursuant to Section 205A of the Companies Act, 1956, the Company has already transferred unclaimed dividend declared upto the Financial Year ended 31<sup>st</sup> March, 1994 to the General Revenue Account of the Central Government as per Rule 4A of the Companies Unpaid Dividend (Transfer to the General Revenue Account of the Central Government) Rules, 1978. Those Shareholders, who have so far not claimed or collected their dividend up to the aforesaid financial year may claim their dividend by an application in Form II of the aforesaid Rules to the Registrar of Companies, Gujarat at ROC Bhavan, Opp. Rupal Park, Behind Ankur Bus Stand, Naranpura, Ahmedabad - 380013.  
  
However, pursuant to Section 205A of the Act as amended by the Companies (Amendment) Act, 1999 (1<sup>st</sup> Amendment), which came into effect from 31-10-1998, the Company has already transferred unclaimed dividend declared for the financial year ended on 31<sup>st</sup> March, 1995, 31<sup>st</sup> March, 1996, 31<sup>st</sup> March, 1997 (Interim), 31<sup>st</sup> March, 1998, 31<sup>st</sup> March, 1999, 31<sup>st</sup> March, 2000, 31<sup>st</sup> March, 2001, 31<sup>st</sup> March, 2002 and 31<sup>st</sup> March, 2003 to the Investor Education and Protection Fund established by the Government under Section 205C(1) of the Act.  
  
However, the amount of dividend for the subsequent years remaining unpaid or unclaimed for a period of 7 years from the date of its transfer to the Unpaid Dividend Account of the Company shall be transferred to the Investor Education and Protection Fund (the Fund) set up by the Government of India and no payments shall be made in respect of any such claims by the Fund.  
  
Members, who have not yet encashed their dividend warrant(s) from the Financial Year ended 31<sup>st</sup> March, 2004 and onwards, are requested to make their claims to the Company accordingly, without any delay.
9. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
10. Members are requested to bring their copy of Annual Report to the meeting, as copies of Annual Report will not be distributed at the meeting.
11. Members seeking any further information about the Accounts and/or Operations of the Company are requested to send their queries to the Company **at its Share Department**, at least TEN days before the date of the meeting.
12. Members are requested to intimate immediately the change in their registered address, if any, to their Depository Participants (DPs) in respect of their electronic share accounts and to the Company **at its Share Department** or to MCS Limited at the address mentioned above in respect of their physical share folios, if any. In case of mailing address mentioned on this Annual Report is without PINCODE, members are requested to kindly inform their PINCODE immediately.
13. All documents referred to in the accompanying Notice are open for inspection for the members, **at the Share Department** of the Company, on all working days except Saturdays between 2.00 p.m. to 4.00 p.m. upto the date of the Annual General Meeting.





## DIRECTORS' REPORT

To,  
The members,  
**VADILAL ENTERPRISES LIMITED**  
Ahmedabad.

Your Directors have pleasure in presenting herewith the 26<sup>th</sup> Annual Report together with the Audited Statement of Accounts for the year ended on 31<sup>st</sup> March, 2011.

### FINANCIAL RESULTS

(₹ in Lacs)

Sr. No.	Particulars	Year ended 31-03-2011	Year ended 31-03-2010
(a)	Profit for the year before Depreciation and Financial Expenses	444.00	495.08
(b)	Less: Depreciation 350.55		368.56
	Financial Expenses (net) (33.13)	317.42	(0.03) 368.53
(c)	Profit before tax and Exceptional items	126.58	126.55
(d)	Provision for Tax		
	— Current Tax	85.50	120.00
	— Deferred Tax [Net (Credit)/Charge]	(34.72)	(64.95)
	— Short/(Excess) Provision of Income Tax/Fringe Benefit		
	Tax of earlier years written off (written back) (7.12)		5.09
(e)	Net Profit after Tax	82.92	66.41
(f)	Balance brought forward	68.30	63.96
	Amount available for Appropriation	151.22	130.37
	<b>APPROPRIATION:</b>		
	— Proposed Dividend	10.35	10.35
	— Dividend Tax thereon	1.68	1.72
	— Transfer to General Reserve	65.00	50.00
	— Balance Profit carried to Balance Sheet	74.19	68.30
		151.22	130.37

### TURNOVER & PROFITS

In spite of stiff competition in the market particularly in Ice-Cream business during the year under review, your Company has achieved sales turnover of ₹ 24443.87 lacs as compared to sales turnover of ₹ 19861.59 lacs achieved during the previous year ended on 31<sup>st</sup> March, 2010.

