

**31<sup>st</sup>**  
**ANNUAL REPORT**  
**2012-2013**

**SAGAR SOYA PRODUCTS LIMITED**

**SAGAR SOYA PRODUCTS LIMITED**  
**ANNUAL REPORT 2012-2013**

**BOARD OF DIRECTORS** : Mr. Arvindbhai C Patel Chairman & CEO  
Mr. Gaurav D Patel Director & CEO  
Mr. Chandrakant Patel Independent Non-Executive Director  
Mr. Arun Kumar Sharma Independent Non-Executive Director

**REGISTERED OFFICE** : C.J. Complex,  
Mahatama Gandhi Road  
Sagar – 470002  
Madhya Pradesh

**AUDITORS** : O.T. Gandhi & Co.  
Chartered Accountants,

**BANKERS** : HDFC Ltd, Parkota Ward, Sagar  
State Bank of India, M.G. Road Branch, Sagar  
Bank of Baroda, Sagar Branch

**SHARES LISTED AT** : **The Bombay Stock Exchange Limited,**  
Phiroze Jeejeebhoy Towers, Dalal Street,  
Mumbai – 400 001

**Madhya Pradesh Stock Exchange Limited,**  
201, 'Palika Plaza', Phase-II, M.T.H. Compound,  
Indore - (MP) 452 001

**The Ahmedabad Stock Exchange Limited,**  
Kamdhenu Complex, Opp Shahajanand College,  
Panjara Pole, Ahmedabad – 380 015

<b>31<sup>st</sup> ANNUAL GENERAL MEETING</b>	
<b>Date</b>	: 30 <sup>th</sup> September, 2013
<b>Day</b>	: Monday
<b>Time</b>	: 1.00 p.m.
<b>Place</b>	: C.J. Complex, Mahatama Gandhi Road Sagar – 470002, Madhya Pradesh

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**NOTICE**

NOTICE IS HEREBY GIVEN THAT THE **31<sup>ST</sup> ANNUAL GENERAL MEETING** OF THE MEMBERS OF **SAGAR SOYA PRODUCTS LIMITED** WILL BE HELD ON **MONDAY THE 30<sup>TH</sup> DAY OF SEPTEMBER, 2013 AT 1.00 P.M.** AT THE **REGISTERED OFFICE** OF THE COMPANY SITUATED AT C.J. COMPLEX, MAHATAMA GANDHI ROAD, SAGAR – 470002, MADHYA PRADESH, TO TRANSACT THE FOLLOWING BUSINESS.

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited accounts for the year ended 31<sup>st</sup> March 2013 along with notes and schedules thereon as on that date and the reports of Directors and Auditors thereon.
2. To appoint a Director in Place of Mr Arun Kumar Sharma , Director of the Company who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint auditors of the Company to hold office from the conclusion of this Annual General Meeting, until the conclusion next Annul General Meeting and to fix their remuneration.

**SPECIAL BUSINESS:**

4. To Consider and if thought fit , to pass, with or without modification, the following resolution as an **Ordinary Resolution** :

**“RESOLVED THAT** pursuant to Section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) to create such Charges, Mortgages and Hypothecations, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the management and concern of the Company in certain events in favor of Banks/Financial Institutions and other investing agencies to secure Rupee/foreign currency Loans and Working capital facilities availed or proposed to be availed by the Company, provided that the total amount of loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company in respect of the said Loans, shall not, at any time exceed the limit of Rs. 25,00,00,000/- (Rupees Twenty Five Crores.)

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things, as well as to execute all such documents, instruments and writings as may be required in order to give effect to the above resolution”.

5. To Consider and if thought fit , to pass, with or without modification, the following resolution as an **Ordinary Resolution** :

**“RESOLVED THAT** pursuant to the provisions of Section 293(1)(d) of the Companies Act, 1956 and other enabling provisions, if any, consent of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing any sum or sums of moneys for and on behalf of the Company, from time to time from any one or more persons, firms, bodies corporate, bankers, financial institutions, or from others by way of advances, deposits, loans or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets and properties, whether movable or immovable or stock-in process and debts and advances notwithstanding that the sum or sums of moneys so borrowed together with moneys, if any, already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid up capital of the Company and its free reserves which have not been set apart for any specific purpose, provided that the total amount upto which the moneys may be borrowed shall not exceed Rs. 25,00,00,000/- (Rupees Twenty Five Crores) at any point of time on account of the principal.

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things, as well as to execute all such documents, instruments and writings as may be required in order to give effect to the above resolution”.

By Order Of the Board  
**FOR SAGAR SOYA PRODUCTS LIMITED**

Date : 30<sup>th</sup> May, 2013  
Place : Sagar

Sd/-  
Director

## **SAGAR SOYA PRODUCTS LTD.**

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### **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 of the company.**
2. **The Proxy Form to be effective should be deposited with the company not less than 48 hours before the time fixed for the commencement of the meeting.**
3. The Register of Members and Share Transfer Register shall remain closed from Monday, the **23<sup>rd</sup> Day of September, 2013** to Monday, the **30<sup>th</sup> September, 2013** (both days inclusive).
4. As a measure of economy, copies of the Annual Reports and Accounts will not be distributed at the Meeting. Members are therefore, requested to bring their copies to the meeting.
5. Members/Proxies are requested to produce the attendance slip duly signed, sent along with the Annual Report and Accounts, for admission to the meeting hall.
6. Members who are holding shares in identical order or names in more than one folio are requested to write to the company to enable the company to consolidate their holdings in one folio.

### **EXPLANATORY STATEMENT**

#### **As required by Section 173 (2) of the Companies Act, 1956.**

##### **Item No. 4 and 5**

As per the provisions of Section 293(1)(d) of the Companies Act, 1956, the Board of Directors of a Public Company cannot borrow money (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) in excess of the Company's Paid-up Capital and Free Reserves (that is reserves not set apart for any specific purpose) without the consent of the shareholders in the General Meeting.

Further, borrowings from Banks and other Financial Institutions may be secured by creating charge on properties of the Company or any other like manner.

As per the provisions of Section 293(1)(a) of the Companies Act, 1956, the Board of Directors of a Public Company cannot sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole, or substantially the whole, of any such undertaking without the consent of the shareholders in the General Meeting.

The Company is in process of restructuring the business operations and therefore the company may have to borrow money from Banks and other financial institutions in excess of its paid up share capital and free reserves by creating charge on the properties of the Company. Therefore in light of proposed restructuring, your Directors recommend resolution set out at Item No. 4 and 5 to the notice as **Ordinary Resolution(s)**.

None of the Directors of the Company is, in any way, concerned or interested in the said resolution

By Order Of the Board  
**FOR SAGAR SOYA PRODUCTS LIMITED**

Date : 30<sup>th</sup> May, 2013  
Place : Sagar

Sd/-  
Director

**DIRECTORS' REPORT TO THE SHAREHOLDERS**

To,  
The Members  
Sagar Soya Products Limited

Your Directors have great pleasure in presenting **31<sup>st</sup> ANNUAL REPORT** along with the Audited Balance Sheet and Profit And Loss Account, for the year ended 31<sup>st</sup> March, 2013.

**1. FINANCIAL RESULTS**

The financial Results are briefly indicated below:

PARTICULARS	(Amt in `)	
	YEAR ENDED	
	31.03.2013	31.03.2012
Total Income	48,21,790.40	519,453.44
Total Expenditure	57,45,711.00	1,063,139.00
Profit/(Loss) before Taxation	(9,23,920.60)	(543,685.56)
Profit/(Loss) after Taxation	(9,23,920.60)	(543,685.56)
Profit/(Loss) Brought Forward	(124,689,420.74)	(124,145,735.18)
Balance carried to Balance Sheet	(125,613,341.34)	(124,689,420.74)

**2. REVIEW OF OPERATIONS**

The Company has incurred losses of **Rs. 9,23,920.60/-** during the financial year. Your Directors expects to achieve better performance in the future and are taking maximum efforts to control the costs and optimize the results in the coming years.

