



AUDITOR'S CERTIFICATE

We have verified the above Cash Flow Statement of ITL Industries Limited derived from the financial statement for the year ended 31st March, 2013 and found the same to be in accordance therewith and also with the requirements of Clause 32 of the Listing agreement with Stock Exchanges.

For MAHAVEER M JAIN AND CO.
(Chartered Accountants)

MAHAVEER K. JAIN
(Proprietor)
Membership No : 70966
Reg No. :001749C

Date : 30/05/2013
Place : INDORE

STATEMENT PURSUANT TO SECTION 312 OF THE COMPANIES ACT, 1956 RELATING TO SUBSIDIARY COMPANIES

1	Name of the Subsidiary	Dimart Engineering Pvt. LTD.	M.M. Metals Pvt. Ltd.
2	Number of Shares in the Subsidiary Company held by ITL Industries Ltd.		
	(a) Equity Shares	40000	21500
	(b) Equity Holding	80%	89.58%
3	The Net Aggregate of Profits / (Losses) of the Subsidiary Company for its Financial year so far as they concern Member of ITL Industries Ltd. :-	The Company has not commenced business operations, however it has undertaken agricultural activities on the vacant land	Since this being the first year of operations after "recall of liquidation" and the company has not commenced business operations, hence there is no profit or loss.
	(a) Dealt with in the Accounts of ITL Industries Ltd. for the year ended 31/03/2013	0.20 Lacs	NIL
	(b) Not Dealt with in the Accounts of ITL Industries Limited for the year ended 31/03/2013 (Net of Taxes)	NIL	NIL
4	The Net Aggregate of Profits / (Losses) of the Subsidiary Company for the previous financial year so far as they concern the Member of ITL Industries Ltd. :-		
	(a) Dealt with in the Accounts of ITL Industries Ltd. upto year ended 31/03/2012	0.31 Lacs	NIL
	(b) Not Dealt with in the Accounts of ITL Industries Ltd. upto year ended 31/03/2012	NIL	NIL

Note: As the financial year of the Company coincide with the financial year of the holding Company, Section 212(5) of the Companies Act, 1956, is not applicable.



DIRECTOR'S REPORT

To
The Members,
Dimart Engineering Pvt. Ltd,
Indore

Dear Shareholders,
Your Directors have pleasure in presenting the 4th Annual Report on the business and operations of the Company and Audited Statement of Accounts of the Company for the year ended 31 March, 2013.

FINANCIAL RESULTS

The Company has earned net profit of ` 0.20 lac out of agricultural activities undertaken by the Company.

GENERAL REVIEW

The Company has not commenced its business operations. However the Company has undertaken Agricultural activities on the land purchased. The planned project to establish an Industrial unit has been kept on hold.

ACCEPTANCE OF DEPOSITS

The Company has not accepted any deposits during the year under review.

PARTICULARS OF EMPLOYEES

None of the employee of the company received remuneration in excess of the limit specified u/s 217 (2A) of the Companies Act, 1956.

DISCLOSURE OF PARTICULARS WITH RESPECT OF CONSERVATION OF ENERGY

The details as required by Companies (Disclosure of particulars in Report of Board of Directors) Rules, 1988 for conservation of Energy, Technology Absorption and Foreign Exchange earnings and outgo are not applicable to the Company, having regard to the nature of business of the Company.

DIRECTOR RESPONSIBILITY STATEMENT

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

1. In presentation of the annual accounts, the applicable standards have been followed along with proper explanation relating to material departures;
2. The Directors 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 your Company at the end of the financial year and of the profit of the Company for that period;
3. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of your Company and for preventing and detecting fraud and other irregularities;
4. The Directors have prepared the annual accounts on a going concern basis.

AUDITORS

M/s Mahaveer M. Jain & Co., Chartered Accountants, retiring auditor is eligible for re-appointment and offers them for reappointment.

APPRECIATION

We wish to place on record our deep and sincere appreciation for the contribution made by the workers, staff and executives to the performance of the Company.

For and On behalf of the Board

(Rajendra Singh Jain)
Director

(Mahendra Singh Jain)
Director

Date : 30.05.2013
Place :Indore



Independent Auditor's Report

To
The Members of
Dimart Engineering Private Limited

We have audited the accompanying financial statements of Dimart Engineering Private Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2013, and the Statement of Profit and Loss for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position and financial performance of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). 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.

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. 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.

