



UMRED AGRO COMPLEX LIMITED

27th

**ANNUAL REPORT
2013-2014**

**UMRED AGRO COMPLEX LIMITED**

Registered Office: 2nd Floor, "Sahas", 64, Bajaj Nagar, Nagpur- 440 010

Attendance Slip for 27th Annual General Meeting**Date:** Tuesday, the 30th September 2014, Time: 4.00 p.m., Place: "Sahas", 64, Bajaj Nagar, Nagpur-400 010.

Signature of the Shareholder / Proxy present

Folio No./Client ID:

Only Shareholders or their proxies will be allowed to attend the meeting.

PROXY FORM**UMRED AGRO COMPLEX LIMITED**

Registered Office: 2nd Floor, "Sahas", 64, Bajaj Nagar, Nagpur- 440 010

I/We _____ of _____
 _____ Member/Members of Umred Agro Compolex Limited holding shares in Folio
 No./Client ID _____ hereby appoint _____ of _____
 or failing him _____ of _____ as my/ our proxy to attend and vote
 for me /us and on my/our behalf at the Annual General Meeting of the Company to be held on 30th September,
 2014 and at any adjournment thereof, in respect of such resolutions as mentioned below:

Resolution No.	Resolution	Optional*	
		For	Against
	Ordinary Business		
1	To receive and adopt the Annual Accounts		
2	To re-appoint Dr. S. G. Parate as Director, who retires by rotation		
3	To appoint Statutory Auditors		
	Special Resolution		
4	To appoint Shri Uday Kamat as Managing Director		
5	To appoint Shri Arvind Bakde as Whole Time Director		
6	To Increase the Authorized Share Capital of the Company		

As Witness, I put my hand / or hands this _____ day of _____ 2014.

Signed by the said _____

NOTE:

- The proxy form must be deposited at the Registered Office of the Company at 2nd floor, "Sahas", 64, Bajaj Nagar, Nagpur - 440 010 not less than forty-eight hours before the commencement of the meeting.
- It is optional to put the 'X' in the appropriate column against the resolutions indicated in the Box. If you leave blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

Affix
Revenue
Stamp



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BOARD OF DIRECTORS

Dr. S. G. Parate
Chairman

Shri Uday Kamat
Managing Director

Shri Arvind Bakde
Whole Time Director

Shri Surendra N. Mishra
Independent Director

Shri Ravindra Boratkar
Independent Director

STATUTORY AUDITORS

M/s ANIL MARDIKAR & CO.
11, Laxmi Vaibhav Complex
Laxmi Nagar Square, Nagpur - 440010

COST AUDITORS

M/s Ujwal P. Loya & Co.
62, Hindustan Colony
Wardha Road, Nagpur - 440015

BANKERS

M/s Tirupati Urban Co-operative Bank Ltd.
172, Shraddhanand Peth, Nagpur-440 010

Twenty Seventh Annual General Meeting

On Tuesday, the 30th September, 2014 at 4.00 p.m.
At the Registered Office at "Sahas", 64, Bajaj Nagar, Nagpur-440 010

REGISTERED OFFICE:

"Sahas", 2nd Floor, 64, Bajaj Nagar,
Nagpur - 440010 (INDIA)
Tel. (+) 91- 712- 2242564
Fax (+) 91- 712- 2249456
Email: ua_ngp@umredagro.com
Website: www.umredagro.com

WORKS:

Village: Kolari, Tahsil: Chimur
Dist.: Chandrapur - 442903
Tel. (+) 91-7170-244322
Fax (+) 91-7170 244328
Email: kolari@umredagro.com



NOTICE

Notice is hereby given that the **Twenty Seventh Annual General Meeting** of members of Umred Agro Complex Limited will be held at the Registered Office at **"Sahas", 64, Bajaj Nagar, Nagpur - 440 010 on Tuesday, the 30th September, 2014 at 4.00 p.m.**, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Profit and Loss Account for the Year ended on 31st March, 2014 and the Balance Sheet as at that date and the Reports of Directors and Auditors thereon.
2. To appoint director in place of Dr. S. G. Parate, who retires by rotation at this meeting and being eligible offers himself for re-appointment.
3. To appoint the Statutory Auditors of the Company and fix their remuneration.

SPECIAL BUSINESS:

4. To pass with or without any modification the following resolution as Special Resolution:

"RESOLVED THAT, subject to the Sections 196, 197, Schedule V, and other applicable provisions, if any, of the Companies Act, 2013 and the subject to the provisions of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and the provisions of Articles of Association of the Company (Article No. 143 to 146) and subject to the necessary statutory approvals from Central Government / Authorities, consent of the Company be and is hereby given to appoint **Shri Uday Kamat**, as Managing Director and be recognized as Key Managerial Personnel of the Company for a period of 3 years with effect from 1st October 2014, on the terms and conditions including remuneration as set out in the explanatory statement".

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution".

5. To pass with or without any modification the following resolution as Special Resolution:

"RESOLVED THAT, subject to the Sections 196, 197, Schedule V, and other applicable provisions, if any, of the Companies Act, 2013 and the subject to the provisions of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and the provisions of Articles of Association of the Company (Article No. 143 to 146) and subject to the necessary statutory approvals from Central Government/ Authorities, consent of the Company be and is hereby given to appoint **Shri Arvind Bakde**, as Whole Time Director and be recognized as Key Managerial Personnel of the Company for a period of 3 years with effect from 1st October 2014, on the terms and conditions as set out in the explanatory statement."

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution".

6. To pass with or without any modification the following resolution as Special Resolution:

(a) Increase in Authorized Share Capital

"RESOLVED THAT, pursuant to the provisions of Section 13, 64 and other applicable provisions, if any, of the Companies Act, 2013, the Authorised Share Capital of the Company, be and is hereby increased from Rs. 10,00,00,000/- (Rupees Ten Crores Only) divided in to 9,85,000 Equity Share of Rs. 10/- (Rupees Ten Only) each and 15,000 Preference Shares of Rs. 100/- (Rupees One Hundred Only) each, to Rs. 20,00,00,000/- (Rupees Twenty Crores Only) divided in to 19,85,000 Equity Share of Rs. 10/- (Rupees Ten Only) each and 15,000 Preference Shares of Rs. 100/- (Rupees One Hundred Only) each, with power of Company to increase, reduce or modify the Capital and to divide all or any of the shares in the Capital of the Company for the time being, and to classify and reclassify such shares from shares of one class into other class or classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions as may be determined by the Company in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges, conditions or restrictions, in such manner and by such persons as may, for the time being, be permitted under the provisions of the Articles of Association of the Company or legislative provisions for the time being in force, in that behalf."

(b) Alteration in Clause No. V of the Memorandum of Association:

"RESOLVED THAT, the existing Clause V of the Memorandum of Association of the Company, be altered and substituted by the following New Clause:



V. The Authorized Share Capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty Crores Only) divided in to 19,85,000 Equity Share of Rs. 10/- (Rupees Ten Only) each and 15,000 Preference Shares of Rs. 100/- (Rupees One Hundred Only) each.”

(c) Alteration of Clause No. 5 Articles of Association of the Company:

“RESOLVED THAT, pursuant to the provisions of Section 14 of the Companies Act, 2013, Article No. 5 of Articles of Association of the Company be altered by substituting following New Article:

5. The Authorized Share Capital of the Company shall be as mentioned in the Clause V of the Memorandum of Association of the Company.”

By Order of Board of Directors

Place: Nagpur
Date: 30th August, 2014

(Arvind Bakde)
DIRECTOR

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote instead of himself and such Proxy need not be a member. A proxy so appointed shall not have any right to speak at the meeting. Proxy forms, in order to be effective must be received by the Company not less than forty-eight hours before the scheduled time for the meeting.
2. The Register of Members and Share Transfer Book of the Company will remain closed from Friday, the 26th September 2014 to Tuesday, 30th September 2014 (Both days inclusive).
3. Members are requested to bring with them their copies of the accounts and reports at the meeting.
4. Members are requested to send their queries, if any, in writing at least 7 days in advance of the date of the meeting.
5. Members/ Proxies are requested to bring the Attendance Slip attached herewith, duly filled in, for attending the meeting.