**3. DIVIDEND**

In view of losses your Directors do not recommend any dividend as such.

**4. DEPOSITS**

The company has not accepted any deposits from the Public therefore provisions of Section 58A and Companies (Acceptance of Deposits) Rules 1975 are not applicable to the Company.

**5. PARTICULARS OF EMPLOYEES**

There were no employees during the whole or part of the year who were in receipt of remuneration in excess of limits as set out in terms of the provisions of section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules 1975 as amended.

**6. DIRECTORS**

Mr Arun Kumar Sharma , Director retiring by rotation in terms of provision of Articles of Association of the Company and is eligible for re-appointment. The resolution for appointment of Director is also placed before you in the Annual General Meeting

**7. SUBSIDIARIES:**

Since the Company has no subsidiaries, provision of section 212 of the Companies Act, 1956 is not applicable.

**8. DIRECTOR'S RESPONSIBILITY STATEMENT**

The Board of Directors hereby confirms:

- i. That in the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation 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 and of the Profit or Loss of the Company for that period.

## **SAGAR SOYA PRODUCTS LTD.**

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- iii. That the Directors have taken proper and sufficient care for the maintenances of adequate accounting records in accordance with the provision of this 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.

### **9. FORFEITURE OF SHARES**

The Board of Directors of the Company at their meeting held on 30<sup>th</sup> May, 2013 have initiated the process of forfeiting the shares of those shareholders whose call money is unpaid. Accordingly, letters to those shareholders whose call money is unpaid are being issued asking call money.

### **10. CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION**

Information in accordance with the 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 regarding conservation of energy, technology absorption and foreign exchange earnings and outgo is given in the Annexure and marked as 'Annexure A' forming part of this report.

### **11. FOREIGN EXCHANGE EARNINGS AND OUTGO.**

During the year under review, besides the transactions reported elsewhere, there were no other Foreign Exchange transactions.

### **12. AUDITORS**

**M/s O. T. Gandhi & Co., Chartered Accountants, Indore**, Statutory Auditors of your company holds office until the conclusion of the forthcoming Annual General Meeting. They have signified their willingness to accept re-appointment as Statutory Auditors of the Company and further have confirmed their eligibility under Section 224 (1B) of the Companies Act, 1956.

### **13. AUDITORS REPORT:**

Since the explanation given in the Auditor's Report are self explanatory, no further comments by the Board of Directors is provided as such.

### **14. COMMITTEES OF THE BOARD**

Pursuant to Section 292A of the Companies Act, 1956 and clause 49 of Listing Agreement the Company has formed Audit Committee. Besides this the Company has also formed Shareholder / Investor Grievance Committee to redress investors' complaint, if any.

### **15. REVOCATION OF SUSPENSION OF TRADING IN EQUITY SHARES**

The trading of Equity Shares of the Company was suspended by Bombay Stock Exchange due to non compliance of various clauses of listing agreement. However with the continued efforts of Board of Directors of your Company the suspension of trading of Equity Shares of the Company was revoked by Bombay Stock Exchange with effect from 7<sup>th</sup> January, 2013. The shares of the Company are now freely tradable.

### **16. CORPORATE GOVERNANCE REPORT**

The Company has obtained Corporate Governance Report from **HS Associates, Company Secretaries** and is annexed hereto and forming part to this Report. A separate section of Corporate Governance as complied by the Company is annexed hereto marked as Annexure B and forming part of this report.

### **17. ACKNOWLEDGEMENTS**

Your Company wishes to sincerely thank all the customers, commercial banks, financial institution, creditors etc. for their continuing support and co-operation.

Your Directors express their appreciation for the dedicated and sincere services rendered by the employees of the company and also sincerely thank the shareholders for the confidence reposed by them in the company and from the continued support and co-operation extended by them.

By Order Of The Board  
**For SAGAR SOYA PRODUCTS LIMITED**  
Sd/-  
**ARVIND C. PATEL**  
CHAIRMAN

Date : 30<sup>th</sup> May, 2013  
Place : Sagar

**ANNEXURE-"A" to the Report of Board of Directors**

- A. Conservation of Energy
- Company is using power connection obtained from MPEB. However your company has taken steps like optimization of outputs, controlling idle running of machine etc. to conserve the energy consumption.
  - Additional investments and proposal, if any being implemented for reduction of consumption of energy are not proposed at this stage, as it is not feasible economically.
  - Impact of above measures:  
There has been reduction in the cost of production as batches of production could be undertaken in shorter period.
  - Total energy consumption per unit of production as per Form-A is given hereunder.
- B. Form-B regarding Research and development and technology absorption is not enclosed due to the fact that there is at present no scope for R&D and absorbing any new technology in view of type of product which is accepted by the customers. However, your company shall certainly go for it in future if any new development in technology takes place.
- C. Foreign exchange earning and outgo:  
There were no Foreign Exchange Earnings or outgo during the financial year ended March 31, 2013

By Order Of The Board

**For SAGAR SOYA PRODUCTS LIMITED**

Sd/-

**ARVIND C. PATEL**  
CHAIRMANDate : 30<sup>th</sup> May, 2013  
Place : Sagar**ANNEXURE  
FORM-A (See rule 2)**

Disclosure of particulars with respect to conservation of energy

## A. Power &amp; Fuel Consumption

<b>Electricity</b>		<u>Current Year</u>	<u>Previous Year</u>
a	Purchased Units	-	-
	Total Amount	-	-
b	<b>Diesel</b> :		
	Units	-	-
	Amount	-	-
c	<b>Hexagane</b> :		
	Units	-	-
	Amount	-	-
d	<b>Gas</b> :		
	Units	-	-
	Total Amount	-	-
	Rate/Unit	-	-
e	<b>Coal</b> :		
	Quantity(MT)	-	-
	Total cost	-	-
	Amount	-	-
f	<b>Furnace oil</b> :		
	Quantity	-	-
	Total cost	-	-
	Average rate	-	-
g	<b>Others/internal generation</b> :		
	Total cost	-	-
	Cost /unit	-	-

By Order Of The Board

**For SAGAR SOYA PRODUCTS LIMITED**

Sd/-

**ARVIND C. PATEL**  
CHAIRMANDate : 30<sup>th</sup> May, 2013  
Place : Sagar

## SAGAR SOYA PRODUCTS LTD.

### ANNEXURE B TO THE DIRECTORS REPORT

#### COMPANY'S PHILOSOPHY:

The Corporate Governance code as introduced by Security and Exchange Board of India (SEBI) in pursuance of clause 49 of Listing Agreement is became applicable to the company by December 2005. The same has been implemented by the Company from December 2005.

The Company believes in maximum utilization of resources at minimum cost and attaining maximum long-term shareholders value.

#### BOARD OF DIRECTORS:

The Board of the Company comprises of 4 (Four) Directors, out of which 2 (Two) Directors are Executive Directors and 2 (Two) are Independent Non Executive Directors of the Company. There is no nominee or Institutional Directors in the Company.

None of Directors has pecuniary or Business relationship with the Company other than as mentioned elsewhere in Annual Report. No Director of the Company is either member in more than 10 (Ten) committees and/or Chairman of more than 5 (Five) committees across all Companies in which he is Director.