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

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
- b) in the case of the Profit and Loss Account, of the profit for the year ended on that date.
1. As required by the Companies (Auditor's Report) Order, 2003 ("the order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, the report include 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 and Statement of Profit and Loss, dealt with by this Report are in agreement with the books of account.
 - d) in our opinion, the Balance Sheet and Statement of Profit and Loss comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;
 - e) on the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
 - f) Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

For MAHAVEER M JAIN AND CO.
 (Chartered Accountants)

MAHAVEER K. JAIN
 (Proprietor)
 Membership No : 70966
 Reg No. : 001749C

Date : 30/05/2013
 Place : INDORE

**ANNEXURE**

**The Annexure referred to in paragraph 1 of the Our Report of even date to the members of
Dimart Engineering Private Limited on the accounts of
the company for the year ended 31st March, 2013.**

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

1. (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
(b) As explained to us, fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.
(c) In our opinion and according to the information and explanations given to us, no fixed asset has been disposed during the year and therefore does not affect the going concern assumption.
2. (a) As explained to us, inventories have been physically verified during the year by the management at reasonable intervals.
(b) In our opinion and according to the 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 on the basis of our examination of the records, the Company is generally maintaining proper records of its inventories. No material discrepancy was noticed on physical verification of stocks by the management as compared to book records.
3. (a) to (d) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956. Consequently, the provisions of clauses iii (b), iii(c) and iii (d) of the order are not applicable to the Company.
(e) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has taken loans/advances from companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956. The maximum amount involved during the year was ` 2,65,13,592/- and the year end balances of loans/advances taken from such parties was ` 2,56,48,132/-.
(f) In our opinion and according to the information and explanations given to us, the rate of interest and other terms and conditions for such loans are not prima facie prejudicial to the interest of the company.
(g) In respect of loans taken from ITL Industries Limited, (The holding Company) no terms for repayment of principal and interest have been specified. The company is regular in repayment of loan as & when asked by the Holding Company.
4. In our opinion and according to the information and explanations given to us, there is generally an adequate internal control procedure commensurate with the size of the company and the nature of its business, for the purchase of inventories & fixed assets and payment for expenses & for sale of goods. During the course of our audit, no major instance of continuing failure to correct any weaknesses in the internal controls has been noticed.
5. a) Based on the audit procedures applied by us and according to the information and explanations provided by the management, the particulars of contracts or arrangements referred to in section 301 of the Act have been entered in the register required to be maintained under that section.
b) As per information & explanations given to us and in our opinion, the transaction entered into by the company with parties covered u/s 301 of the Act are made at price which are reasonable having regard to prevailing market prices at the relevant time .
6. The Company has not accepted any deposits from the public covered under section 58A and 58AA of the Companies Act, 1956.



7. As per information & explanations given by the management, the provisions for internal audit are not applicable to the company.
8. As per information & explanation given by the management, provisions for maintenance of cost records as prescribed by the Central Government under clause (d) of sub-section (1) of section 209 of the Act are not applicable to the company.
9. (a) According to the records of the company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, cess to the extent applicable and any other statutory dues have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us there were no outstanding statutory dues as on 31st of March, 2013 for a period of more than six months from the date they became payable.
(b) According to the information and explanations given to us, there is no amounts payable in respect of income tax, wealth tax, service tax, sales tax, customs duty and excise duty which have not been deposited on account of any disputes.
10. The Company has not commenced its operation. Pre-operative & Preliminary Expenses shall be written off in the year of operational profits.
11. Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that, the Company has not defaulted in repayment of dues to a financial institution/ bank.
12. According to the information and explanations given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. The Company is not a chit fund or a nidhi /mutual benefit fund/society. Therefore, the provision of this clause of the Companies (Auditor's Report) Order, 2003 (as amended) is not applicable to the Company.
14. According to information and explanations given to us, the Company is not dealing in or trading in Shares, Mutual funds & other Investments. Accordingly the provisions of clause 4(xiv) of the order are not applicable to the company.
15. According to the information and explanations given to us, the Company has not given any guarantees for loan taken by others from a bank or financial institution.
16. Based on our audit procedures and on the information given by the management, we report that the term loans raised by the company during the year has been applied for the purpose for which it was raised.
17. Based on the information and explanations given to us and on an overall examination of the Balance Sheet of the Company as at 31st March, 2013, we report that no funds raised on short-term basis have been used for long-term investment by the Company.
18. Based on the audit procedures performed and the information and explanations given to us by the management, we report that the Company has not made any preferential allotment of shares during the year.
19. The Company has no outstanding debentures during the period under audit.
20. The Company has not raised any money by public issue during the year.
21. Based on the audit procedures performed and the information and explanations given to us, we report that no fraud on or by the Company has been noticed or reported during the year, nor have we been informed of such case by the management.