Statement pursuant to Section 102(1) of the Companies Act, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 4 & 5

The tenure of the managerial personnel namely, Shri Uday Kamat, Managing Director and Shri Arvind Bakde, Whole Time Director, ends on the 30th September, 2014. As per the provisions of the Companies Act, 2013, the Board of Directors has proposed to re-appoint both the managerial personnel for the period of three years. Subject to the requisite approvals (from the shareholders at the Annual General Meeting; Central Government, if applicable etc.), their reappointment and revision of remuneration needs to be considered:

The brief introductions of the appointees are as follows:

Shri Uday Kamat, 51, (B.E. (Mech), AICWA, DBM) is associated with the Company as Promoter-Director. He has a wide industrial experience about 31 years. He is looking after overall management of the Company including liaison with Financial Institutions/ Banks. He had been a past Vice President of The Soybean Processors' Association of India, Indore.

Shri Arvind Bakde, 56, is associated with the Company as Promoter-Director. He is Graduate in Electrical Engineering (IIT Delhi) and PGDM in Marketing (IIM Kolkata). He has a wide industrial experience of about 30 years. As Works Director, he looks after Production operations of the plant.

The terms of the appointment of Managing Director and Whole Time Director are as follows:

- Period of Appointment:** 3 years Effective from 1st October 2014.
- Salary:** As under:

Name	Designation	Proposed Salary (Rs.)
Shri Uday Kamat	Managing Director	Basic Rs. 1,12,500 p.m.
Shri Arvind Bakde	Whole Time Director	Basic Rs. 1,05,000 p.m.

- Commission:** 1% of the net profit of the Company computed in the manner referred to in Section 198 and 203 of the Companies Act, 2013.



IV. Perquisites

A) Housing:

- i) The expenditure of the Company on hiring unfurnished accommodation for the Managing Director /Whole Time Director will be subject of ceiling of 60% over and above 10% payable by the Managing Director / Whole Time Director.
- ii) In case the accommodation is owned by the Company, 10% of the salary of the Managing Director /Whole Time Director shall be deducted by the Company.
- iii) In case no accommodation is provided by the Company, the Managing Director /Whole Time Director shall be entitled to HRA subject to ceiling laid down in (i) above.
- a) Reimbursement of Medical Expenses: Medical Expenses incurred by the Managing Director /Whole Time Director for the self and family including dependent mother and father subject to the ceiling of One (1) month salary per year shall be reimbursed.
- b) Personal accident insurance, subject to payment of premium not exceeding Rs. 10,000/- p.a.

These shall be evaluated as per Income Tax Rules where ever applicable and at actual cost to the Company.

B) Other Perquisites

Shri Uday Kamat and Shri Arvind Bakde shall also be eligible to the following perquisites, which shall not be included in the computation of the ceiling on remuneration specified at II above.

- a) Contribution to Provident Fund, Superannuating Fund or Annuity Fund, to the extent these either singly or together are not taxable under Income Tax Act, 1962.
- b) Gratuity payable at a rate not exceeding half month's salary for each completed year of service.
- c) Encashment of leave at the end of tenure.

All other expenses incurred by them, in connection with the business of the Company to be reimbursed.

The above remuneration is within the ceiling laid down in Sections 198, and 203 read with Schedule V of the Companies Act, 2013, as modified by circulars issued by the Company Law Board/ Ministry of Company Affairs from time to time. Further, other information as required to be provided under Schedule V of the Companies Act 2013 is covered in the Directors' Report and Corporate Governance Report.

In terms of Articles 144 of the Articles of Association of the Company, Shri Uday Kamat and Shri Arvind Bakde, shall not be liable for retirement by rotation during their tenure as Managing Director and Whole Time Director, respectively.

Except Shri Uday Kamat and Shri Arvind Bakde, in their respective resolutions, none of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the Special Resolutions set out at Item Nos. 4 & 5 of the Notice.

The Board commends the Special Resolution set out at Item No.7 of the Notice for approval by the shareholders.

Item No. 6:

The Company is a sick industrial unit, as declared by the Hon'ble Board for Industrial and Financial Reconstruction (BIFR) and under the Rehab Scheme sanctioned earlier. At the hearing with BIFR held in the month of May, 2014, the BIFR has directed the Company to take steps to make the Net Worth positive & come out of the sickness. Accordingly, the Management of the Company feels a need to infuse additional funds by way of issue of Equity Shares. In this situation, it necessitates increase in the Authorized Share Capital of the Company, hence these resolutions.

The Board of Directors commends to pass the said resolution, unanimously.

None of the Directors of the Company are interested in the said resolution.

By Order of Board of Directors

Place: Nagpur
Date: 30th August, 2014

Arvind Bakde
DIRECTOR



DIRECTORS' REPORT

To
The Members,

Your Directors hereby present their Twenty Seventh Annual Report on the business and operations of the Company and financial statements for the year ended 31st March, 2014.

FINANCIAL RESULTS

(Rs. In Lacs)

Financial Results	Year ended on 31-Mar-2014	Year ended on 31-Mar-2013
Sales Turnover	1152.86	3024.85
Job Work/Other Income	510.64	355.95
Total Income	1663.50	3380.80
Profit Before Interest, Depreciation and Tax (PBIDT)	93.35	(226.10)
Interest & Financial Expenses	177.26	168.07
Depreciation	69.93	77.62
Profit/(Loss) Before Tax	(153.84)	(590.52)
Profit/(Loss) After Tax	(153.84)	(590.52)
Profit/(Loss) brought forward	(1992.07)	(1401.55)
Profit/(Loss) carried forward	(2145.91)	(1992.07)

DIVIDEND

For the year ended on 31st March, 2014, in the view of the losses, the Directors regret their inability to recommend any dividend.

OPERATIONS

During year 2013-14, the Company's manufacturing and job work activities were moderate, despite continuity of processing arrangement with M/s Cargill (I) Pvt. Ltd. (Cargill). The Company recorded a Total Income of Rs. 1664 Lacs (Rs.3381 Lacs - Last year), incl. Rs.511 Lacs (Rs. 356 Lacs) towards Job Work/ Other Income. While the Company processed 32137 MT (23498 MT) of Soybean seed in Solvent Plant. The Crude oil processing carried out in the Refinery was meagre at 243 MT (588 MT).

During the year, the Company incurred Operating Profit of Rs. 93.35 Lacs (Last year loss of Rs. 226.10 Lacs) and a Net Loss of Rs. 153.84 Lacs (Loss of Rs. 590.52 Lacs) due to high volatility in prices of Soya Seeds and crude oil and increase in fuel cost.

REHAB SCHEME IMPLEMENTATION

In continuation with Modified Rehab Scheme (MRS-2004) sanctioned by Hon'ble BIFR, the Company had moved Miscellaneous Application No. 77/2011 and sought relief with respect to Sales Tax Dues & MSEDCL. Hon'ble BIFR has advised the Company to come up with a Net Worth positive position within a period of three months, to avoid any adverse decision under the provisions of SICA.

DIRECTORS

Dr. S. G. Parate, Chairman and Director will retire by rotation at the end of ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The Board of Directors commend to re-appoint him as Director of the Company.

The term of Shri Uday Kamat and Shri Arvind Bakde as Managing Director and Whole Time Director respectively is ending on 30th September, 2014. The Board of Directors have proposed to appoint them again on their respective posts. The Remuneration Committee vide its meeting held on 30th August, 2014 has approved their appointment and remuneration as given in the explanatory statement enclosed with Notice of this Annual General Meeting. Members are requested give their consent for appointing them by passing the resolution.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 217 (2AA) of the Companies Act, 1956, the Directors confirm:

1. that in the preparation of annual accounts, the applicable accounting standards having generally been followed along with proper explanation relating to material departure.



2. that the Directors have selected such accounting policies and have applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of state of affairs of the Company, at end of the financial year and of the profit and loss of the Company for that period.
3. That the Directors 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.
4. That the Directors have prepared the annual accounts on a going concern basis (based on the Modified Rehab Scheme (MRS-2004) approved by Hon'ble BIFR, which is under review).

