

**RUCHI SOYA INDUSTRIES LIMITED**

Registered Office : 614, Tulsiani Chambers, Nariman Point, Mumbai - 400 021

NOTICE

Notice is hereby given that the Twenty Sixth Annual General Meeting of the members of Ruchi Soya Industries Limited will be held at Sunville Deluxe Pavilion, Sunville Building, 9, Dr. Annie Besant Road, Worli, Mumbai - 400 018 on Tuesday, the September 25, 2012 at 10.30 AM to transact the following business :

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2012 and the Profit & Loss Account for the year ended March 31, 2012 together with the reports of the Directors and Auditors thereon.
2. To declare dividend on Preference Shares and Equity Shares.
3. To appoint a Director in place of Mr. Kailash Shahra , who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. A. B. Rao, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Mr. Sanjeev Kumar Asthana, who retires by rotation and being eligible, offers himself for re-appointment.
6. To appoint Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.
7. To appoint Branch Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT in supersession to the special resolution passed by the members of the Company at their Annual General Meeting held on September 30, 2011, pursuant to the provisions of Section 81(1A) and other applicable provisions , if any, of the Companies Act, 1956 (the "Act") (including any amendment thereto or re-enactment thereof), and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Listing Agreement entered into with the Stock Exchanges where the Equity Shares of the Company are listed (the "Stock Exchanges"), Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2009 ("ICDR Regulations"), as amended, the Foreign Exchange Management Act, 1999 ("FEMA"), as amended and applicable rules, regulations, notifications and circulars issued thereunder, Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993 and all other applicable statutory and/or regulatory requirements, and subject to such approvals, consents, permissions and sanctions as might be required and subject to such conditions as may be prescribed while granting such approvals, consents, permissions and sanctions, which the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) is hereby authorised to accept, the Board be and is hereby authorised on behalf of the Company to create, issue, offer and allot, including providing for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons, as may be permitted, in the course of one or more public or private offerings in domestic and/

or one or more international market(s) with or without a green shoe option, Equity Shares and/or convertible securities, other than warrants, on Qualified Institutional Placement basis under ICDR Regulations, and/or Equity Shares through depository receipts, including American Depository Receipts (ADRs) and Global Depository Receipts (GDRs), and/or convertible bonds, including Foreign Currency Convertible Bonds (FCCBs), and/or other securities convertible into Equity Shares at the option of the Company and/or the holder(s) of such securities, and/or securities linked to Equity Shares, including non-convertible debentures with warrants or other securities with or without warrants, which may either be detachable or linked, and which warrant has a right exercisable by the warrant holder to subscribe for Equity Shares and/or warrants with an option exercisable by the warrant-holder to subscribe for Equity Shares and/or any instruments or securities representing either Equity Shares and/or convertible securities linked to Equity Shares (including the issue and allotment of Equity Shares pursuant to a Green Shoe Option, if any), (all of which are hereinafter collectively referred to as "Securities") to eligible investors, including Qualified Institutional Buyers, under applicable laws, regulations and guidelines (whether residents and/or non-residents and/or institutions/banks and/or incorporated bodies, mutual funds, venture capital funds, Foreign Institutional Investors (FIIs) and Indian and/or multi-lateral financial institutions and/or individuals and/or trustees and/or stabilising agents or otherwise, and whether or not such investors are members of the Company), through prospectus and/or placement document and/or letter of offer or circular and/or on public and/or private/preferential placement basis, such issue and allotment to be made at such time/times, in one or more tranches, for cash, at such price or prices, in such manner and where necessary, in consultation with the Book Running Lead Managers, Merchant Bankers and/or other Advisors or otherwise, on such terms and conditions, including terms as to appointment of Lead Managers, Underwriters, Advisors, Guarantors, Depositories, Custodians and/or other agencies, as the Board, may, in its absolute discretion, decide at the time of issue of Securities, provided that the total amount raised through the issuance of such Securities shall not exceed ₹1,500 Crore (Rupees One thousand five hundred crores) or its equivalent in one or more currencies, including premium, if any, as may be decided by the Board.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution and to settle any questions or disputes that may arise in relation thereto."