For MAHAVEER M JAIN AND CO.
(Chartered Accountants)

MAHAVEER K. JAIN
(Proprietor)
Membership No : 70966
Reg No. :001749C

Date : 30/05/2013
Place : INDORE



BALANCE SHEET AS AT 31 MARCH, 2013

(Amount in `)

	Particulars	Note No.	Amount As At 31.03.2013	Amount As At 31.03.2012
A	EQUITY AND LIABILITIES			
1	Shareholders' funds			
	(a) Share capital	3	500,000	500,000
	(b) Reserves and surplus	4	112,693	92,239
2	Non Current Liabilities			
	(a) Long-term borrowings	5	4,082,800	4,104,239
3	Current liabilities			
	(a) Short-term borrowings	6	25,030,057	23,856,977
	(b) Trade payables	7	0	330,960
	(c) Other current liabilities	8	1,846,103	1,279,435
	TOTAL		31,571,653	30,163,850
B	ASSETS			
1	Non-current assets			
	(a) Fixed assets			
	Tangible assets	9	29,039,239	28,399,061
	(b) Long-term loans and advances	10	1,200	1,200
	(c) Other Non- Current Assets	11	1,136,507	345,160
2	Current assets			
	(a) Inventory (WIP at Cost)		775,000	1,239,160
	(b) Cash and cash equivalents	12	191,495	128,526
	(c) Sundry Debtors	13	428,000	0
	(d) Short-term loans and advances	14	212	50,743
	TOTAL		31,571,653	30,163,850
	Corporate Information & Significant accounting policies	1 to 2		
	Notes on financial statements	3 to 21		

The notes are an integral part of these financial statements.
In terms of our report attached.

For and on behalf of the Board of Directors

FORMAHAVEERM. JAIN & CO.
CHARTERED ACCOUNTANTS

(RAJENDRA SINGH JAIN)
DIRECTOR

(MAHENDRA SINGH JAIN)
DIRECTOR

(Mahaveer K. Jain)
Proprietor

DATED : 30/05/2013
PLACE : INDORE



STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31st MARCH, 2013

(Amount in `)

Particulars	Note No.	For the Year 2012-13	For the Year 2011-12
A CONTINUING OPERATIONS			
1 Revenue from Operations (Gross) Sales of vegetables/Fruits		817,000	58,100
2 Total revenue		817,000	58,100
3 Expenses			
(a) Agricultural Expenses	15	294,413	1,239,160
(b) Employee benefits expense	16	7,113	9,450
(c) Depreciation and amortisation expense	9	0	0
(d) Other expenses	17	30,860	17,957
(e) Changes in inventories of finished goods, work-in-progress and stock-in-trade		464,160	-1,239,160
Total expenses		796,546	27,407
4 Profit / (Loss) before exceptional and extraordinary items and tax (2 - 3)		20,454	30,693
5 Exceptional items		0	0
6 Profit / (Loss) before extraordinary items and tax (4 ± 5)		20,454	30,693
7 Extra Ordinary items		0	0
8 Profit / (Loss) before tax (6 ± 7)		20,454	30,693
9 Tax expenses:			
(a) Current tax expense for current year		0	0
(b) (Less): MAT credit (where applicable)		0	0
(c) Net current tax expenses		0	0
(d) Deferred tax		0	0
10 Profit / (Loss) from continuing operations (8 ± 9)		20,454	30,693
11 Profit / (Loss) for the year		20,454	30,693
12 Earning Per Share	19	0.41	0.61
Corporate Information and Significant accounting policies Notes on financial statements	1 to 2 3 to 21		