Your Company has earned the Gross Profit of ₹ 444.00 lacs as compared to ₹ 495.08 lacs earned during the previous year ended on 31<sup>st</sup> March, 2010. Your Company has earned the Net Profit after Tax of ₹ 82.92 lacs during the year under review as compared to Net Profit after Tax of ₹ 66.41 lacs earned during the previous year ended on 31<sup>st</sup> March, 2010.

### DIVIDEND:

The Directors have recommended dividend of ₹ 1.20/- per share (@12.00%) on 8,62,668 Equity Shares of ₹10/- each of the Company for the financial year ended on 31<sup>st</sup> March, 2011 as compared to 12.00% dividend declared in the previous financial year ended on 31<sup>st</sup> March, 2010. This will absorb ₹10.35 lacs. The corporate dividend tax payable by the Company on the said dividend will be ₹ 1.68 lacs.

If approved, the dividend will be paid without deduction of tax at source to those shareholders whose names appear in the Register of Members of the Company as on 13<sup>th</sup> September, 2011.

### OPERATIONS - MARKETING FOCUS:

#### ICE-CREAM DIVISION:

#### INDUSTRY STRUCTURE & DEVELOPMENT, BUSINESS OVERVIEW & SUSTAINABLE GROWTH OPPORTUNITIES:

India, being the largest milk producer in the world with an estimated annual production of more than 100 million tons of ice-creams per year. Considering Indian economy's quantum growth in recent years, ice-cream market is also zooming at new horizons. Total Indian Market size is estimated approx. ₹2500 crores, with the organized sector market estimated at ₹1500 crores. There is a huge untapped potential of specialized Ice-cream outlets at malls and other public flow areas-major city points where people used to visit very frequently. The franchisee based parlors' concept is getting tremendous response.

The industry structure and ongoing transformation offers opportunities for organized players to invest and grow. Vadilal Ice-cream division showing a sustainable growth year to year.

The Company has undertaken an aggressive campaign on all fronts to increase the over-all market share as well as capture a larger pie of the premium ice-cream market. New mega brands, installation of latest state-of-the-art machines, aggressive advertising and significant expansion in production facilities will combine to make the Company an even stronger force to reckon with in the domestic ice-cream market.

Vadilal's aim is to launch international quality products at pocket-friendly prices. Badabite and Flingo, the newly introduced products, have a very youth oriented brand personality whereas Gourmet is targeted more towards the young family segment. The Company is also very aggressively targeting the youth with a number of new TV commercials. The focus of the Company will be on increasing sales of the impulse category.



Vadilal has been dominating market because of its strong brand identity, good product quality, timely supply and extensive reach. A major success factor has been its ability to cater to different market segments through multiple product ranges. Vadilal has the largest range of ice-creams in the country with 150 plus flavours and they are sold in a variety of more than 250 packs and forms. The range includes cones, candies, bars, ice-lollies, small cups, big cups, family packs and economy packs. It offers something for all tastes, preferences and budgets.

#### **AWARDS WON BY VADILAL YEAR BY YEAR:**

Vadilal has won 22 awards over last 3 consecutive years at "The Great Indian Ice Cream Contest" organised by the Indian Dairy Association. Like past 2 years, in 2010 also awards galore for Vadilal Ice-creams with 8 awards by esteemed IDA. Various categories for awards were: **The Best in Class (3)**: Chocolate Frozen Dessert, Standard Chocolate Ice Cream, Rose Coconut Shell (Innovation – Novelty) **Gold Medal (4)** : Standard Chocolate Ice Cream, Chocolate Frozen Dessert, Vanilla Frozen Dessert and Rose Coconut Shell (Innovation – Novelty), **Bronze Medal (1)** Natural Orange (Premium without Inclusion).