During the year, there were in total Four (4) Board Meetings were held. The time gap between the two meetings was not more than 4 months. All the information required to be furnished to the Board was made available to them along with detailed Agenda notes. The dates on which the Board Meeting was held are as follows:

**30.05.2012; 14.08.2012; 09.11.2012 and 15.02.2013**

The following table gives the attendance of the Directors at Board Meetings of the Company and also other Directorship in other Companies and Chairmanship/Membership in Board Committees of public limited companies as on March 31, 2013:

Sr. No.	Name of Director	Category	No. of Board meetings Attended	Attendance at Last AGM	No. Of Other Directorship	No. of Other Committee membership in other Companies
1.	Mr. Arvindbhai C Patel	Chairman	4	Yes	2	Nil
2.	Mr. Gaurav D Patel	Managing Director	4	Yes	Nil	Nil
3.	Mr. Chandrakant Patel	Independent Non Executive Director	4	Yes	Nil	Nil
4.	Mr. Arun Kumar Sharma	Additional Independent Non Executive Director	4	Yes	5	2

None of the Non-executive Directors are paid any remuneration as defined as per the provisions of Companies Act, 1956.

A brief Resume of Director seeking appointment/re-appointment at the forthcoming Annual General Meeting in pursuance of Clause 49 VI (IA) of the Listing Agreement is given hereunder:

#### Resume of Mr. Arun Kumar Sharma

Name of Director : Mr. Arun Kumar Sharma  
Age : 50 years  
Qualification : B. Com (Hons), FCA and LLB  
Expertise in functional Area : Experience for more than two decades in finance  
Directorship in other Indian Public Limited Companies and other firms as on 31<sup>st</sup> March, 2013. : Cistro Telelink Limited  
Indilite Engineering Limited  
(Formerly known as Rockland Thermionics Limited)  
Blue Pearl Texspin Limited  
Vipra Securities and Financial Services Limited.  
Sharma Advisory Services Pvt. Ltd.  
Shareholdings : Nil



**COMMITTEES OF THE BOARD:****A. Audit Committee**

Pursuant to the provisions of section 292(A) of the Companies Act, 1956 & Clause 49 of Listing Agreement, an Audit Committee comprising of 3 Directors as members and two – third of whom being Non -Executive Directors has been constituted as under:

Mr. Chandrakant Patel	Chairman
Mr. Arvindbhai C Patel	Member
Mr. Arun Kumar Sharma	Member

During the year, there were in total 4 (Four) Audit Committee Meetings were held on **30.05.2012, 14.08.2012; 09.11.2012; 15.02.2013.**

The following table gives the attendance of the members at Audit Committee Meetings of the Board of Directors of the Company:

Name of the Member	Status	No. of Meeting held	No. of Meetings attended
Mr. Chandrakant Patel	Chairman	4	4
Mr. Arvindbhai C Patel (inducted as member w.e.f. 16.01.2012)	Member	4	4
Mr. Arun Kumar Sharma	Member	4	4

**B. Shareholders/Investors Grievance Committee**

The Shareholders/Investors Grievance Committee comprises of **3 (Three)** Members, majority of whom are Non Executive Directors. As required by clause 49 of Listing Agreement, the Chairman of the Shareholder/ Committee is Independent, Non Executive Director. The composition of the Shareholders/Investors Grievance Committee as on 31<sup>st</sup> March, 2013 is as follows:

Mr. Chandrakant Patel	Chairman
Mr. Arun Kumar Sharma	Member
Mr. Arvindbhai C Patel	Member

During the year, there were in total 4 (Four) Shareholders/Investors Grievance Committee Meetings were held on **30.05.2012, 14.08.2012; 09.11.2012; 15.02.2013.**

The following table gives the attendance of the members at Shareholders/Investors Grievance Committee Meetings of the Board of Directors of the Company:

Name of the Member	Status	No. of Meeting held	No. of Meetings attended
Mr. Chandrakant Patel	Chairman	4	4
Mr. Arvindbhai C Patel	Member	4	4
Mr. Arun Kumar Sharma	Member	4	4

**GENERAL BODY MEETINGS:**

Details of last 3 (**Three**) Annual General Meetings are given below:

Financial Year	Date	Time	Venue	Special Resolution(s)
2011-2012	28.09.12	1.00 p.m	Registered Office	Yes
2010-2011	30.09.11	1.00 p.m	Registered Office	No
2009-2010	30.09.10	1.00 p.m	Registered Office	No

**DISCLOSURES:**

During the year under review, besides the transactions reported elsewhere, there were no other related party transactions of material nature with the promoters, Directors, the management or their subsidiaries or relatives during the year that may have potential conflict with the interest of the company at large.

## SAGAR SOYA PRODUCTS LTD.

### MEANS OF COMMUNICATION:

The yearly/quarterly results were duly approved by the Board of Directors of the Company and submitted to BSE within the stipulated time. The Company also developed its website named as [www.sagarsoyaproducts.com](http://www.sagarsoyaproducts.com).

No presentation was made during the year either to Institutional Investors or to the analysts.

Management Discussion & Analysis Report is attached herewith forming part of the Annual Report.

### GENERAL SHAREHOLDERS INFORMATION:

- i. The Annual General Meeting is scheduled to be held on Monday, the 30<sup>th</sup> September, 2013 at 1.00 p.m. at the Regd. Office of the Company.
- ii. The Financial year of the company is from April to March. The financial calendar is as per following.

First quarter results (30 <sup>th</sup> June)	By Mid August
Mailing of Annual Reports	By Mid August
Annual General Meeting	30 <sup>th</sup> September, 2013
Second quarter results (30 <sup>th</sup> September)	By Mid November
Third quarter results (31 <sup>st</sup> December)	By Mid February
Fourth quarter / Annual Results	By End of May
- iii. Book Closure dates are from **Monday, the 23<sup>rd</sup> Day of September, 2013 to Monday, the 30<sup>th</sup> September, 2013** (both days inclusive).
- iv. The Board of Directors has not proposed any dividend for the current financial year.
- v. The company's shares are listed at Bombay Stock Exchange, Ahmedabad Stock Exchange and Madhya Pradesh Stock Exchange. The trading of its securities on the said Exchange(s) was suspended due to non-compliance of the Listing Agreement. However with the continued efforts of the Board of Directors of the Company the suspension on trading of Equity Shares is revoked with effect from 7<sup>th</sup> January, 2013. The shares of the Company are now freely tradable.
- vi. The Stock Exchange, Mumbai  
Security in Physical Form No. BSE- 507663  
Electronic Form No. Nil  
Scrip Name: SAGRSOY-B  
  
The Ahmedabad Stock Exchange,  
Security in Physical Form ASE - 51110  
Electronic Form No. Nil  
Scrip Name: SAGAR SOYA PRODUCTS LTD.  
  
The Madhya Pradesh Stock Exchange  
Security in Physical Form No. 1363  
Electronic Form No. Nil  
Scrip Name: SAGAR SOYA PRODUCTS LTD.

- vii. Market price data:

Since the suspension on trading of Equity Shares of the Company got revoked with effect from 7<sup>th</sup> January, 2013, the market price data is available for the period post revocation. The following table gives detail of trading:

Month	BSE		Volume (No. of shares Traded)
	High	Low	
March 2013	104.94	94.96	900

- viii. Share Transfer System

The Company has appointed **M/s Purva Sharegistry (India) Private Limited** as its Registrar and Transfer Agent. The Shareholders can directly communicate with them for requesting transfer of shares or any other like purposes. The address for communication is given hereunder:

**M/s Purva Share registry (India) Private Limited**

9, Shiv Shakti Industrial Estate,  
Sitarum Mills Compound, J R Boricha Marg,  
Opp Kasturba Hospital, Lower Parel (East), Mumbai 400011  
Tel: 23016761  
Email: busicomp@vsnl.com

ix. Dematerialization of securities

The Company entered in tripartite agreement for dematerializing its shares with CDSL during the financial year. Consequent to the same the Company was allotted ISIN No. as **INE131001016**.

As on 31<sup>st</sup> March, 2013 0.11% of the Company's total share capital representing 7350 Equity Shares are in dematerialized form and balance of 99.89% of total Share Capital representing 6689369 Equity Shares are in physical form.