For and on behalf of the Board of Directors

(RAJENDRASINGH JAIN)
DIRECTOR

(MAHENDRASINGH JAIN)
DIRECTOR

FORMAHAVEER M. JAIN & CO.
CHARTERED ACCOUNTANTS

(Mahaveer K. Jain)
Proprietor

DATED : 30/05/2013
PLACE : INDORE



**NOTES FORMING PART OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31.03.2013**

NOTE	PARTICULARS
1	Corporate Information Dimart Engineering Private Limited is engaged in agricultural activities . Growing Vegetables & other Crops under Poly house with the aid of new Techniques is the main activity undertaken by the Company. Registered office of the company is situated at 305, Samyak Tower, 16/3, Old Palasia, Indore 452 001 (M.P.)
2	Significant accounting policies
2.1	Basis of accounting and preparation of financial statements The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared on accrual basis under the historical cost convention . The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.
2.2	Use of estimates The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialised.
2.3	Inventories Inventories are valued at cost. Cost includes all charges in bringing the goods to the point of sale, including octroi and other levies, transit insurance and receiving charges.
2.4	Depreciation and amortisation Depreciation has been provided on the straight-line method as per the rates prescribed in Schedule XIV to the Companies Act, 1956 . The Company has not commenced its business activities during the year, hence no provision for Depreciation has been made in accounts.
2.5	Revenue recognition Sale of goods / services: Sales of Goods is recognized on transfer of significant risks and rewards of ownership to the buyer.
2.6	Tangible fixed assets Fixed assets are carried at cost less accumulated depreciation and impairment losses, if any. The cost of fixed assets includes interest on borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use and other incidental expenses incurred up to that date. Exchange differences arising on restatement / settlement of long-term foreign currency borrowings relating to acquisition of depreciable fixed assets are adjusted to the cost of the respective assets and depreciated over the remaining useful life of such assets. Machinery spares which can be used only in connection with an item of fixed asset and whose use is expected to be irregular are capitalised and depreciated over the useful life of the principal item of the relevant assets. Subsequent expenditure relating to fixed assets is capitalised only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.
2.7	Employee benefits Employee benefits include salary and other allowances to which the employee is entitled.
2.8	Segment reporting The company has no sales except sale of agricultural product in India and such there are no reportable geographical segments.
2.9	Earnings per share Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year.



2.10 Taxes on income

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.

Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognised only if there is virtual certainty that there will be sufficient future taxable income available to realise such assets. Deferred tax assets are recognised for timing differences of other items only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised.

2.11 Treatment of Prior Period and Extra Ordinary Items

Any material (other than those arising out of over/ under estimation in earlier years) arising as a result of error or omission in preparation of earlier years' financial statements are separately disclosed.

2.12 Provisions, Contingent liabilities and Contingent Assets

A provision is made based on reliable estimate when it is probable that an outflow or resources embodying economic benefits will be required to settle an obligation. Contingent liabilities, if material, are disclosed by way of notes to accounts. Contingent assets are not recognized or disclosed in the financial statements.

Particulars	As at 31 March, 2013 (Amount in `)	As at 31 March, 2012 (Amount in `)
Note No. 3 :		
Share capital		
(a) Authorised 50000(Previous Year 50000) Equity shares of ` 10/- each with voting rights	500,000	500,000
(b) Issued 50000(Previous Year 50000) Equity shares of ` 10/- each with voting rights	500,000	500,000
(c) Subscribed and fully paid up 50000(Previous Year 50000) Equity shares of ` 10/- each with voting rights	500,000	500,000

Details of Shares held by Shareholders holding more than 5% of the Aggregate (Amount in `)

Name	Shares	Percentage	As at 31 March, 2013 (No. of Shares)	As at 31 March, 2012 (No. of Shares)
1. ITL Industries Limited (Holding Company)	40000 Shares	80%	40,000	40,000
2. Shri Rajendra Singh Jain	5000 Shares	10%	5,000	5,000
3. Shri Mahendra Singh Jain	5000 Shares	10%	5,000	5,000

Note 4 : Reserves and Surplus

Particulars	As at 31 March, 2013 (Amount in `)	As at 31 March, 2012 (Amount in `)
(a) Surplus / (Deficit) in Statement of Profit and Loss		
Opening Balance	92,239	61,546
Add: Profit / (Loss) for the year	20,454	30,693
Less : Amount transferred to General Reserve	-	-
TOTAL	112,693	92,239



(Amount in `)

Particulars	As at 31 March, 2013	As at 31 March, 2012
Note 5 :		
Long-term borrowings		
(a) Term loans		
From banks		
Secured		
From Bank of Baroda (Ag. Hypn. Of Crops, Plant & Machinery & Mortgage of 2.218 Acres of Agri-Land) Repayable in 10 Half yearly Instalments of ` 5.83 Lacs each and last of such Instalment of ` 5.85 Lacs, w.e.f. Jan 2013)	5,248,800	4,687,239
Less: Transferred to Current Maturities of Long Term Debts	1,166,000	583,000
TOTAL	4,082,800	4,104,239
Note 6 :		
Short-term borrowings		
(a) Loans and advances from related parties		
Unsecured		
From Shri Mahendra Singh Jain	15,350	15,350
From Shri Rajendra Singh Jain	15,350	15,350
From ITL Industries Ltd.(Holding Company)	24,999,357	23,826,277
TOTAL	25,030,057	23,856,977
Note 7 :		
Trade Payable		
(a) Indore Tools Private Limited	-	330,960
TOTAL	-	330,960
Note 8 :		
Other current liabilities		
(a) Current maturities of long-term debt	1,166,000	583,000
(b) Interest accrued but not due on borrowings	0	81,703
(c) Other payables		
(i) Payables on purchase of fixed assets	672,603	601,605
(ii) Contractually reimbursable expenses	7,500	13,127
Outstanding Expenses		
TOTAL	1,846,103	1,279,435