#### **FUTURE STRATEGY:**

The Company primarily focuses on increasing the ice-cream consumption by continuously offering novel products at affordable rates. The Company is committed in eliminating the barriers for availability of ice-cream with focused distribution & franchising new Happinezz parlors across India.

Vadilal has a very strong distribution network of Retailers, Stock Keeping Units, Distributors, C & F Agents and Vehicles, for delivery of ice-creams. Through franchisee route, Vadilal has set up "Happinezz" retail outlets for selling ice-creams and new ones are coming every month.

Significant increase in the point of sales outlets, offering new products, increasing the Company's present in the interiors of the State, intensive advertising campaign, setting up more of its "Happinezz" parlours and making special offers are some of the ways through which the company is implementing its aggressive marketing strategy.

The overall vision of the company is to increase the consumption of ice-cream at national level supported fully by appropriate promotion and market communication strategies. Here, the basic focus has been in brand building coupled with quality products & services. This year, the Company has launched megabrands like Badabite, Flingo & Gourmet which made consumers get a feel of International ice-cream eating experience. Thereby the Company has carved a niche for ourselves in the premium high end & youth segment. In future, the Company wants to consolidate the same with more variants and flavors.

#### **Processed Food Division – Domestic:**

The year 2010-2011 was another successful year for the company's processed food division – domestic. The division has established its existence in new territories like Uttar Pradesh & Haryana. The division has also introduced new products like Frozen Lilva Kachori, Patra and Garlic Butter Naan. The division is also keen to establish itself well in other territories of India.

#### **Forex Division – Forex Advisory and Exposure Management Service, LME Base Metal and Bullion Advisory Service:**

The Division in its 15<sup>th</sup> year of operations has achieved few milestones to count few : 1) Only such service provider on all India basis having ISO certification. 2) Live and on line information of currencies movements of all major world traded currencies on spot and forward value on the website – [www.vadilalmarkets.com](http://www.vadilalmarkets.com) which has been described by many as complete FOREX kiosks. 3) The Division has largest member subscribers in Gujarat and evenly spreading member subscribers fold outside the State. 4) The Division has recently started preparation of FOREX Risk Management Policy for the largest corporate level companies in terms of one of the requirement of RBI. 5) The Division has Franchisee arrangements at Rajkot, Mumbai, Pune and Kolkata and during the year planning to add few more places. 6) The Division has Channel Partnership arrangement established with Pune base IT company for their web base pricing solution, viz., IONPOT. Forex Division of the Company has received ISO 9001:2008 Certificate towards Quality Management System for its Forex Advisory Services.

#### **FINANCE :**

During the year under review, the Company has availed additional Term Loan of ₹3.50 Crores from Bank of India, for the purpose of purchase of Deep Freeze Machines, Freezer on Wheels etc. The Company is already availing Working Capital facilities from Bank of India.

In terms of the provisions of Investor Education and Protection Fund Rules, 2001 (IEPF), the Company has transferred the unclaimed dividend amount of ₹ 19,744/- declared for the financial year ended on 31st March, 2003 to the Investor Education and Protection Fund established by the Government of India under Section 205C(1) of the Companies Act, 1956.

#### **FIXED DEPOSITS :**

The Company has no overdue deposits outstanding other than those unclaimed of ₹1.10 lacs as on 31<sup>st</sup> March, 2011. As on date of this report, the deposits aggregating ₹ 0.15 lacs thereof have been claimed and either paid or renewed. The Company has accepted fixed deposits of ₹ 61.32 lacs from the Public and the Shareholders during the year - 2010-2011, after complying with the provisions of Section 58A of the Companies Act, 1956 read with the Companies (Acceptance of Deposits) Rules, 1975 as amended. After repaying the maturities during the year, the total fixed deposits as on 31<sup>st</sup> March, 2011 stood at ₹90.59 lacs.

#### **RESPONSIBILITY STATEMENT :**

To the best of their knowledge and belief and according to the confirmation and explanations obtained by them, your Directors make the following statement in terms of Section 217(2AA) of the Companies Act, 1956 and confirm :

1. that in the preparation of Annual Accounts, the applicable accounting standards have been followed and that no material departures have been made from the same;
2. that they have 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 31st March, 2011 and of the profit or loss of the Company for that year;