The details of same as on 31<sup>st</sup> March, 2013 is given hereunder:

Type	No. of Shares held	% Shareholding
<u>Dematerialized Shares</u>		
With CDSL	7350	0.11%
With NSDL	Nil	Nil
Total Demat Shares	7350	0.11%
Total Physical Shares	6689369	99.89%

x. Company has not issued either ESOP or any GDRs/ADRs/Warrants/Convertible instrument.

xi. Distribution of Shareholding as on 31st March, 2013:

No. of shares	No. of Share-holders	% of Share-holders	Share-holding(Rs.)	% of Share-holding
Up to 5000	11723	82.05	24598270	36.73
5001 – 10000	1609	11.26	11278510	16.84
10001 – 20000	700	4.90	9386580	14.02
20001 – 30000	102	0.71	2611730	3.90
30001 – 40000	77	0.54	2791000	4.17
40001 – 50000	28	0.20	1249750	1.87
50001– 100000	24	0.17	1658500	2.48
100001 & above	25	0.17	13392850	20.00
<b>TOTAL</b>	<b>14163</b>	<b>100.00</b>	<b>666967190</b>	<b>100.00</b>

xii. Address for correspondence:

Shareholders of the company can send correspondence at the Regd. office of the company situated at following address:

C.J. Complex, Mahatama Gandhi Road, Sagar – 470002, Madhya Pradesh

**SAGAR SOYA PRODUCTS LTD.**

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**CERTIFICATE ON CORPORATE GOVERNANCE BY  
PRACTICING COMPANY SECRETARY**

To,  
The Shareholders,  
**SAGAR SOYA PRODUCTS LIMITED**  
C.J. Complex,  
Mahatama Gandhi Road  
Sagar – 470002  
Madhya Pradesh

We have reviewed the implementation of Corporate Governance produced by the company during the year ended on 31<sup>st</sup> March, 2013 with the relevant records and documents maintained by the company, furnished to us for our review and the report on Corporate Governance as approved by the Board of Directors.

The Compliance of the conditions of the Corporate Governance is the responsibility of the Management. Our examination is neither an audit nor an expression of opinion on the financial statements of the company.

On the basis of the above and according to the information and explanations given to us, in our opinion, the Company has complied with Clauses 49 of the Listing Agreement.

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

For **HS Associates,**  
**Company Secretaries**

**DATE: 30<sup>th</sup> May, 2013**  
**PLACE: Mumbai**

**SD/-**  
**Hemant Shetye**  
**Partner**  
**FCS: 2827**  
**COP: 1483**

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**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

**A) INDUSTRY STRUCTURE AND DEVELOPMENT:**

The Industry is showing some improvement & your Directors are expecting better Industrial Development in the coming years.

**B) SEGMENTWISE PERFORMANCE:**

The Company is manufacturing Soya and Soya Products and this may be considered as the only segment. Therefore the requirement of segment wise reporting is not applicable.

**C) OPPORTUNITIES / OUTLOOK:**

The company is taking maximum efforts to capitalize on business opportunities & further expect a better outlook in the coming years.

**D) THREATS:**

The major threats for the company are competition from the Govt. Policies.

**E) RISKS AND CONCERNS:**

Your company is taking adequate measures to safeguard against Risks & Concerns.

**F) INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:**

Your Company has been maintaining an adequate internal control system commensurate with the size & nature of its business.

**G) HUMAN RESOURCES POLICIES:**

Your company considers its human resources as its most valuable assets, among all other assets of the Company. It has been the policy of the company to actuate the talent by providing opportunities to develop themselves within the organization. The company continued to have maintained very cordial & harmonious relations with its employees.

**H) CAUTIONARY STATEMENT:**

Due to unfavorable market conditions your company is facing profitability problems however, your management is making optimum efforts to minimize the overheads & cost reduction.

By Order Of The Board  
**For SAGAR SOYA PRODUCTS LIMITED**

Sd/-

DATE : 30<sup>th</sup> May, 2013  
PLACE : Sagar

ARVIND PATEL  
CHAIRMAN

**SAGAR SOYA PRODUCTS LTD.**

**DECLARATION REGARDING AFFIRMATION OF CODE OF CONDUCT**

In terms of the requirements of the Clause 49 of the listing Agreement, Code of Conduct as approved by the Board of Directors of the Company, all the members of the Board and the senior management personnel had affirmed compliance with the Code for the period 31<sup>st</sup> March, 2013

By Order of the Board  
**SAGAR SOYA PRODUCTS LIMITED**  
Sd/-  
**GAURAV PATEL**  
DIRECTOR

**DATE** : 30<sup>th</sup> May, 2013  
**PLACE** : Sagar

**CEO/CFO Certificate**

To,  
The Board of Directors,  
**Sagar Soya Products Limited**  
C.J. Complex,  
Mahatama Gandhi Road  
Sagar – 470002  
Madhya Pradesh

We, Mr. Gaurav Patel, CEO and Mr. Arvindbhai Patel, CFO of the Company does hereby certify that:

- (a) We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
- i. These statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading;
  - ii. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit Committee
- i. Significant changes in internal control during the year;
  - ii. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - iii. Instances of significant fraud of which we are become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system.

**DATE** : 30<sup>th</sup> May, 2013  
**PLACE** : Sagar

<b>FOR SAGAR SOYA PRODUCTS LTD</b>	<b>FOR SAGAR SOYA PRODUCTS LTD</b>
Sd/-	Sd/-
<b>Mr. Gaurav Patel</b>	<b>Mr. Arvindbhai Patel</b>
<b>(CEO)</b>	<b>(CFO)</b>

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**INDEPENDENT AUDITOR'S REPORT**

To  
The Members of  
M/s SAGAR SOYA PRODUCTS LTD.  
SAGAR.

**Report on the Financial Statement**

We have audited the accompanying financial statements of **M/s Sagar Soya Products Limited** which comprise the Balance Sheet as at March 31, 2013, and the statement of Profit & Loss and Cash Flow Statement for the year ended, and a summary of significant accounting policies and other explanatory information.

**Management's Responsibility for the Financial Statement**

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 referred to in sub-section (3C) of section 211 of the Companies Act, 1956. 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 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 give the information required by the Act in the manner so required and give a true and fare 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 Profit & Loss Account, of the loss of the Company for the year ended on that date; and
- (c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

**Report on Other Legal and regulatory Requirements**

- 1. As required by required by the Companies (Auditor's Report) Order,2003 ("the Order") issued by Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraph 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 Account and Cash Flow Statement dealt with by this report are in agreement with the books of Accounts;
  - (d) In our opinion, Balance Sheet, Statement of Profit and Loss Account and Cash Flow Statement comply with the accounting standards referred to in Sub-Section 3(C) of sec-211 of Companies Act,1956; and

## **SAGAR SOYA PRODUCTS LTD.**

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- (e) On the basis of written representation 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 the directors in terms of sec-274(1) (g) of the Companies Act, 1956;

**For O.T.GANDHI & CO**  
Chartered Accountants  
**Firm Registration Number: 001120C**  
Sd/-  
**SAMEEP GANDHI**  
Partner  
**M.NO.411107**