INSURANCE:

Fixed and Current Assets of the Company are adequately insured.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGOINGS.

Additional information in accordance with provisions of Section 217(I) (e) of the companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, is given Annexure-1 of this report.

PERSONNEL

In respect of particulars of employees, as required under Section 217 (2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, there were no employees employed throughout the year and were in receipt of remuneration over the maximum limit prescribed under that section.

AUDITORS

M/s Anil Mardikar & Company, Chartered Accountants, Auditors of the Company retire at ensuing Annual General Meeting and being eligible offer themselves for reappointment. The Company has obtained a certificate as required under relevant Sections of the Companies Act, 1956 & 2013, from the Auditors to the effect that their reappointment, if considered, would be in conformity with the limit specified in the said section. The Company had obtained the Certificate from the Statutory Auditors of the Company on Corporate Governance Report, which is enclosed as annexure to this report.

COMMENTS ON THE AUDITORS' REPORT

About the observations made in the Auditors' Report and Annexure thereto, in the opinion of the management, the Company is consistent in its policy regarding (i) treatment of retirement benefits, (ii) valuation of stock of Finished Goods and Work in Progress, (iii) regarding Sales Tax Dues and iv) Going Concern concept.

COST AUDITOR

The Central Government vide its Orders dated 24/01/2012 and 25/05/2012 made Cost Audit applicable to the class of Industries / Companies including our Company also. Accordingly, the Board of Directors of the Company appointed M/s Ujwal P. Loya & Co., Nagpur, Cost Accountants, to conduct the Cost Audit for Financial Year 2013-14.

ACKNOWLEDGEMENT

Your Directors gratefully acknowledge the unstinted support and co-operation received from the Hon'ble BIFR, ICICI Bank Ltd., Tirupati Urban Co-operative Bank Ltd., MNP Group, PURTI Group, Cargill, suppliers, customers, shareholders and employees of the Company, during the year under review.

Place: Nagpur
Date: 30th August, 2014

For and on behalf of the Board

Dr. S. G. Parate
CHAIRMAN



ANNEXURE – 1 TO THE DIRECTORS' REPORT

Additional information in accordance with provisions of Section 217 (1) (e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 and forming part of the Directors' Report.

1. CONSERVATION OF ENERGY

a) The Company has continued to use the Flash Heat Recovery Systems in Solvent Plant and in Refinery and make optimum use of steam by reusing condensate for the Boiler.

Total energy consumption and energy consumption per unit of production as per Form - A of the Annexure to Rule.

“FORM - A”

Form for disclosure of Particulars with respect to Conservation of Energy

A	POWER AND FUEL CONSUMPTION	For year 2013-14	For year 2012-13
	Power/ Electricity		
	Purchased Units (KwH)	12,54,684	9,99,540
	Total Amount (Rs.)	101,67,917	84,58,585
	Rate (Rs. /Unit)	8.10	8.46
	Coal / Husk (for Boiler & TFHS)		
	Quantity in MT.	2325	1,791
	Total cost (Rs.)	68,82,954	54,75,958
	Average Rate (Rs./MT)	2961	3,057
B	CONSUMPTION (Per MT of Processing)	For year 2013-14	For year 2012-13
	Oilseeds Processed (MT)	32137	22498
	Raw Oil Refined (MT)	243	588
	Electricity (Units per MT of Input)		
	Solvent Plant	36	42
	Refinery	96	89

“FORM B”

(Form for disclosure of particulars in respect of Technology Absorption, Adaptation and Innovation)

RESEARCH AND DEVELOPMENT

The company shall continue its efforts towards reduction of utilities consumption (Power/Hexane/ Chemicals) and improvement in production processes.

Expenditure on R. & D.

- | | |
|-----------------------|------------------------------|
| i) Capital | : Nil |
| ii) Recurring | : At present not significant |
| iii) Total | : As per (ii) above |
| iv) As % of turnover: | : As per (ii) above |

TECHNOLOGY ABSORPTION AND INNOVATION

The Company has not imported any technology as yet.

FOREIGN EXCHANGE EARNING & OUTGOINGS

The Foreign Exchange Earnings during the financial year 2013-14 was NIL. The outgo for the year under review was also NIL.

For and on behalf of the Board

Place: Nagpur
Date: 30th August, 2014

Dr. S. G. Parate
CHAIRMAN



ANNEXURE-2 TO THE DIRECTORS' REPORT
Corporate Governance Report

(Pursuant to Clause 49 of the Listing Agreement)

1. Company's Philosophy on Code of Governance:

The Company's philosophy on Corporate Governance envisages maintaining a high level of disclosure and transparency in all its operations. It aims at enhancing the shareholders values over a period of time.

2. Board of Directors

The Board of Directors of the Company consists of Professionals and Technically qualified Individuals. The Board works through its various committees constituted to oversee specific operational areas. There are 4 committees constituted by the Board of Directors namely Audit Committee, Remuneration Committee, Shareholders' Grievance Committee and Share Transfer Committee. The total strength of Board as on 31st March 2014 is 5 Directors including 3 Promoter Directors and 2 Independent Directors.

Meetings of the Board of Directors

The Board of Directors met 4 times during the year under review on following dates:

(1) 15th May, 2013 (2) 31st August, 2013 (3) 15th November, 2013 (4) 15th February, 2014

Attendance of each Director at Meeting of Board of Directors and last AGM of the Company

Directors	Category	No. of Board Meeting Held	No. of Board Meeting attended	Attendance at Last AGM	No. of Directorship in other Cos. incl. Pvt. Cos.	No. of membership in various committees of other Cos.
Dr. S. G. Parate	CNED	4	4	N	—	NIL
Shri Surendra Mishra	I-NED	4	2	Y	1	NIL
Shri Ravindra Boratkar	I- NED	4	3	N	6	1 Committee
Shri Uday S. Kamat	NID- MD	4	4	Y	4	NIL
Shri Arvind W. Bakde	NID-WTD	4	4	Y	NIL	NIL

C- NED: Chairman and Non Executive Director; I – NED: Independent and Non Executive Director
 NID- MD: Non Independent Director-Managing Director; NID-WTD: Non Independent Director-Whole Time Director

3. Details of Directors seeking appointment / re-appointment

Dr. Dr. S. G. Parate

Qualification: : M B B S.
 Experience : 45 yrs. experience in Administration & Management
 Directorship in other Companies : NIL

Shri Uday Shankar Kamat

Qualification : B.E.(Mech.), AICWA, DBM.
 Experience : 31 yrs of Industrial Experience.
 Directorship in other Companies : 1) Yash Agro Energy Limited
 2) Nagpur Imports and Exports Private Limited
 3) Zero Miles Consultants Private Limited
 4) GMT Mining and Power Private Limited
 5) Vibrant Marketthemes Pvt. Limited.

Shri Arvind Waman Bakde

Qualification : B. Tech. (Elec.), PGDM.
 Experience : 30 yrs of Industrial Experience.
 Directorship in other Companies : NIL



4. Audit Committee

The Audit Committee of the Directors considers matters generally specified in the clause 49 (ii) (D) of the Listing Agreement i.e. suggesting to the Board of Directors, the accounting policies and procedures, Accounting Standards to be implemented.

Members of the Audit committee are as follows:

SI. No.	Names	Status	Designation
1	Shri Surendra Mishra	Independent Non Executive Director	Chairman
2	Shri Ravindra Boratkar	Independent Non Executive Director	Member
3	Dr. S. G. Parate	Promoter- Non Executive Director	Member

The Audit Committee held 4 meetings during the Financial year under review on 15th May 2013, 31st August 2013, 15th November 2013, 15th February 2014.

5. Remuneration to Directors

The Board of Directors has constituted a Remuneration Committee for the purpose of deciding appointment/ re-appointment of Managing Directors/ Whole Time Directors etc and remuneration and compensation payable to them. The Members of the Committee are as follows:

SI. No.	Names	Status	Designation
1	Shri Surendra Mishra	Independent Non Executive Director	Chairman
2	Shri Ravindra Boratkar	Independent Non Executive Director	Member
3	Dr. S. G. Parate	Promoter- Non Executive Director	Member

During the financial year under review no meeting was held during the year under review.