Note 9 : Fixed Assets

(A) Tangible assets Owned by the Company	Gross block			Accumulated depreciation and impairment			Net Block	
	Balance as at 1 April, 2012	Additions	Balance as at 31 March, 2013	Balance as at 1 April, 2012	Depreciation/ amortisation expense for the year	Balance as at 31 March, 2013	Balance as at 31 March, 2013	Balance as at 31 March, 2012
	(`)	(`)	(`)	(`)	(`)	(`)	(`)	(`)
(a) Buildings (Agri. Building & fencing)	433,786	29,453	463,239	0	0	0	463,239	433,786
(b) Land	21,963,500	0	21,963,500	0	0	0	21,963,500	21,963,500
(c) Green House	4,501,443	175,162	4,676,605	0	0	0	4,676,605	4,501,443
(d) Irrigation Source Development	115,783	335,683	451,466	0	0	0	451,466	115,783
(e) Irrigation System	630,515	62,190	692,705	0	0	0	692,705	630,515
(f) Land Development	498,959	19,025	517,984	0	0	0	517,984	498,959
(g) Machinery & Tools	151,300	900	152,200	0	0	0	152,200	151,300
(h) Miscellaneous Agricultural Equipments	103,775	17,765	121,540	0	0	0	121,540	103,775
Total	28,399,061	640,178	29,039,239	0	0	0	29,039,239	28,399,061
Previous Year	21,963,500	6,435,561	28,399,061	0	0	0	28,399,061	0



(Amount in `)

Particulars	As at 31 March, 2013	As at 31 March, 2012
Note 10 :		
Long-term loans and advances		
(a) Security deposit		
Unsecured, considered good	1,200	1,200
TOTAL	1,200	1,200
Note 11 :		
Other Non- Current Assets		
(a) Unamortised expenses		
(i) Preliminary Expenses	31,350	31,350
(ii) Preoperative Expenses	1,105,157	313,810
TOTAL	1,136,507	345,160
Note 12 :		
Cash and cash equivalents		
(a) Cash on hand	171,584	85,631
(b) Balances with banks		
(i) In current accounts	19,911	42,895
TOTAL	191,495	128,526
Note 13 :		
Sundry Debtors		
Trade Receivables outstanding for a period exceeding 6 Months	210,000	0
Other Trade Receivables	218,000	0
(Both Unsecured & considered good)		
TOTAL	428,000	0
Note 14 :		
Short-term loans and advances		
(a) Prepaid expenses - Unsecured, considered good		
Prepaid Expenses	0	16,672
(b) Unsecured, considered good		
Temporary Advance	212	34,071
TOTAL	212	50,743
Note 15 :		
Agricultural Expenses		
Agricultural Expenses	0	0
Rent of Land (WIP)	15,000	5,000
Administrative cost(WIP)		
Telephone Expenses (WIP)	0	6,000
Cultivation Expenses(WIP)		
Capsicum/Seeds Purchased	0	291,330
Cocopeat	132,000	330,960
Labour Pot Filling	99,065	111,650
Plant Nutrition	0	320,819
Plant Protection Expenses	-23,648	24,248
Pots for Growing	35,701	23,310
Rope and Plant Support material	-23,857	23,857
Plant Testing Expenses	7,000	0
Man Power (WIP)		
Skilled/Unskilled labour	5,750	6,300
Utility Bills(WIP)		
Electric Bill	25,252	6,990
Fuel	10,600	12,990
Transportation	11,550	14,945
Miscellaneous Expenses(WIP)	0	60,761
TOTAL	294,413	1,239,160
Note 16 :		
Employee benefits expenses		
Salaries and wages	7,113	9,450
TOTAL	7,113	9,450



(Amount in `)