PLACE : INDORE  
DATED : 30<sup>th</sup> May, 2013

### **ANNEXURE TO THE AUDITORS REPORT** **Annexure referred to in paragraph 3 of our report of even date**

1. Having regard to the nature of the Company's business/activities/results during the year, clauses (xii), (xiii), (xiv) of paragraph 4 of the Order are not applicable to the Company.
2. (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.  
(b) The fixed assets have been physically verified by the management during the year. We are informed that no material discrepancies were noticed on such verification. In our opinion, the frequency of verification is reasonable.  
(c) No substantial part of fixed assets has been disposed off during the year.
3. (a) The inventory has been physically verified by the management at reasonable intervals during the year. In our opinion the frequency of verification is reasonable.  
(b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and nature of its business.  
(c) The Company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and book records were not material.
4. (a) The Company has taken loans from Nine persons covered in the register maintained u/s 301 of the Companies Act, 1956. The maximum amount involved during the year was Rs. 539.38 lakhs and the year ended Balance Sheet of the loans taken from such persons was Rs. 539.38 lakhs. The Company has not granted any loans to the Companies firms or other parties listed in the register maintained u/s 301 of the Companies Act, 1956.  
(b) In our opinion the other terms and conditions on which loan has been taken from the Companies listed in the register maintained u/s 301 of the Companies Act, 1956 are not prima facie, prejudicial to the Interest of the Company.  
(c) The company is regular in repaying the principal amount as stipulated.  
(d) There is no overdue amount in respect of loans taken from a company listed in the register maintained under section 301 of the Companies Act, 1956.
5. According to the information and explanations given to us, the company has not done any transaction with regard to the purchase of inventory, fixed assets and with regard to the sale of goods.
6. According to the information and explanation given to us, the company has not done any transaction which needs to be entered into a register in pursuance of section 301 of the companies Act, 1956.
7. In our opinion and according to information and explanation given to us the company has not accepted any deposit from the public within the meaning of section 58A and 58AA of the Companies Act, 1956 during the period.
8. In our opinion, the Company doesn't have system of internal audit commensurate with its size and nature of its business;
9. According to the information and explanations given to us, we are of the opinion that no cost records maintenance has been prescribed by the Central Govt. under section 209 (1) (b) of the Companies Act, 1956.



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10. a) According to the information and explanations given to us there is no undisputed amount payable in respect of income tax, wealth tax, custom duty, excise duty, and cess were in arrears, as at the last day of the financial year concerned for a period of more than six months from the date they become payable expect reported in forgoing Para.
- (b) According to the information and explanations given to us, the disputed amount payable, which has not been deposited on account of any dispute are as under:

S. No.	Name of the Statute	Year	Nature of Dues	Forum where dispute is pending	Amount ( ` )
1	Sales-tax Act	2000-01	Sales-tax / Commercial Tax / Entry-tax	Supreme Court /	5756471/-

11. In our opinion, accumulated losses of the company at the end of financial year are more than fifty percent of its net worth. The company has incurred cash losses in the current financial year covered by our audit and in the immediately preceding financial year also.
12. In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of dues to the financial institution and banks.
13. According to the information and explanation given to us, the company has not given any guarantee for loans taken by others from the banks and financial institutions.
14. In our opinion, the term loans have been applied for the purpose for which they were obtained.
15. According to the information and explanation given to us and on an overall examination of the Books of Accounts and Balance Sheet of the company, we report that funds raised on short-term basis have not been used for long term investment. No long-term funds have been used to finance short-term assets.
16. The company has not made any preferential allotment of shares to the parties and companies covered in the Register maintained under section 301 of the Companies Act, 1956.
17. The company has not issued debentures to the raise the funds.
18. The company has not raised any funds by Public Issue during the year.
19. According to the information and explanations given to us, we report that there is no fraud on or by the company has been noticed or reported during the course of our audit.

**For O.T.GANDHI & CO**  
Chartered Accountants  
**Firm Registration Number: 001120C**  
Sd/-

**SAMEEP GANDHI**  
Partner  
**M.NO.411107**

PLACE : INDORE  
DATED : 30<sup>th</sup> May, 2013

**SAGAR SOYA PRODUCTS LTD.****BALANCE SHEET AS AT 31st MARCH 2013**

	Notes	31 March 2013 In `	31 March 2012 In `
<b>Equity and Liabilities</b>			
<b>Shareholders' funds</b>			
(a) Share capital	2	60,291,515.00	60,291,515.00
(b) Reserves and surplus	3	(62,871,411.34)	(61,947,490.74)
		<b>(2,579,896.34)</b>	<b>(1,655,975.74)</b>
<b>Non-current liabilities</b>			
Unsecured Loans	4	53,938,352.50	53,938,352.50
<b>Current liabilities</b>			
(a) Other current liabilities	5	7,956,304.99	2,969,433.99
(b) Short-term provisions		-	-
<b>TOTAL</b>		<b><u>59,314,761.15</u></b>	<b><u>55,251,810.75</u></b>
<b>Assets</b>			
<b>Non-current assets</b>			
(a) Fixed assets			
(i) Tangible assets	6	26,352,644.27	27,748,041.27
(b) Investments	7	5,940,596.60	3,044,128.20
(c) Advance for Capital Goods		1,010,000.00	1,010,000.00
		<b>33,303,240.87</b>	<b>31,802,169.47</b>
<b>Current assets</b>			
(a) Inventories	8	4,765,577.00	4,765,577.00
(b) Trade receivables	9	15,397,517.97	15,397,517.97
(c) Cash and cash equivalents	10	1,981,831.69	1,426,440.69
(d) Loans and Advances	11	3,335,836.62	1,777,756.62
(e) Income Tax T.D.S.		530,757.00	82,349.00
		<b>26,011,520.28</b>	<b>23,449,641.28</b>
<b>TOTAL</b>		<b><u>59,314,761.15</u></b>	<b><u>55,251,810.75</u></b>
<b>Significant accounting policies and notes to accounts</b>	1-18		

AS PER OUR REPORT OF EVEN DATE ATTACHED  
FOR O.T. GANDHI & CO.  
CHARTERED ACCOUNTANTS  
FRN: 001120C

**SAMEEP GANDHI**  
PARTNER  
M.NO. 411107

PLACE : INDORE (M.P.)  
DATED : 30<sup>th</sup> May, 2013

FOR AND ON BEHALF OF BOARD OF DIRECTORS

Sd/-  
(ARVINDBHAI C. PATEL) Director

Sd/-  
(GAURAV D. PATEL) Director

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2013**

Particulars	Notes	31 March 2013 In `	31 March 2012 In `
<b>Income</b>			
Revenue From Operations		-	-
Other income	13	4,821,790.40	519,453.44
<b>Total Revenue (I)</b>		<b><u>4,821,790.40</u></b>	<b><u>519,453.44</u></b>
<b>Expenses</b>			
(Increase)/Decrease in Finished Goods Jobwork	14	-	-
Employee benefits expense	15	359,979.00	401,221.00
Other expenses	16	3,526,786.00	661,918.00
<b>Total (II)</b>		<b><u>3,886,765.00</u></b>	<b><u>1,063,139.00</u></b>
<b>Earnings before interest, tax, depreciation and amortisation (EBITDA) (I)-(II)</b>		<b>935,025.40</b>	<b>(543,685.56)</b>
Finance costs	17	5,120.00	-
Depreciation expense	18	1,853,826.00	-
<b>Profit before tax</b>		<b><u>(923,920.60)</u></b>	<b><u>(543,685.56)</u></b>
<b>Tax expense</b>			
(1) Current tax		-	-
(2) Deferred tax		-	-
<b>Total Tax Expense</b>		<b>-</b>	<b>-</b>
<b>Profit for the period</b>		<b><u>(923,920.60)</u></b>	<b><u>(543,685.56)</u></b>
<b>Earnings per equity share</b>	18	-0.14	-0.08
<b>Significant accounting policies and notes to accounts</b>	1-18		

AS PER OUR REPORT OF EVEN DATE ATTACHED  
**FOR O.T. GANDHI & CO.**  
 CHARTERED ACCOUNTANTS  
 FRN: 001120C

**SAMEEP GANDHI**  
 PARTNER  
 M.NO. 411107

PLACE : INDORE (M.P.)  
 DATED : 30<sup>th</sup> May, 2013

FOR AND ON BEHALF OF BOARD OF DIRECTORS

Sd/-  
**(ARVINDBHAI C. PATEL)** Director

Sd/-  
**(GAURAV D. PATEL)** Director

## **SAGAR SOYA PRODUCTS LTD.**

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### **Notes to financial statements for the year ended 31 March 2013**

#### **1. Significant accounting policies**

The following disclosure of accounting policies is made in pursuance of the Recommendations of the Accounting Standards Boards of the Institute of Chartered Accountants of India on "Disclosures of Accounting Policies".