Details of Remuneration/Sitting Fees paid to Directors during the Financial Year 2013-14:

Names	Salary	Perquisites	Others	Sitting Fees	Total
Dr. S. G. Parate	—	—	—	12000	12000
Shri Surendra Mishra	—	—	—	6000	6000
Shri Ravindra Boratkar	—	—	—	9000	9000
Shri Uday S. Kamat	3,80,250	—	10,000	—	3,90,250
Shri Arvind W. Bakde	6,75,000	—	10,000	—	6,85,000
Total	10,55,250	—	20,000	—	11,02,250

In view of the weak financial position of the Company, for the year 2013-14, Managing Director & Whole Time Director have booked their Salaries only at Rs. 390250/- (As approved-Rs.1967000/-) & Rs. 6,85,000/- (Rs.1832500/-), respectively.

6. Shareholders' Grievance Committee

The Shareholders' Grievance Committee looks after matters relating to share transfer and complaints of the investors regarding non-receipt of shares after transfer, non-receipt of Annual Reports/ dividends and other queries. The members of the Committee are as follows:

SI. No.	Names	Status	Designation
1	Shri Surendra Mishra	Independent Non Executive Director	Chairman
2	Shri Ravindra Boratkar	Independent Non Executive Director	Member
3	Dr. S. G. Parate	Promoter- Non Executive Director	Member



The Committee held 4 meetings for the determination and resolving the investors' grievances and complaints. During the year, the Company received three complaints, which were duly resolved.

Share Transfer Committee

In addition to committees as required under the Listing Agreement, the Company has separate Share Transfer Committee, which looks in to the matter relating to transfer of Shares in physical form. During the year, the committee transferred 600 Shares. Members of the Committee are as follows:

Sl. No.	Names	Status	Designation
1	Shri Surendra Mishra	Independent Non Executive Director	Chairman
2	Shri Ravindra Boratkar	Independent Non Executive Director	Member
3	Dr. S. G. Parate	Promoter- Non Executive Director	Member

7. General Body Meetings

Location and time where last three Annual General Meetings were held:

Year	Venue	Date	Time
2012-13	Saraswat Sabhagruha, Plot No.88/1, Bajaj Nagar, Nagpur – 440010	28th September 2013	5.00 p.m.
2011-12	Saraswat Sabhagruha, Plot No.88/1, Bajaj Nagar, Nagpur – 440010	28th September 2012	5.00 p.m.
2010-11	Saraswat Sabhagruha, Plot No.88/1, Bajaj Nagar, Nagpur – 440010	29th September 2011	4.00 p.m.

All Resolutions are generally passed by way of show of hands. No Resolution was put though postal Ballot last year and none is proposed this year.

8. Certificate by CEO/CFO

The Board of Directors recognises Managing Director of the Company as CEO and CFO for the limited purpose of compliance under the listing agreement. In terms of revised Clause 49 of Listing agreement, the Board of Directors has obtained the necessary certificate from CEO / CFO, which states that, the financial statements present a true and fair view of the Company's affairs and are compliant with existing accounting standards, internal control and disclosure.

9. Disclosure regarding transactions with Promoters / Directors or Management

There is no materially significant transaction made by the Company with its Promoters, Directors or the Management or their relatives etc., which have potential conflict with the interest of the Company at large.

Under BIFR approved Rehab Scheme, the Company had entered into a strategic alliance with Purti Group for financial assistance. Shri Ravindra Boratkar is Director on various companies of Purti Group.

As a Co-gen partner, the Company has an agreement with M/s Yash Agro Energy Limited (YASH), a bio-mass based power generating company, for supply of Steam & Power. Shri Uday Kamat, is also Managing Director on the Board of YASH.

During the year, the Company had transactions with M/s Vibrant Marketthemes Pvt. Ltd. (Vibrant), a Soymeal trading company. Shri Uday Kamat is a Director on the Board of Vibrant.



10. Means of Communication

The quarterly Financial Results are generally published in the national Daily newspaper "Indian Express" in English and Local Marathi Daily "Loksatta", which are widely circulated. The Company does not furnish the information to each shareholder individually.

The Management Discussion and Analysis Report forms part of this Annual Report.

11. Shareholders' General Information

a) Annual General Meeting: Annual General Meeting of the Company will be held on Tuesday, the 30th September 2014 at 4.00 p.m., at the Registered Office, at Sahas, 64, Bajaj Nagar, Nagpur- 440010.

b) Date of Book Closure: Friday, the 26th September 2014 to Tuesday, the 30th September 2014 (both days inclusive) for the purpose of Annual General Meeting.

c) Financial Calendar (Tentative):

Results for quarter ended on 30th June, 2014	: 30th August ,2014
Annual General Meeting	: 30th September ,2014
Results for the quarter ending on September 2013	: Second Week of November, 2014
Results for the quarter ending on December 2013	: Second Week of February, 2014
Results for the quarter ending on March 2014	: Second Week of May, 2015

d) Listing on Stock Exchange:

The Company's Shares have been listed on the Bombay Stock Exchange Limited, Mumbai under Scrip Code No. 519477. The Company's Trading of Security on Stock Exchange was suspended by the Stock Exchange due to certain non-compliance. The Company is continuously in touch with the Bombay Stock Exchange for revocation of Suspension.

e) Dematerialisation of Securities: The Company shall apply again to NSDL/ CDSL for dematerialisation of Equity Shares. The Company being a sick industrial unit, NSDL/ CDSL may allow demat of securities of the Company, with special conditions/ stipulations. However, transfer of shares is being carried out in physical form by the company.

f) Stock Price Data: The Company's Shares have not been traded in the Bombay Stock Exchange from 22nd September, 2008 onwards, wherein the Share Price had closed on Rs. 6.25/- per Share.

g) Share Transfer: Share Department makes transfer of Shares of the Company in-house at Registered Office of the Company at "Sahas", 2nd Floor, 64, Bajaj Nagar, Nagpur – 440010.

h) Share Transfer System: At present, all shares are in physical form. On receipt of the transfer request, at Share Department, the form is verified by the concerned officer. If the transfer deeds along with Share certificates in physical form are found in order, it is submitted to Share Transfer Committee of the Directors for its consideration. Upon approval by the committee, necessary correction is made in Members' Register. For this purpose, near about 15 days period is taken for completion of the transfer and dispatch of Share Certificates to transferees. For this purpose the SEBI Guidelines, provisions of Listing Agreement and of Companies Act, 1956 and Articles of Association of the Company are generally followed.



i) The Distribution of Shareholding as on 31st March, 2014 was as follows:

Particulars		No. of Shares Held	% age of total Share Capital
Promoters			
Directors and their Relatives		13,58,200	16.81
Associate of Promoters			
Individuals	9,10,600		
Bodies Corporate	35,20,000	44,30,600	54.83
Non-Promoters			
Financial Institutions/Banks/Mutual Funds		37,000	0.45
Corporate Bodies		3,89,100	4.82
NRI/OCB/FII		87,600	1.08
Other Individuals		17,78,100	22.01
TOTAL		80,80,600	100.00

- j) **ADRs/ GDRs:** The Company has not issued any GDR/ADR/Warrants or any convertible instruments/securities.
- k) **Works (Plant Location):** The Solvent Extraction Plant and Vegetable Oil Refinery of the Company is located at Village Kolari, Tah. Chimur, Dist. Chandrapur, Maharashtra, 80 KMs. from Nagpur on the Nagpur – Nagbhir – Chandrapur State Highway.
- i) **Address for Correspondence/ Compliance Officer:**
 Shri Arvind Bakde
 Whole Time Director/ Compliance Officer
 "Sahas", 2nd Floor, 64, Bajaj Nagar, Nagpur - 440010 (M.S.)
 Ph. No. 0712-2242564, Fax: 0712-2249456 Website: www.umredagro.com
 E-mail: ua_ngp@umredagro.com, arvind@umredagro.com, svb@umredagro.com

Certificate of Auditors on Corporate Governance Report:

To
 The Members of UMREDAGRO COMPLEX LIMITED

We have examined the compliance of conditions of Corporate Governance by Umred Agro Complex Limited, for the year ended on 31st March, 2014, as stipulated in clause 49 of the Listing Agreement of the said Company with Stock Exchange.

The Compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementations thereof adopted by the Company for ensuring compliance with the conditions of the certificate of Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

During the year, there was delay in adoption and publication in newspapers, of financial results for the quarters, subject to this, in our opinion and to the best of our information and according to explanations given to us, and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement.

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

Place: Nagpur
 Date: 30th August, 2014

For Anil Mardikar & Co.
 Chartered Accountants

(Anil Mardikar)
 Partner
 Mem. No. 32778
 FRN-100454W



**ANNEXURE - 3 TO THE DIRECTORS' REPORT:
MANAGEMENT DISCUSSION AND ANALYSIS**

Company Background

The Company is engaged in the processing of Soybean/ other oilseeds, marketing of edible oils in domestic market and de-oiled cakes in domestic and international markets. The Company has a Solvent Extraction Plant & Refinery located at Village Kolari, Tahsil Chimur, Dist. Chandrapur (Maharashtra). The Company is registered with the Board for Industrial and Financial Reconstruction (BIFR Case No. 85/1997). Hon'ble BIFR has advised the Company to come up with a Net Worth positive position within a period of three months, to avoid any adverse decision under the provisions of SICA. The Company's Job processing arrangement with M/s Cargill (I) Pvt. Ltd. is likely to be extended for the ensuing oil season.

Industry Structure and Developments

While, India has become the largest importer of edible oils in the world, the domestic edible oil industry plays a pivotal role by way of value addition and saving of precious foreign exchange. Further, with export of Soy meal, it contributes majorly to the foreign exchequer. With huge consumer market to cater to, big / multinationals corporations, have entered and the industry structure is in flux.

Opportunities and Threats

A fast growing economy and demand for Non-GMO grade Lecithin has opened a huge opportunity for Indian Soybean processors including your Company. However, the industry outlook largely depends on adequate & timely monsoon, conducive Government policy and favourable export market for Soy meal.

Risks and Concerns

Faced with the vagaries of monsoon, this agro-based industry has to tackle the uncertainties of raw material availability, low capacity utilization and volatile international prices of edible oils & Soy meal.

Internal Audit Adequacy

The Company's Internal Audit Section operates under the guidance of a qualified Chartered Accountant on retainership basis, to ensure internal checks and balances in finance and accounting aspects.

Financial Review

This aspect is dealt with in the beginning of this report. However, the Company continues to be a sick industrial unit registered with BIFR, with accumulated losses of Rs. 2146 Lacs, as at 31st March 2014.

Human Resources Relations

During the year, human resources relations remained mostly cordial. The management continued with the cost cutting measures. The employee strength as on 31st March, 2014 was 54.

Forward Looking Statement-Cautionary Statement

Forward-looking statements in the 'Management Discussion and Analysis' section are based on certain assumptions/ expectations of future events and are stated as required by applicable laws and regulations. Actual results could differ materially from those expressed or implied. Major factors that could make the difference to the Company's operations could be agro-climatic conditions, government policy, domestic & international market conditions and such other factors, which are beyond control of the management.

Place: Nagpur
Date: 30th August, 2014

Dr. S. G. Parate
CHAIRMAN



INDEPENDENT AUDITORS' REPORT

To
The Members of
UMRED AGRO COMPLEX LIMITED

REPORT ON FINANCIAL STATEMENTS

We have audited the accompanying financial statements of Umred Agro Complex Limited ("The Company"), which comprise the Balance Sheet as at March 31, 2014, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards notified under the Companies Act, 1956 (the Act) read with the General Circular 15/2013 and in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the accompanying financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India except

- i. Treatment of employees benefits as per Accounting Standard – 15 (Revised 2005), as stated in serial no. 10 of significant Accounting Policies – Note 1.
- ii. Stock of Bye – Products, which is valued at Net Realizable Value.
 - a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014.
 - b) In the case of the Statement of Profit and Loss Account, of the Loss for the year ended on that date; &
 - c) In the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

EMPHASIS OF MATTERS

1. We draw attention that, the accounts have been prepared on the principles applicable to a going concern despite significant erosion in net worth & viability of future operations, pending directives from honable, BIFR which is under review.



REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENT

1. As required by the Companies (Auditor's Report) Order, 2003, as amended by the "the Companies (Auditor's Report) Amendment Order, 2004 issued by the Central Government of India and in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227 (3) of the Act, we report that:
 - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books
 - c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow statement comply with Accounting Standards notified under the Act read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013;
 - e) On the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

Place: Nagpur
Date: 30th August, 2014

For Anil Mardikar & Co.
Chartered Accountants

(Anil B. Mardikar)
Partner
Mem.No.32778
FRN-100454W

ANNEXURE TO AUDITOR'S REPORT

(Referred to in paragraph (3) of our report of even date)

1. In respect of its Fixed Assets:
 - a) The Company has maintained records showing particulars regarding quantitative details and situation of Fixed Assets. However the format for this purpose differs from the one suggested under CARO-2003.
 - b) According to the information and explanations given to the fixed assets have been physically verified by the management at reasonable interval of time. In our opinion, the frequency of verification is reasonable having regard to the size of the company and the nature of fixed assets. To the best of our knowledge, no material discrepancies were noticed on such verification.
 - c) During the year company has not disposed off substantial part of fixed assets. Accordingly the provisions of clause 4(i) (c) of the companies (Auditor's Report) order 2003 are not applicable to the company.
2. In respect of its inventories:
 - a) As explained to us, the inventory has been physically verified during the year by the management. In our opinion the frequency of verification is reasonable.
 - b) In our opinion and according to information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
 - c) In our opinion and according to information and explanations given to us, the company is maintaining proper records of inventory. According to the information and explanation furnished to us, list of physical inventory is taken at the year-end and no material discrepancy noticed on such verification.



3. a) The company has not granted or taken any loans, secured or unsecured to/from companies, firms or other parties covered in the register maintained under section 301 of the companies act, 1956.
- 4 In our opinion and according to information and explanations given to us, there are adequate internal control systems commensurate with the size of the company and the nature of its business for the purchase of inventory, fixed assets and also for the sale of goods. During the course of our audit, no major weaknesses have been noticed in the internal control.
- 5 In respect of the contracts or arrangements referred to in Section 301 of the Companies Act, 1956:
- a) In our opinion and according to information and explanation given to us, the transactions that need to be entered in to the register maintained under section 301 of the Companies Act 1956 have been so entered.
- b) In our opinion and according to information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301 and exceeding the value of Five Lac Rupees in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
- 6 According to the information and explanations furnished to us, the company has not accepted any public deposits within the meaning of section 58 A and 58 AA of the Companies Act 1956.
- 7 According to the information and explanations given to us, the company has an internal audit system commensurate with the size and nature of its business. During the year under audit internal audit was carried out departmentally under the supervision of a Chartered Accountant.
- 8 The Central Government has prescribed maintenance of cost records under section 209 (1) (d) of the Companies Act, 1956 in respect of certain manufacturing activities of the Company. We have broadly reviewed the accounts and records of the company in this connection and are of the opinion, that prima facie, the prescribed accounts and records are have been maintained. We have not, however, made a detailed examination of the same.
- 9 a) According to the information and explanations furnished to us, during the year, undisputed statutory dues including provident fund, employees state insurance, income tax, excise duty, and other material statutory dues applicable to it not have been deposited with appropriate authorities during the year, which is as under.