Particulars	As at 31 March, 2013	As at 31 March, 2012
Note 17 :		
Other Expenses		
Filing fees to Registrar of Companies	600	3,950
Payments to Auditors (Refer Note (i) below)	10,000	10,000
Bank Charges	1,270	0
Legal & Professional Charges	6,292	500
Miscellaneous Exp.	12,698	3,507
TOTAL	30,860	17,957
Notes (i)		
(i) Payments to the auditors comprises (net of service tax input credit, where applicable):		
As Auditors - Statutory Audit	7,500	7,500
For taxation matters	2,500	2,500
TOTAL	10,000	10,000
Note 18 :		
Related Party disclosures:		
1. M/s Indore Tools Private Limited:		
Purchase of Machinery	0	4,110,750
Purchase of Raw Material(Cocopeat)	0	330,960
Outstanding Balance	0	330,960
2. Mahaveer Krishi Kendra Pvt. Ltd.		
Purchase of Machinery	0	592,485
Purchase of Agricultural Plants	0	291,330
Rent of Land	15,000	5,000
Outstanding Balance	123,775	583,275
3. ITL Industries Ltd. (Holding Co. having 80% Stake)		
Loan Received	24,999,357	23,826,277
4. Shri Mahendra Singh Jain(Director)		
Loan Received	15,350	15,350
5. Shri Rajendra Singh Jain(Director)		
Loan Received	15,350	15,350
6. Fresh Line Agro LLP		
Rent received for use of Land (Cr)	60,000	0
Advance for Purchase of Equipments	585,000	0
Outstanding Balance	525,000	0
Note 19 :		
Earning Per Share(Basic/Diluted)		
Net Profit for the year	20,454	30,693
No. of shares	50,000	50,000
Earning Per Share	0.41	0.61

Note 20 :**Particulars of Amount payable to Small Scale Industries:**

There are no amount payable to Small Scale Industries.

Note 21 :

The Company has entered in the field of agriculture, horticulture, etc. as its main activity in terms of special resolution passed in extra ordinary General meeting held on 17th Nov 2011. All the basic structure has been developed, plants were sown on trial basis. Pending completion of the infrastructure and testing, expenditure on the project has been classified as pre-operative expenses which shall be written off from the year of commencement of business.



**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2013
(PURSUANT TO CLAUSE 32 OF THE LISTING AGREEMENT)**

	Amount in `
	Year Ended 31st March, 2013
(A) CASH FLOW FROM OPERATING ACTIVITIES :	
Net Profit before Tax and Extra Ordinary Adjustments:	20454
Depreciation for the year	0
Interest Paid	0
Operating Profit before working capital changes	20454
ADJUSTMENT :	
Trade and other receivables	-428,000
Inventories	464,160
Current Liabilities & Provision	235,708
Other Non-Current Assets (Unamortised Expenses)	-791,347
Other Current Assets	50531
Cash Generated from operation	-448494
Interest paid	0
Direct Tax paid (Net)	0
Cash Flow before extra ordinary adjustments	448494
Extra Ordinary Items :	
Loss / Profit on Sale of Fixed Assets	0
NET CASH FLOW FROM OPERATING ACTIVITIES	448494
Total (A) :	448494
(B) CASH FLOW FROM INVESTING ACTIVITIES:	
Purchase of Fixed Assets (Net)	-640178
Investment made during the year	0
NET CASH USED IN INVESTING ACTIVITIES	-640178
Total (B) :	-640178
(C) CASH FLOW FROM FINANCING ACTIVITIES :	
Proceeds from long Term Borrowings (Net)	-21439
Proceeds from Short Term Borrowings	1173080
Dividend / Corporate Dividend Tax paid	0
NET CASH FLOW FROM FINANCING ACTIVITIES	1151641
Total (C) :	1151641
NET INCREASE (DECREASE) IN CASH AND EQUIVALENT	62969
Total (A+B+C)	62969
CASH AND CASH EQUIVALENT AS AT 01.04.2012 (Opening Balance)	128526
CASH AND CASH EQUIVALENT AS AT 31.03.2013 (Closing Balance)	191495

For Mahaveer M.Jain & Co.

For and On behalf of the Board

PLACE : INDORE
DATED : 30.05.2013

(Mahaveer K.Jain)
Proprietor

(Rajendra Singh Jain)
Managing Director



DIRECTOR'S REPORT

To,
The Members of,
M.M. Metals Pvt. Ltd.
INDORE (M.P.)

Your Directors presents 1st Annual Report and the Audited Statement of account after the recall of liquidation and change in the management for the period ended on 31st March, 2013. The Company could not commence its operation during the year, therefore no Profit/ Loss Account is prepared.

DIVIDEND

Company has not declared any dividend.

THE PARTICULARS OF EMPLOYEES

The Company has not employed any person during the period therefore the provisions of section 217 (2A) of the Companies Act, 1956 does not apply to the Company.

PUBLIC DEPOSITS

The Company has neither accepted nor invited any deposits in contravention of the provisions of section 58-A of Companies Act, 1956 and the rules made there under.

DIRECTORS

Since there is recall of liquidation proceedings, the management of the company has changed. The new management has taken over the responsibilities. From the new management side, Mr. Manish Jain and Mrs. Meena Jain joined the company as directors of the company.