##### **1.1 General**

- i The accounts are prepared on the historical cost basis and on the accounting Principles of going concern.
- ii. Accounting policies not specifically referred to otherwise are consistent in consonance with generally accepted accounting principles.

##### **1.2 Revenue Recognition**

Expenses and incomes considerable payable and Receivable respectively are accounted on accrual basis except dividend income and telephone expenses, which are accounted for on cash basis.

##### **1.3 Inflation**

Assets and Liabilities are recorded at historical cost. These costs are not adjusted to reflect the changes in the purchasing power of money.

##### **1.4 Valuation of Inventories**

Raw materials, stores and spares are valued at cost or a net realizable value whichever is lower; cost is arrived at an average price method basis after considering all incidental expenses and provisions for wastages etc.

##### **1.5 Investment**

Long Term Investments are stated at Cost. When there is a decline in the value of any investment, which is not considered to be temporary, then the same is provided for by crediting the value of the investment and charging the same to Profit & Loss Account.

##### **1.6 Depreciation**

Depreciation on fixed assets is provided on straight-line method on pro rata basis, in accordance with the provisions of schedule XIV of the Companies Act, 1956. During the year company has charged depreciation on the basis of number of days asset is being used for Processing purpose.

##### **1.7 Retirement Benefit**

No Gratuity expenses accounted for during the year.

##### **1.8 Treatment of Contingent Liabilities**

Contingent Liabilities are not provided for and are disclosed in notes to accounts.

Contingent liabilities not provided for

- a) Contingent liabilities on Account of Income tax are not ascertainable.
- b) Contingent liabilities on Account of Sales tax if any are not ascertainable by us.
- c) contingent liabilities on Account of capital goods if any are not ascertainable by us.
- d) Contingent liabilities on Account of fiscal status if any are not ascertainable by us.

##### **Demand Appeal and Litigations**

Demand raised by Sales-tax department of Rs. 1790261/- against Entry-tax Rs. 3156994/- against M.P. Commercial Tax, Provident Fund Demand of Rs. 795231/- is under appeal before the respective authorities and pending for disposal. For which no liability has been created as the management is confident to get the relief for the same hence no provision has been made.

##### **1.9 Based on the legal advice**

No provision for taxation has been provided in view of carried forward losses of the company.

- 1.10 a) The Company does not possess information as to which of its suppliers are Ancillary industrial undertaking / small scale industrial undertaking holding permanent registration certificate issued by the Directorate of Industries of State or Union Territory, consequently the liability, if any, of interest which would be payable under "The Interest on Delayed payments to small scale and Ancillary industrial Undertaking Act, 1992 cannot be ascertained. However, the Company has not received any claims in respect of Interest.
- b) As stated in note (a) above the company does not possess information as to which of suppliers are small-scale industrial undertakings. Accordingly the information regarding total outstanding dues to small scale Industrial Undertakings as at the end of the year and that regarding the names of small scale Industrial to whom the company owes more than Rs. 1.00 lacs and outstanding for more than 30 days not been complied and hence not disclosed by the company.

**1.12 The company has involvement in certain parties as under: -**

- a) Trade Receivables include Rs. 1,03,68,628.00 under litigation.
- b) In view of the management there is reasonable certainty that amount of other debts which is capable of recovery, However due to suspension of manufacturing and other activities debts has become long overdue and could not be realized confirm by the respective parties. However efforts for realization of this debt continue.

**1.12 Segment information**

The Company deals in single business segment i.e. of Soyabean. Hence AS-17 on Segment Reporting is not applicable to the Company.

- 1.13 In the opinion of the management and to the best of their knowledge and belief, the aggregate value of the current assets, loans and advances have their value on realization in ordinary course of business, at least equal to the value at which they are stated in the balance sheet.
- 1.14 Balance under the main heads, Current Liabilities, Sundry Debtors and Loans and Advances (including balance with Government and other authorities), unsecured loans and others are subject to confirmation / reconciliation by the respective parties. Adjustments, if any will be accounted for as and when reconciled / confirmed.
- 1.15 Director's remuneration has not been charged in view of losses.

**1.16 Taxes on Income**

As per AS-22, deferred tax asset can be recognized and carried forward only to the extent that there is virtual certainty that sufficient taxable income would be available in future, as there is no virtual certainty that sufficient taxable income will be available in future against which such deferred tax asset can be realized hence deferred tax asset have not been recognized.

**1.17 Related party disclosure**

**Names of related parties and related party relationship**

**Related parties having control and significant influence**

Names of Related Parties	Relationship
Gaurav Bhai Patel	Key Management Personnel (KMP)
Arvind bhai Patel	Key Management Personnel (KMP)
Dakshaben Patel	Relative of KMP
Dineshbhai T.Patel ( H.U.F.)	Relative of KMP
Divya Grain co.	Relative of KMP
Gainex Products	Relative of KMP
Meghana Patel	Relative of KMP
Naina Ben Patel	Relative of KMP
Shiv Trading co.	Relative of KMP
Arvind Foods Ltd.	KMP having significant influence over the co.

**SAGAR SOYA PRODUCTS LTD.**

**NOTES FORMING PART OF BALANCE SHEET**

**NOTE - 2 : SHARE CAPITAL**

Share Capital	31 March 2013		31 March 2012	
	Number	In `	Number	In `
<b>Authorised</b>				
Equity Shares of ` 10/- each	10,000,000.00	100,000,000.00	10,000,000.00	100,000,000.00
<b>Issued</b>				
66,96,719 Equity Shares of ` 10/- each	6,696,719.00	66,967,190.00	6,696,719.00	66,967,190.00
<b>Subscribed &amp; fully Paid up</b>				
Equity Shares of ` 10/- each (Of the above 1161370 Equity Shares have been issued as Bonous Shares, by way of capitalisation of part of Share Premium Account.)	6,696,719.00	66,967,190.00	6,696,719.00	66,967,190.00
<b>Less: Calls in Arrears</b>		(6,675,675.00)		(6,675,675.00)
<b>Total</b>	<b>6,696,719.00</b>	<b>60,291,515.00</b>	<b>6,696,719.00</b>	<b>60,291,515.00</b>

**Reconciliation of the Shares outstanding at the beginning and at the end of the reporting period**

Particulars	Equity Shares			
	31 March 2013		31 March 2012	
	Number	In `	Number	In `
Shares outstanding at the beginning of the year	6,696,719.00	66,967,190.00	6,696,719.00	66,967,190.00
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	6,696,719.00	66,967,190.00	6,696,719.00	66,967,190.00
Name of Shareholder	Equity Shares			
	31 March 2013		31 March 2012	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Arvind Foods Pvt. Ltd.	464610	6.94	464610	6.94
<b>Total</b>	<b>464610</b>	<b>6.94</b>	<b>464610</b>	<b>6.94</b>

**NOTE - 3 : RESERVE & SURPLUS**

Securities Premium		
As per last Balance Sheet	62,741,930.00	62,741,930.00
Addition during the year	-	-
<b>Sub-total</b>	<b>62,741,930.00</b>	<b>62,741,930.00</b>
Surplus i.e. Balance in the Statement of Profit & Loss		
As per last Balance Sheet	(124,689,420.74)	(124,145,735.18)
Addition during the year	(923,920.60)	(543,685.56)
Transfer to Reserves		
<b>Sub-total</b>	<b>(125,613,341.34)</b>	<b>(124,689,420.74)</b>
<b>Total</b>	<b>(62,871,411.34)</b>	<b>(61,947,490.74)</b>