Sr. No.	Nature of Liability	Amount Outstanding (in Rs.)
1.	Employees contribution to Provident Fund	326603.50
2.	Employers contribution to Provident Fund	326603.50
3.	TDS on Professional Fees	28836.00
4.	TDS on Salaries	170500.00
5.	TDS Contractors	59990.00
6.	TDs on Interest Unsecured Loan	1091924.00
7.	Gram Panchayat Cess Payable	90000.00
8.	Professional Tax	26400.00

- b) According to the information and explanations given to us, the following are be details of disputed dues as at the year end,

Sr. No	Name of the Institution	Nature of Dues Status	Amount (Rs. In Lacs)	Period to which the amount relates	Forum where dispute is pending
1.	Sales Tax	Assessed Interest & Penalty	52.28	1991-92	Sales Tax Dept.
2.	Sales Tax	Assessed Tax, Interest & Penalty	115.10	1992-93	Joint Comm. Sales Tax
3.	Sales Tax	Assessed Interest & Penalty	11.22	1993-94	Sales Tax Dept
4.	Sales Tax	Assessed Tax, Interest & Penalty	81.49	1994-95	Joint Comm. Sales Tax
5.	Sales Tax	Assessed Tax, Interest & Penalty	31.37	1996-97	Tribunal Sales Tax
6.	Sales Tax	Assessed Interest & Penalty	1.48	1997-98	Sales Tax Dept.
7.	Sales Tax	Assessed Interest & Penalty	0.99	1998-99	Sales Tax Dept.
8.	Sales Tax	Assessed Interest & Penalty	0.50	1999-00	Sales Tax Dept.



Sr. No	Name of the Institution	Nature of Dues Status	Amount (Rs. In Lacs)	Period to which the amount relates	Forum where dispute is pending
9.	Sales Tax	Assessed Tax, Interest & Penalty	298.20	2000-01	Appellate Authority
10.	Sales Tax	Assessed Tax, Interest & Penalty	437.15	2001-02	Appellate Authority
11.	Sales Tax	Assessed Tax, Interest & Penalty	394.98	2002-03	Appellate Authority
12.	Sales Tax	Assessed Tax, Interest & Penalty	142.87	2003-04	Appellate Authority
13.	Sales Tax	Assessed Interest & Penalty	1.77	2004-05	Sales Tax Dept.

- 10 The accumulated losses of the company are more than fifty percent of its paid up capital and free reserves. The company has incurred cash losses during the financial year covered by our audit and the immediate preceding financial year. The company is a sick industrial company within the meaning of Clause (O) of Sub section (1) of the Section 3 of the Sick industrial Companies (Special Provisions) Act 1985 (SICA). The company is implementing rehabilitation scheme sanctioned by BIFR on 24th November 2004.
- 11 In our opinion and according to the information and explanation given to us there are no overdue payables to Financial Institutions/Banks as on 31st March 2014.
- 12 According to the information & explanations furnished to us, the company has not granted any loans & advances on the basis of security by way of pledge of shares, debentures & other securities. Accordingly the provision of clause 4 (Xii) of the Companies (Auditors Report) order 2003 are not applicable to the company.
- 13 According to the information and explanations given to us, the company is not a chit fund or a nidhi mutual benefit fund / society. Accordingly the provision of clause 4 (xiii) of the Companies (Auditor's Report) order 2003 are not applicable to the company.
- 14 According to the information and explanations given to us, the company is not dealing in shares, securities, debentures and other investments. Accordingly the provision of clause 4 (xiv) of the Companies (Auditor's Report) order 2003 are not applicable to the company
- 15 According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from bank or financial institution.
- 16 According to the information and explanations furnished to us, and on an overall examination of the balance sheet of the company, we report that no funds raised on short term basis have been used for long term investments.
- 17 The company has not made any preferential allotment of shares to parties and companies covered in the register maintained u/s 301 of the Act, during the year.
- 18 According to the information and explanations furnished to us, the company has not issued any debentures and hence the provision of clause 4 (xix) of the Companies (Auditor's Report) order 2003 are not applicable to the company.
- 19 The Company has not raised any monies by way of public issue during the year.
- 20 To the best of our knowledge and belief and according to the information and explanations given to us, no frauds on or by the company has been noticed or reported during the course of our audit.

Place: Nagpur
Date: 30th August, 2014

For Anil Mardikar & Co.
Chartered Accountants

(Anil B. Mardikar)
Partner
Mem.No.32778
FRN-100454W

**BALANCE SHEET AS AT 31ST MARCH, 2014**

(All figures in Rs. Lacs)

	Note	As at 31-Mar-2014	As at 31-Mar-2013
EQUITY AND LIABILITIES			
Shareholder's Funds			
(a) Share Capital	2	813.06	813.06
(b) Reserves and Surplus	3	(1,704.81)	(1,550.98)
Share Application money pending allotment			
Non-Current Liabilities			
(a) Long-Term Borrowings	4	1,009.56	969.60
(b) Deferred Liability	5	43.17	43.17
Current Liabilities			
(a) Short-Term Borrowings	6	177.14	175.93
(b) Trade Payables	7	148.67	548.24
(c) Other Current Liabilities and Provisions	8	150.12	211.72
Total Equity & Liabilities		636.90	1,210.74
ASSETS			
Non-Current Assets			
(a) Fixed Assets	9		
Tangible Assets			
(i) Gross Block		1,701.28	1,690.07
(ii) Depreciation		1,330.73	1,260.80
(iii) Net Block		370.54	429.27
(b) Non-current investments	10	11.89	11.89
Current Assets			
(a) Inventories	11	132.23	517.88
(b) Trade Receivables	12	40.40	160.16
(c) Cash and cash equivalents	13	10.04	5.21
(d) Short-term loans and advances	14	71.81	86.34
Total Assets		636.90	1210.74

Note "2" to "14" form integral part of the Balance sheet

For Anil Mardikar & Co.
Chartered Accountants

(Anil B. Mardikar)
Partner
Mem.No.32778
FRN-100454W

Dr. S. G. Parate
(Chairman)

Uday Kamat
(Managing Director)

Arvind Bakde
(Whole Time Director)

Place: Nagpur
Date: 30th August, 2014



PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED ON 31ST MARCH 2014

(All figures in Rs. Lacs)

	Note	Year Ended 31-Mar-2014	Year Ended 31-Mar-2013
Revenue from operations	15	1,152.86	3,024.85
Other Income	16	510.64	355.95
Total Revenue		1,663.50	3,380.80
Expenses:			
Cost of materials consumed	17	710.56	1,856.12
Purchase of Stock-in-Trade		203.45	192.09
Changes in inventories of finished goods	18	136.49	684.21
Employee Benefit Expense	19	79.03	118.69
Financial Costs	20	177.26	168.07
Depreciation and Amortization Expense	9	69.93	77.62
Other Expenses	21	439.01	755.80
Total Expenses		1,815.73	3,852.59
Profit before exceptional and extra. items and tax		(152.23)	(471.79)
Prior Period Items		1.61	118.73
Profit before extraordinary items and tax		(153.84)	(590.52)
Extraordinary Items		0.00	-
Profit before tax		(153.84)	(590.52)
Tax expense		0.00	-
Profit(Loss) from the period from operations		(153.84)	(590.52)
Earning per equity share:		(1.90)	(7.31)
(1) Basic (Rs.)		(1.90)	(7.31)
(2) Diluted (Rs.)			

For Anil Mardikar & Co.
Chartered Accountants

(Anil B. Mardikar)
Partner
Mem.No.32778
FRN-100454W

Dr. S. G. Parate
(Chairman)

Uday Kamat
(Managing Director)

Arvind Bakde
(Whole Time Director)

Place: Nagpur
Date: 30th August, 2014



CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31-MARCH-14

	(Amount Rs. Lacs)	
	2013-14	2012-13
(A) Cash Flow from Operating Activities		
Net profit before Tax & Extraordinary Items	(153.84)	(590.52)
Adjustments for		
Depreciation	69.93	77.62
Operating Profit before Working Capital Changes	<u>(83.91)</u>	<u>(512.90)</u>
Adjustments for		
(Increase)/Decrease in Sundry Debtors/Receivables	119.76	(5.03)
(Increase)/Decrease in Inventories	385.65	1,447.99
(Increase)/Decrease in Loans & Advances	14.53	(1.88)
Increase/ (Decrease) in Current Liabilities	(459.96)	(1,044.46)
Cash Flow Generated from Operations	<u>59.98</u>	<u>396.62</u>
(A) Net Cash from Operating Activities	<u>(23.92)</u>	<u>(116.29)</u>
(B) Cash Flow from Investing Activities		
(Purchase/Additions) of Fixed Assets	(11.21)	-
(Purchase)/Sale of Investments	-	(1.55)
(B) Net Cash from Investing Activities	<u>(11.21)</u>	<u>(1.55)</u>
(C) Cash Flow from Financing Activities		
Proceeds from Issue of Share Capital	-	-
Proceeds/(Repayments) from Unsecured Loans under Rehab	-	-
Proceeds/(Repayments) from Long Term Borrowings	39.96	119.06
Proceeds/ (Repayments) from Deferred Funds	-	-
(C) Net Cash from in Financing Activities	<u>39.96</u>	<u>119.06</u>
Net Increase/ (Decrease) in Cash & Cash Equivalents	<u>4.83</u>	<u>1.22</u>
Opening Balance Cash & Cash Equivalent	5.21	3.99
Closing Balance Cash & Cash Equivalent	10.04	5.21

(*Previous Period figures have been re-arranged/ re-grouped and re-classified wherever necessary.)