AUDITOR'S REPORT

The Auditor's report to the shareholders does not contain any Reservations Qualifications or adverse remarks.

DIRECTOR'S RESPONSIBILITY STATEMENT

The Statement as required under Section 217 (2AA) of the Companies Act, 1956 is given in Annexure "A" forming a part of this report.

AUDITORS

M/s. Mahendra Badjatya & Company, Chartered Accountants, 208, Morya Center, 16, Race Course Road, Indore, are the first auditor after the recall of liquidation and being eligible offered themselves for reappointment, you have to appoint the auditors and to fix their remuneration.

By Order of the Board
For: M.M. Metals Pvt. Ltd.

PLACE: INDORE

DIRECTOR

DIRECTOR

DATE : 30/05/2013

ANNEXURE "A" TO DIRECTOR'S REPORT

Directors Responsibility Statement as required under section 217 (2AA) of the Companies Act, 1956 (The Act):

- (i) That in the preparation of the annual accounts for the period ended on 31st March, 2013, the applicable accounting standards have been followed along with proper explanation if any relating to material departures ;
- (ii) That the Directors 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.
- (iii) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) That the Directors have prepared the annual accounts on a going concern basis.

By Order of the Board
For: M.M. Metals Pvt. Ltd.

PLACE: INDORE

DIRECTOR

DIRECTOR

DATE : 30/05/2013



INDEPENDENT AUDITOR'S REPORT

To
The Members of
M.M. Metals Pvt. Ltd.

Report on the Financial Statements

We have audited the accompanying financial statements of M/s M.M. Metals Pvt. Ltd. ("the Company"), which comprise the Balance Sheet as at March 31, 2013 and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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 principles generally accepted in India including Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). 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.

Auditor's 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. 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 financial statements read with other notes as per note no. 6 gives 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:

a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;

Report on Other Legal and Regulatory Requirements

1. The Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act is not applicable on the company, hence no such report has been given.
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 on Computer so far as appears from our examination of those books;
 - c) The Balance Sheet dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the Balance Sheet comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;
 - e) On the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
 - f) Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

Statutory Auditors
For: **Mahendra Badjatya & Co**
Chartered Accountants
FRN- 001457C

CA. M.K. Badjatya
Partner
M.NO. 070578

Date: 30/05/2013
Place : INDORE



M.M. METALS PRIVATE LIMITED
Balance Sheet as at 31st March, 2013

(Amount in `)

Particulars	Note No.	Amount As At 31.03.2013	Amount As At 31.03.2012
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
Share Capital	1	2400000	0
(2) Non Current Liabilities	2	15608189	0
(3) Current Liabilities	3	5000	0
TOTAL		<u>18013189</u>	<u>0</u>
II. ASSETS			
(1) Non-Current Assets			
Fixed Assets	4	18000000	0
Pre-operative expenditures	5	13189	0
TOTAL		<u>18013189</u>	<u>0</u>

**SIGNIFICANT ACCOUNTING
POLICIES AND OTHER NOTES ON ACCOUNTS**

6 & 7

As Per our report of even date attached
Statutory Auditors
For MAHENDRA BADJATYA & COMPANY
CHARTERED ACCOUNTANTS
F.R.N. 001457C

DIRECTOR

DIRECTOR

CA. M.K. Badjatya
(Partner)
M.No. 070578

DATED : 30/05/2013
PLACE : INDORE



**NOTES FORMING PART OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31.03.2013**

**NOTE - 1
SHARE CAPITAL**

(Amount in `)

Particulars	As at 31 March 2013		As at 31 March 2012	
	Number		Number	
Authorised Equity Shares of ` 100 each	25000	2500000	0	0
Issued, Subscribed & Paid up				
Equity Shares of ` 100 each fully paid up	24000	2400000	0	0
TOTAL	24000	2400000	0	0

Terms/Rights attached to equity shares:

The Company has only one class of shares i.e. equity shares.

Each shareholder is eligible for one vote per share.