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	31 March 2013 In `	31 March 2012 In `
<b>NOTE- 4 : NON CURRENT LIABILITIES</b>		
Unsecured Loans		
Arvind Bhai Patel	4,610,000.00	4,610,000.00
Dakshaben Patel, Sagar	7,002,500.00	7,002,500.00
Dineshbhai T. Patel (H.U.F.), Sagar	4,176,045.00	4,176,045.00
Divya Grain Co., Sagar	6,591,943.00	6,591,943.00
Gainex Product, Sagar	5,000,000.00	5,000,000.00
Gaurav Bhai Patel	2,830,000.00	2,830,000.00
Meghana Patel	2,450,000.00	2,450,000.00
Naina Ben Patel	14,777,864.50	14,777,864.50
Shiv Trading Co., Sagar	6,500,000.00	6,500,000.00
<b>Total</b>	<b>53,938,352.50</b>	<b>53,938,352.50</b>

<b>NOTE- 5 : CURRENT LIABILITIES</b>		
Other Current Liabilities (For Expenses)		
Amar Broker, Sagar	19,511.00	19,511.00
Amit Broker, Sagar	1,086.00	1,086.00
Balaji Trading Corporation, Sagar	10,750.00	10,750.00
Gupta Coal India Ltd., Bhopal	13,438.00	13,438.00
Industrial Fules & Chemicals Co., Nagpur	919,942.00	919,942.00
Katare Electro System Pvt., Gwalior	6,779.00	6,779.00
Kesharwani & Co., Sagar	12,194.00	12,194.00
Laci Impect, Indore	20,633.00	20,633.00
Nagpal Coal Traders, Gwalior	108,090.00	108,090.00
Nema Traders, Bhopal	65,678.00	65,678.00
O.T. Gandhi & Co., Indore	188,555.00	213,499.00
Pritibha Malaiya, Sagar	36,000.00	36,000.00
Ramesh Kumar Kabirbanthi, Sagar	11,158.82	11,158.82
S.S. Mercantile, Indore	12,939.00	12,939.00
Sagar Shri Canvassers, Sagar	42,737.00	42,737.00
Saheb Industries Delhi	207,040.00	207,040.00
Sanjay Trading Co., Katni	1,167,189.55	1,167,189.55
Santosh Kumar Kabirpanthi, Sagar	20,982.00	20,982.00
Sekhar Trading Co., Jablapur	4,990.00	4,990.00
Shri Arihant Canvassers, Damoh	50,523.00	50,523.00
Sonia Dyes & Pigments, Ujjain	13,797.62	13,797.62
Swatantra Brothers, Damoh	8,802.00	8,802.00
Subhash Yadav, Sagar	1,675.00	1,675.00
Classic Filaments Ltd., Mumbai	1,544,860.00	-
Gajraja Soya Extraction Pvt. Ltd.,	2,457,897.00	-
MPPKVCO LTD,	990,756.00	-
Sharma Electrical	10,000.00	-
Vinayraj Enterprises,	3,000.00	-
Employee Provident Payable	5,302.00	-
<b>Total</b>	<b>7,956,304.99</b>	<b>2,969,433.99</b>

**Note- 6 : Fixed Assets**

												(In `)	
S. No.	Particulars	Gross Block				Depreciation				Net Block			
		Cost As On 01.04.12	Additions During The Year	Sale / Disposal During The Year	Total As On 31.03.13	Upto 01.04.12	For The Year	Adjust-ment	Upto 31.03.13	Net Carrying Amount As On 31.03.13	Net Carrying Amount As On 31.03.13		
1	Leasehold-Land	276,000	-	-	276,000	-	-	-	-	276,000	276,000.00		
2	Buildings	11,749,257	-	-	11,749,257	6,826,698	392,425	-	7,219,123	4,530,134	4,922,559		
3	Plant & Equipment(M/c)	70,670,059	458,429	-	71,128,488	48,502,214	1,405,487	-	49,907,701	21,220,787	22,167,845		
4	Furture & Fixtures	335,919	-	-	335,919	333,941	1,978	-	335,919	-	1,978		
5	Office Equipment	1,107,498	-	-	1,107,498	729,169	52,606	-	781,775	325,723	378,329		
6	Vehicle	1,474,052	-	-	1,474,052	1,474,052	-	-	1,474,052	-	-		
7	Fire Fighting Equipment	15,087	-	-	15,087	15,087	-	-	15,087	-	-		
8	Laboratory Equip.	188,025	-	-	188,025	186,695	1,330	-	188,025	-	1,330		
9	Cycle	715	-	-	715	715	-	-	715	-	-		
	<b>Total</b>	<b>85,816,612</b>	<b>458,429</b>	<b>-</b>	<b>86,275,041</b>	<b>58,068,571</b>	<b>1,853,826</b>	<b>-</b>	<b>59,922,397</b>	<b>26,352,644</b>	<b>27,748,041</b>		
	<b>Previous Year</b>	<b>85,816,612</b>	<b>-</b>	<b>-</b>	<b>85,816,612</b>	<b>58,068,571</b>	<b>1,858,068</b>	<b>571</b>	<b>27,748,041</b>	<b>27,748,041</b>	<b>-</b>		

**SAGAR SOYA PRODUCTS LTD.**

	31 March 2013 In `	31 March 2012 In `
<b>NOTE 7 : INVESTMENTS</b>		
In Government securities		
Unquoted National Saving Food Depit. (As Security Deposit)	26,500.00	26,500.00
Equity Shares		
(a) 91200 Shares of ` 10/- each of M/s Ceejay Finance Ltd., (received on Amalgamation with Heritage Packaging Ltd., Ahemadabad of Ceejay Finance Ltd.)	912,000.00	912,000.00
(b) 104400 Shares of ` 10/- each of M/s Ceejay Finance Ltd., Nadiad Reliance Liquid Fund (Note: Market value of the Investments AS ON 31.03.2007 has not been provided to us)	1,044,000.00 3,958,096.60	1,044,000.00 1061628.2
<b>Total</b>	<u>5,940,596.60</u>	<u>3,044,128.20</u>
<b>NOTE 8 : INVENTORIES</b>		
Coal	289,293.00	289,293.00
Hexane	3,142,254.00	3,142,254.00
Deasel	42,196.00	42,196.00
Spare Parts	1,111,218.00	1,111,218.00
Chemicals	180,616.00	180,616.00
<b>Total</b>	<u>4,765,577.00</u>	<u>4,765,577.00</u>
<b>NOTE 9 : TRADE RECEIVABLE</b>		
More than six months	5,028,889.57	15,397,517.97
Less than six months	10,368,628.40	-
<b>Total</b>	<u>15,397,517.97</u>	<u>15,397,517.97</u>
<b>NOTE 10 : CASH AND CASH EQUIVALENT</b>		
Balances with banks		
Bank Of Baroda, Sagar	24,303.75	24,303.75
Canara Bank Overseas Branch, Mimbai	30,865.62	30,865.62
HDFC Bank Ltd., Sagar	362,665.23	211,334.23
SBI, Civil Line, Sagar	15,682.00	15,682.00
State Bank of Indore, Sagar	52,281.12	35,159.12
Union Bank of India, Bombay	46,745.95	46,745.95
Fixed Deposits	25,875.00	25,875.00
<b>Cash on hand</b>	1,423,413.02	1,036,475.02
<b>Total</b>	<u>1,981,831.69</u>	<u>1,426,440.69</u>
<b>NOTE 11 : LOANS &amp; ADVANCES</b>		
Unsecured		
Advance Salary	120,422.45	120,422.45
Dr. Anil Khare, Sagar	482,000.00	482,000.00
Interest Accoured	3,253.17	24,413.17
Sita Ram Maheshwari & Co., Sagar	2,287.00	2,287.00
<b>Deposits (With Government &amp; Others)</b>		
Krishi Upaj Mandi Samiti, Sagar	41000.00	41000.00
M.P. Stock Exchange, Deposit, Sagar	1045233.00	1045233.00
Sales Tax Department, Sagar	4500.00	4500.00
Telephone & Telex (Deposit), Sagar	25665.00	25665.00
Krishi Upaj Mandi Samati, Sagar (Fdr Ubi)	15000.00	15000.00
M.P. Warehousing & Logistic Corp. Sagar	60076.00	17,236.00
Microtech Boiler P.Lvt	200,000.00	-
Mppkvv Deposit Sagar	1,336,400.00	-
<b>Total</b>	<u>3,335,836.62</u>	<u>1,777,756.62</u>