Place : Nagpur

For and on behalf of the Board

Date : 30th August, 2014

(Uday Kamat)
Managing Director

We have examined the aforesaid Cash Flow Statement of Umred Agro Complex Ltd. for the year ended 31st March, 2014. The statement has been prepared by the Company in accordance with the requirements of listing agreement with the Stock Exchange and is based on and in agreement with the corresponding Profit and Loss account and Balance Sheet of the Company covered by our report of even date to the Members of the Company.

Place : Nagpur
Date : 30th August, 2014

For Anil Mardikar & Co.
Chartered Accountants

(Anil Mardikar)
Partner
Mem. No. 32778



Notes to the Financial Statements for the year ended on 31st March 2014

1. SIGNIFICANT ACCOUNTING POLICIES ADOPTED IN PREPARATION AND PRESENTATION OF THE ACCOUNTS:

A. General

The accompanying financial statements have been prepared under the Historical Cost Convention and in accordance with the normally accepted accounting principles.

B. Capital Expenditure/ Fixed Assets

Fixed Assets are stated at historical cost less depreciation. Costs comprise of the purchase price and any cost attributed cost of bringing the asset to working condition for its intended use.

C. Investments

Investments are stated at cost.

D. Inventories

Stocks of raw materials, stores, spares, packing materials, chemicals and coal etc. are valued at Cost. Finished goods and stock-in-process are valued at Net Realizable Value.

E. Sales and Purchase

Sales and Purchase are recognised at the time of dispatch/ arrival of goods.

F. Other Income

Income from investments, interest, export incentives, rent etc. are accounted on accrual basis.

G. Prior Period Expenses/ Income

The Company follows the practice of making adjustments through "Expenses/ Income under/over provided in previous years" in respect of extra ordinary transactions only pertaining to the period prior to current accounting period.

H. Depreciation

Depreciation has been provided as per Straight-line method & at the prescribed rates given under Schedule XIV of the Companies Act, 1956 as amended from time to time. Depreciation on Assets added during the period is provided on pro-rata basis.

I. Revenue and Expenditure Recognition

Revenue is recognised when no significant uncertainties as to the measurability or realisability of any claim exist.

J. Retirement Benefits

Contributions to Provident Funds, payment of Gratuity and Leave encashment, as and when arise, are charged to revenue.

K. Deferred Revenue Expenditure

Preliminary & Share Issue Expenses are amortized over a period of Ten years. The expenditure incurred on advertising/launching of branded consumer products is amortized over a period of Three years from the year of incurring expenditure.

L. Foreign Currency Transaction

Transactions in foreign currency are recorded at rates of exchange in force at the time transactions are effected. Exchange differences are accounted in the year of actual realisation.



Sr. No	Particulars	As at 31-Mar-2014	As at 31-Mar-2013
a)	Authorised Share Capital 98,50,000 Shares of Rs. 10/- each (Previous Year 98,50,000 Shares of Rs. 10/- each)	985.00	985.00
	15,000 Preference Shares of Rs. 100/- each (Previous Year 15,000 Shares of Rs. 100/- each)	15.00	15.00
	TOTAL	1000.00	1000.00
b)	Issued, Subscribed and Paidup Capital 80,80,600 Equity Shares of Rs. 10 each, fully (Previous Year 80,80,600 Equity Shares of Rs. 10/- each)	808.06	808.06
	5,000 – 14% Preference Shares of Rs. 100/- each (Previous Year 5,000 shares of Rs. 100/- each)	5.00	5.00
c)	During the year the Company has not issued any shares		
	TOTAL	813.06	813.06
d)	Details of share holders holding more than 5% of Shares in the company		
	i) M/S Vibrant Market Themes Pvt. Ltd. Number of Shares	16,50,000	16,50,000
	% of Holdings	20.42%	20.42%
	ii) M/s Nagpur Imports and Exports Pvt. Ltd. Number of Shares	14,70,000	14,70,000
	% of Holdings	18.19%	18.19%
3.	Reserve and Surplus		
a)	Central Investment Subsidy	12.75	12.75
b)	Share Premium	321.93	321.93
c)	Capital Reserve	106.42	106.42
	Debit Balance in Profit and Loss Account		
d)	Opening Balance		
	Add: Balance from Statement of Profit and Loss Account	(1992.07)	(1401.55)
	Closing Balance	(153.84)	(590.52)
	TOTAL	(1704.81)	(1550.98)
4.	Long Term Borrowings		
a)	Advance from Cargill India Pvt. Ltd. (Secured by First Charge on Fixed Assets of the Company and personal guarantee of Directors. Total amount outstanding as on balance sheet date is due, Pending Reschedulement.)	741.89	709.68
b)	Term Loan from Tirupati Co. Op. Bank Ltd. (Against Hypo. of Lecithin Plant and Personal Guaranties of Directors/Others. Repayable in 36 monthly installments of Rs. 1.63 Lacs starting from June-2011)	12.44	27.16
c)	Working Capital Term Loan from Tirupati Urban Co-op. Bank Ltd. (Against Hypo. of Stock in trade and Book Debts and Personal Guarantee of Directors/Others. Repayable in 60 monthly installments after moratorium of 24 months i.e. w.e.f. August 2012)	255.23	232.76
	TOTAL	1009.56	969.60



Sr. No	Particulars	As at 31-Mar-2014	As at 31-Mar-2013
5.	Deferred Liability		
a)	Sales Tax dues	43.17	43.17
	TOTAL	43.17	43.17
6.	Short Term Borrowings		
a)	Working Capital Cash Credit Limit from Tirupati Urban Co. Op. Bank Ltd. (Against Hypo of Stock in Trade and Book Debts, Collateral Security and Personal Gurantee of Directors/Others)	151.86	152.21
b)	Over Draft facility form ICICI Bank Ltd. (Unsecured Advance)	25.28	23.72
	TOTAL	177.14	175.93
7.	Trades Payable		
a)	Utilities ,Chemicals and Spares	171.00	132.54
b)	Raw Materials	54.56	168.85
c)	Advance for Finished Goods	76.78	243.69
d)	Advance form M/s Cargill India Pvt. Ltd	0.11	3.16
	TOTAL	148.67	548.24
8.	Other Current Liabilities		
a)	Provision for Employee Benefits	37.54	49.77
b)	Other Liability	112.59	161.95
	TOTAL	150.12	211.72
10.	Non Current Investment		
a)	NSC/Fixed Deposits	0.70	0.70
b)	Shares of Tirupati Urban Co. Op. Bank	11.19	11.19
	TOTAL	11.89	11.89
11.	Inventories		
a)	Stores and Spares	26.87	35.83
b)	Material (incl Packing Material)	38.70	283.51
c)	Chemicals /Hexane/ Coal	36.28	35.37
d)	Finished Goods (incl. Bye Products)	30.38	163.18
	TOTAL	132.23	517.88
12.	Trade Receivables (Unsecured Considered Good unless Provided for)		
a)	Over Six Months	0.62	0.62
b)	Others	39.78	159.54
	TOTAL	40.40	160.16
13.	Cash & Cash Equivalent		
a)	Cash-in-Hand Cash Balance	3.06	2.34
b)	Bank Balance Balances with Scheduled Banks in Current Accounts	6.98	2.87
	TOTAL	10.04	5.21



Note - 9
Fixed Assets as on 31st March, 2014
(Amount in Rs. Lacs)