**(II) Reconciliation of Shares outstanding at the beginning
and at the end of the reporting period :**

(Amount in `)

Particulars	As at 31 March 2013		As at 31 March 2012	
	Number		Number	
Shares outstanding at the beginning of the year	24000	2400000	0	0
Shares Issued during the year	0	0	0	0
Shares bought back during the year	0	0	0	0
Shares outstanding at the end of the year	24000	2400000	0	0

(III) Equity Shareholder holding more than 5%

(Amount in `)

Particulars	As at 31 March 2013		As at 31 March 2012	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
ITL Industries Limited (Holding Company)	21500	89.58	0	0.00
Smt. Meena Jain	1250	5.21	0	0.00
Shri Manish Jain	1250	5.21	0	0.00
TOTAL	21500	100.00	0	0.00

NOTE-2**NON CURRENT LIABILITIES**

Loan from ITL Industries Limited (Holding Company)	15608189	0
TOTAL	15608189	0

NOTE-3**CURRENT LIABILITIES**

Provision for Audit Fees	5000	0
TOTAL	5000	0

NOTE-4**FIXED ASSETS**

Fixed Assets	GROSS BLOCK			ACCUMULATED DEPRECIATION & IMPAIRMENT				NET BLOCK		
	Balance as at 1st April 2012	Additions	Diductions	Balance as at 31st March 2013	Balance as at 1st April 2012	Depreciation Charge for the year	Adjustment due to disposal	Balance as at 31st March 2013	Balance as at 31st March 2013	Balance as at 31st March 2012
TANGIBLE ASSETS										
Land Leasehold Industrial Land & Site Development	0	3900000	0	3900000	0	0	0	0	3900000	0
Building Factory Building & Shed	0	3000000	0	3000000	0	0	0	0	3000000	0
Plant & Machinery Plant, Machinery & Electrical Installation	0	3000000	0	3000000	0	0	0	0	3000000	0
Intangible Assets										
Goodwill	0	8100000	0	8100000	0	0	0	0	8100000	0
TOTAL (CURR. YR.)	0	18000000	0	18000000	0	0	0	0	18000000	0
TOTAL (PREV. YR.)	0	0	0	0	0	0	0	0	0	0



**NOTE-5
PRE-OPERATIVE EXPENSES**

	5000	0
Audit Fees	8189	0
Security Expenses	<u>13189</u>	<u>0</u>

**NOTE-6
SIGNIFICANT ACCOUNTING POLICIES**

General:

- (i) The Company adopts the accrual method and historical cost concept in the preparation of accounts.
- (ii) In terms of Company (Accounting Standards) rules, 2006 the relevant accounting standards are standards are intended to apply only to items which are material.

Fixed Assets:

Fixed Assets are stated at acquisition cost less depreciation.

Depreciation:

No depreciation has been provided on Fixed Assets in the current year as there is no operation during the year however in future it will be provided on the basis of Straight Line Method as per the rates prescribed in Schedule XIV to the Companies Act, 1956, according to period of use.

NOTE-7

OTHER NOTES

- (1) The company was under liquidation since 2005 and this being the first year after "recall of liquidation", by the official liquidator vide order of honorable High Court of Madhya Pradesh. The liquidation proceedings were initiated at the instance of bank & other creditors. M/s ITL Industries Ltd. (Holding Company) settled all the dues in one time settlement scheme of the Bank and also taken over the stake in the company from erstwhile management.
- (2) Since this is the first year of company after "recall of liquidation" and the company has been taken over by new management, Fixed Assets are restated as per the estimated value of existing assets, and the balancing figure is taken as Goodwill.
- (3) The valuation of fixed assets are adopted by the management on estimated basis after evaluation of the state of affairs as on 31/03/2013 and accordingly the balances are created for the preparation of Balance Sheet.
- (4) This is the first Balance Sheet after recall of liquidation therefore previous year figures are taken at Nil.
- (5) In the absence of any stipulation towards the payment of interest no provision of interest on the dues of ITL Industries Ltd. has been made.
- (6) As per the requirement of As-18, related party disclosures are given as under :-

Name of Party	Relationship	Nature of Transaction	Amount (`)
ITL Industries Ltd.	Holding Company	Loan taken	15608189

- (7) The acquisition cost of the Undertaking paid by the holding company stands at ` 15600000/-. The breakup of the said amount is as under :-

i) Amount paid under One Time Settlement (OTS) to Central Bank of India	` 14200000/-
ii) Amount incurred pertaining to earlier years expenditure on behalf of erstwhile management	` 1400000/-
Total	<u><u>` 15600000/-</u></u>
- (8) In the absence of any accounting records of the earlier years, the current year Balance Sheet is drawn based on the overall State of Affairs of the Company.
- (9) Since the company could not commence any business, therefore no Profit & Loss statement has been prepared.
- (10) Additional information pursuant to clause (viii) of part II of Schedule VI - Nil
- (11) Figures are rounded off to the nearest multiple of a rupee.
- (12) "As per AS-3 no cash flow statement is made in view of the first year of the preparation of balance sheet after recall of liquidation proceedings pursuant to the order of the honorable High Court M.P."