### 31ST ANNUAL REPORT 2012-13

	31 March 2013 In `	31 March 2012 In `
<b>NOTE 12 : REVENUE FROM OPERATION</b>		
Sales of Goods	-	-
Total	-	-
<b>NOTE 13 : OTHER INCOME</b>		
Interest Received	31,740.00	-
Dividend Income	182,692.40	200,740.44
Godown Rent	1,906,212.00	301,883.00
Processing Charges	2,701,146.00	16,830.00
Total	4,821,790.40	519,453.44
<b>NOTE 14 : DETAILS OF CHANGES IN INVENTORY</b>		
Finished Jobwork at the end of the year		
As at 31st March 2013	4,765,577.00	4,765,577.00
As at 31st March 2012	4,765,577.00	4,765,577.00
As at 31st March 2011	-	-
Increase/ decrease	-	-
<b>NOTE 15 : EMPLOYEE BENEFITS EXPENSES</b>		
(a) Salaries and incentives		
Factory Salary & Wages	302,145.00	158,016.00
Wages	-	221,682.00
(b) Contributions to -		
(i) Provident Fund	45,220.00	21,523.00
(ii) E.S.I	-	-
(c) Staff welfare expenses	12,614.00	-
Total	359,979.00	401,221.00
<b>NOTE 16 : OTHER EXPENSES</b>		
Payments to the Auditor		
Auditor	20,000.00	20,000.00
Total	20,000.00	20,000.00
Other Expenses		
Factory Expenses	181,239.00	78,138.00
Lease Rent	4,000.00	4,000.00
Plant Maintainance	302,134.00	11,030.00
Fule & Power	450,000.00	-
Building Repair & Maintainance	101,446.00	98,136.00
Electricity Expenses	45,793.00	50,105.00
Fess & Taxes	183,693.00	116,715.00
Legal Expenses	14,850.00	235,900.00
Office Expenses	3,886.00	1,740.00
Postage Telegram & Telephone	4,355.00	3,194.00
Printing & Stationery	19,235.00	13,519.00
Telephone Exp.	5,732.00	7,904.00
Travelling & Convenance	11,290.00	6,732.00
Vehicle Expenses	37,906.00	14,805.00
Consalting Fees	20,000.00	-
Freight & Cartate	208,196.00	-
Loose Tools & Spare Parts	368,081.00	-
B.S.E. Ltd	1,544,950.00	-
Total	3,506,786.00	641,918.00
<b>NOTE 17 : FINANCE COST</b>		
Bank Charges	5,120.00	-
Total	5,120.00	-
<b>NOTE-18 : EARNING PER SHARE</b>		
Profit attributable to equity shareholders	(923,920.60)	(543,685.56)
No. of shares	6,696,719.00	6,696,719.00
Earning Per Share-basic & Diluted	(0.14)	(0.08)

**SAGAR SOYA PRODUCTS LTD.****CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2013**

	31 March 2013 In `	31 March 2012 In `
<b>Cash Flow From Operating Activities</b>		
Profit/(Loss) before tax & Extraordinary items	(923,920.60)	(543684.82)
Adjustments for:		
- Depreciation	1,853,826.00	-
- Interest Income	(31,740.00)	-
- Dividend	(182,692.40)	(200,740.44)
Operating profit before working capital changes	<b>715,473.00</b>	<b>(744,425.26)</b>
Movements in Working Capital :		
(Increase) /decrease in TDS	(448,408.00)	(69,555.00)
(Increase)/decrease in Loans & Advance	(1,558,080.00)	105,872.00
Increase /(decrease) in Other current Liabilities	4,986,871.00	(280,000.00)
<b>Net Cash flow from/(used in) Operating activities ( A )</b>	<b><u>3,695,856.00</u></b>	<b><u>(243,683.00)</u></b>
<b>Cash Flow From Investing Activities</b>		
Purchase of Fixed Assets	(458,429.00)	-
Purchase of Investments	(2,896,468.40)	(54,916.44)
Dividend received	182,692.40	200,740.44
Interest Received	31,740.00	-
<b>Net Cash flow from / (used in ) Investing activities ( B )</b>	<b><u>(3,140,465.00)</u></b>	<b><u>145,824.00</u></b>
<b>Cash Flows From Financing Activities</b>		
Increase in Share Capital	-	-
Increase/(Decrease) in Share Premium	-	-
Proceeds from Long terms & Short term	-	-
Dividends Paid	-	-
<b>Net cash flow from /(used in ) in financing activities ( C )</b>	<b><u>-</u></b>	<b><u>-</u></b>
Net Increase / (decrease) in cash and cash equivalents (A+B+C )	555,391.00	(97,859.00)
Cash & Cash equivalents at beginning of the year	<u>1,426,440.69</u>	<u>2,268,725.69</u>
<b>Cash &amp; Cash equivalents at the end of the year</b>	<b><u>1,981,831.69</u></b>	<b><u>1,426,440.69</u></b>

**Note : Previous year figures have been rearranged / regrouped wherever necessary**

For and on behalf of the Board of Directors  
**SAGAR SOYA PRODUCTS LTD.,**

Place : Indore  
Dated : 30th May, 2013

Sd/ Sd/-  
A.C.Patel N.A.Patel

**AUDITORS CERTIFICATE**

We have verified the above Cash Flow Statement with the books and record maintained by by Sagar Soya Products Ltd. and certify that, in our opinion and opinion and according to the information and explanations given to us, the above statement is in according there with.

As per our Report annexed  
**For O.T.GANDHI & CO**  
Chartered Accountants  
By the hands of  
Sd/-

PLACE : INDORE  
DATED : 30th May, 2013

**SAMEEP GANDHI**  
Partner  
**M.NO.411107**

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**SAGAR SOYA PRODUCTS LIMITED**

Regd. Office : C.J. Complex, Mahatama Gandhi Road,  
Sagar – 470002 Madhya Pradesh

**ATTENDANCE SLIP**

Shareholders attending the meeting in person or by proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

I hereby record my presence at the **31<sup>st</sup> Annual General Meeting** of the Company at the **Regd. Office** of the company on Monday, the **30<sup>th</sup> September, 2013** at **1.00 p.m.**

\_\_\_\_\_  
Name of the Shareholder

\_\_\_\_\_  
Signature

Folio No. \_\_\_\_\_

\_\_\_\_\_  
(Full name of Proxy)

**Note:** No Duplicate Attendance Slip will be issued at the meeting hall. You are requested to bring your copy of Annual Report to the Meeting.

\_\_\_\_\_  
(TEAR)\_\_\_\_\_

**SAGAR SOYA PRODUCTS LIMITED**

Regd. Office : C.J. Complex, Mahatama Gandhi Road,  
Sagar – 470002 Madhya Pradesh

**PROXY FORM**

I/We.....of.....  
in the district of ..... being a member/members of the above named Company hereby appoint  
..... of ..... in the district  
of..... or failing him ..... of  
..... In the district of ..... as my / our proxy to  
vote for me/us on my our behalf at the **31<sup>st</sup> ANNUAL GENERAL MEETING** of the Company to be held at **Regd. Office**  
of the company, on Monday, **the 30th September, 2013** and at any adjournment thereof.

Signed this..... day of ....., 2013.

Reg. Folio No.....

No. of Shares .....

Affix  
Signature  
Revenue  
Stamp

**Note:**

This form in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company, not less than 48 hours before the meeting.

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Book - Post

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*If undelivered, please return to*  
**SAGAR SOYA PRODUCTS LIMITED**  
Regd. Office :  
C.J. Complex, Mahatama Gandhi Road,  
Sagar – 470002  
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