Sr. No	Particulars	Gross Block		Depreciation			Net Block		
		Value at 1-Apr-13	Addition during the year	Value at 31-Mar-14	Value at the beginning	Addition during the year	Deduction during the year	Value at 31-Mar-14	WDV as on 31-Mar-13
	Tangible Assets								
1	Land	4.46		4.46		-		4.46	4.46
2	Site Development	12.57		12.57	6.84	-		5.31	5.73
3	Building	263.36		263.36	104.66	0.42		153.46	158.70
4	Plant and Machinery	1,349.08	9.46	1,358.54	1,091.27	5.24		204.45	257.81
5	Electrical Installations	27.34		27.34	24.78	62.82		1.12	2.57
6	Furnitures & Fixtures	22.94		22.94	22.94	1.45		0.00	0.00
7	Office Equipment	2.66		2.66	2.66	-		0.00	0.00
8	Computer	6.85		6.85	6.85	0.00		0.00	0.00
9	Lab Equipemnt	0.80		0.80	0.80	-		0.00	0.00
	SUB TOTAL (A)	1,690.07	9.46	1,699.53	1,260.80	69.93		368.79	429.27
	Capital Work-in-progress	-	1.75	1.75	-	-		1.75	-
	Total (Current Year)	1,690.07	11.21	1,701.28	1,260.80	69.93		370.54	429.27
	Previous Year	1,690.07	-	1,690.07	1,183.18	77.62		429.27	506.89



Sr. No	Particulars	As at 31-Mar-2014	As at 31-Mar-2013
14.	Loans & Advances		
a)	Advances recoverable in Cash or Kind	7.56	9.38
b)	Claims/ Charges Receivable	47.55	54.19
c)	Deposits	15.21	20.67
d)	Prepaid Expenses	1.49	2.09
	TOTAL	71.81	86.34
15.	Revenue from Operations		
a)	Oil Sale (net of taxes)	190.25	1214.51
b)	De- Oiled Cake	948.08	1738.25
c)	Bye-Products/Other Items	14.53	74.83
	SUB TOTAL	1152.86	3027.59
	Less : Excise Duty	0.00	2.74
	TOTAL	1152.86	3024.85
16.	Other Income		
a)	Processing Charges (SEP)	503.55	352.57
b)	Processing Charges (VOR)	3.23	0.00
c)	Other Misc. Income	3.86	3.38
	TOTAL	510.64	355.95
17.	Cost of Material Consumed		
a)	Soya seed and Crude Oil (incl. Packing)	710.56	1856.12
b)	Trading Purchases	203.45	192.09
	TOTAL	914.00	2048.21
18.	Change in Inventories		
a)	Opening Stock of Finished Goods and Bye Products	159.98	844.19
b)	Closing Stock of Finished Goods and Bye Products	23.49	159.98
	TOTAL	136.49	684.21
19.	Employment Benefit Expenses		
a)	Salaries and Wages	46.17	107.55
b)	Bonus, Contribution to PF & ESIC , other benefits	32.86	11.14
	TOTAL	79.03	118.69
20.	Financial Cost		
a)	Interest	176.48	164.30
b)	Other Financial Charges	0.78	3.77
	TOTAL	177.26	168.07
21.	Other Expenses		
a)	Manufacturing Expenses		
	Power & Fuel	242.70	202.17
	Chemicals and Hexane	81.47	64.24
	Consumption of stores and spares	23.77	25.26
	Repairs and maintenance to plant & machinery	4.06	6.19
	Other Manufacturing Expenses	62.91	37.31
	Insurance	0.98	1.75
		413.94	336.92
b)	Selling Expenses		
	Contract settlement A/c	5.37	98.40
	Quality rebate & Compensation	0.24	294.61
	Others Selling Expenses	0.13	2.41
		5.74	395.42
c)	Administrative Expenses		
	Travelling and Conveyance	3.86	3.27
	Communication and Other Admin Exp	12.07	6.14
	Legal and consultancy Expenses	2.86	13.50
	Auditors Remuneration:	0.35	0.39
	Statutory Audit Fees	0.20	0.16
	Tax Audit Fees	19.33	23.46
	TOTAL	439.01	755.80



22. The Financial statements for the year ended on 31st March 2013 and 31st March 2014 are prepared as per Revised Schedule VI of the companies Act 1961.

23. Figures have been rounded off to the nearest place of second decimal, where specified in Rs. Lacs. The figures specified in full value have been rounded off to the nearest rupee.

24. CONTINGENT LIABILITIES NOT PROVIDED FOR:

- a) Pending disputes of quality/ quantity regarding sale/ purchase. Adjustments in respect of these matters are made in the Profit & Loss A/C as and when they are settled with the party.
- b) Claims, counter claims arising out of disputes/ litigation regarding trade transactions, contracts, Joint Ventures, Memorandum of Understandings, sale/ purchase arrangements, processing agreements, not acknowledged as liabilities.
- c) The amount of Rs. 8.16 Lacs towards recompense of sacrifices made by Maharashtra State Electricity Distribution Company Limited (MSEDCL) under Rehabilitation Scheme (MRS 2004) to be paid after successful completion of the same
- d) Details of Disputed Sales Tax dues are as follows:

Year	Amount (Rs. Lacs)	Nature	Remark
1991-92	52.28	Interest & Penalty	Special Application Moved for Payment by Installment with Joint Comm. Sales Tax Nagpur.
1992-93	115.10	Principal & Interest	Order set aside, sent back for fresh Assessment.
1993-94	11.22	Interest & Penalty	Special Application Moved for Payment by Installment with Joint Comm. Sales Tax Nagpur
1994-95	81.49	Principal & Interest	Appellate Authority has fixed part payment. Stay not operative due to outstanding Part Payment
1996-97	31.37	Principal & Interest	Appeal Pending before first Appellate Authority
1997-98	0.28	Interest	Appeal Pending
1998-99	0.99	Interest	Appeal Pending
1999-00	0.50	Interest	Appeal Pending
2000-01	298.20	Principal & Interest	Appeal submitted.
2001-02	437.15	Principal Interest	Appeal Pending
2002-03	394.98	Principal Interest	Appeal Pending
2003-04	142.87	Principal Interest	Appeal Pending
2004-05	1.77	Interest	Appeal Pending

25. Dividend due on 14% Cumulative Redeemable Preference Shares Capital of Rs. 5.00 Lacs from the year 2008-09 amounting to Rs. 3, 50,000/- not paid/provided for.

26. As operations of the company comprise only Solvent Extraction and Refinery, no separate Segmental Reporting is considered necessary.

27. On the basis of accounts compiled for the financial year there is no taxable income hence, no provision for taxation for the assessment year is being made.



28. Deferred tax Assets have not been created in view of Accumulated Loss and Unabsorbed Depreciation. This is in conformity of AS-22 "Accounting for Taxes on Income" issued by ICAI.
29. Earnings in Foreign Exchange Export of Goods on F.O.B. basis during the year were Rs Nil (Previous Year Rs.Nil). Foreign Exchange outgo was Nil (Previous Year Rs.Nil).
30. The Company has availed the services of the Company Secretary as Retainer.
31. Related parties Disclosure as required by Accounting Standard 18 of ICAI

a) Key Management Personnel

Mr. Uday S. Kamat, Managing Director
Mr. Arvind W. Bakde, Whole Time Director

b) Other Related Parties (Key Management Personnel having Significant influence)

M/S Vibrant Market Themes Pvt. Ltd.
M/S Yash Agro Energy Ltd.

c) Transactions with related parties during the year

Rs. Lacs

Transactions	Key Management Personnel	Other Related Parties	Total
Purchase of goods/Expenses	0.00	202.01	202.01
Sales of Goods	0.00	5.12	5.12
Remuneration	10.55	0.00	10.55

These are the note referred in Balance Sheet and Statement of Profit and Loss

For and on behalf of the Board

For Anil Mardikar & Co.
Chartered Accountants

(Anil B. Mardikar)
Partner
Mem.No.32778
FRN-100454W

Dr. S. G. Parate
(Chairman)

Uday Kamat
(Managing Director)

Arvind Bakde
(Whole Time Director)

Place: Nagpur
Date: 30-Aug-14

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