Registered Office :

By order of the Board of Directors

Ruchi Soya Industries
Limited
614, Tulsiani Chambers,
Nariman Point,
Mumbai – 400 021

R.L. GUPTA
Company Secretary

Date : July 21, 2012

Place : Mumbai

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY, THE PROXY FORM DULY COMPLETED AND SIGNED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.
2. Explanatory statement pursuant to provisions of section 173 (2) of the Companies Act, 1956, setting out the material facts in respect of the business under item 8 is annexed thereto.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, September 22, 2012 to Tuesday, September 25, 2012 (both days inclusive) to ascertain the entitlement of Dividend declared, if any.
4. Members who attend the meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting hall.
5. Members are requested to bring their copies of the Annual Report at the time of attending the Annual General Meeting.
6. All documents referred to in accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company during the office hours on all working days except Saturday between 11.00 A. M. to 1.00 P.M. up to the date of Annual General Meeting.
7. Members seeking any further information about the accounts are requested to write to the Company at least ten days before the date of Annual General Meeting so as to enable the management to keep the information ready at the meeting.
8. Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956, the Company has transferred the unpaid or unclaimed dividends for the financial years 1995-96 to 2003-04, to the Investor Education and Protection Fund (the IEPF) established by the Central Government.
9. The Securities and Exchange Board of India (SEBI) has vide circular ref. no. MRD/DoP/Cir-05/2009 May 20, 2009 mandated Permanent Account Number (PAN) requirement for transfer of shares in physical form. Members holding shares in physical form can submit their PAN details to the Company / Registrars and Transfer Agents.

EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 173 (2) OF THE COMPANIES ACT, 1956

Item No. 8

The Company intends to raise additional long-term finance for various corporate purposes, including but not limiting to, capital expenditures, working capital requirement, expansion, investment in subsidiaries/ wholly owned subsidiaries and acquisition of manufacturing and/or other facilities. The additional long-term finance is proposed to be raised by issue of securities in domestic and/or international markets.

The proposed resolution contained in the Notice seeks the enabling authorisation by the Members to the Board of Directors, to raise additional funds through issue of Securities in domestic and/or international markets, including by way of Qualified Institutions Placement ("QIP") with the

Qualified Institutional Buyers ("QIB"), in accordance with the provisions contained in Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and/or Depository Receipts in accordance with the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipts Mechanism) Scheme, 1993 and/or any other Securities for an amount not exceeding ₹1,500 Crore (Rupees One thousand five hundred crores only) or its equivalent, in one or more currencies, in one or more tranches, in such form, on such terms, in such manner, at such price and at such time as may be considered appropriate by the Board to the various category of investors in the domestic and/or international markets.

As per the current regulations, the pricing of equity shares or convertible securities in the case of Qualified Institutional Placement will not be less than the average of weekly high and low of the closing prices of the equity shares quoted on Stock Exchanges during two weeks preceding the "Relevant Date". The "Relevant Date", in terms of the current Regulations is as under :-

- a) In case of allotment of equity shares, the date of meeting in which the Board decides to open the proposed issue ;
- b) In case of allotment of convertible securities, either the date of the meeting in which the Board decides to open the issue or the date on which the holders of convertible securities become entitled to apply for Equity Shares.

Under the circumstances, an enabling resolution is being proposed to be passed to provide adequate flexibility and discretion to the Board of Directors of the Company to finalise the terms of the issue of Securities.

The Special Resolution contained in the Notice seeks the approval of the Members, pursuant to Section 81 (1A) of the Companies Act, 1956, to offer the proposed issue of securities to various categories of investors who may or may not be holding equity shares in the Company on the date of the offer.

Your Directors recommend adoption of the Resolution as Special Resolution. The directors of the Company may be deemed to be concerned or interested in the resolution to the extent of securities that may be subscribed to by the companies/institutions of which they are Directors or members.

Registered Office :

By order of the Board of Directors

Ruchi Soya Industries
Limited
614, Tulsiani Chambers,
Nariman Point,
Mumbai – 400 021

R.L. GUPTA
Company Secretary

Date : July 21, 2012
Place : Mumbai

**RUCHI SOYA INDUSTRIES LIMITED**

Registered Office : 614, Tulsiani Chambers, Nariman Point, Mumbai - 400 021

(PLEASE COMPLETE THIS SLIP AND HAND IT OVER AT THE ENTRANCE OF MEETING HALL)**ATTENDANCE SLIP****TWENTY SIXTH ANNUAL GENERAL MEETING**

at Sunville Deluxe Pavilion, Sunville Building, 9, Dr. Annie Besant Road, Worli, Mumbai – 400 018 on Tuesday, the September 25, 2012 at 10.30 AM

Member's Name (in capital letters)

Folio No..... No. of Shares held

Member's signature**RUCHI SOYA INDUSTRIES LIMITED**

Registered Office : 614, Tulsiani Chambers, Nariman Point, Mumbai - 400 021

PROXY

I/We of
.....being a member/s of the Company, hereby appoint
of.....in district of or failing him.....of.....
in the district of or failing him. of in the district of as my/our Proxy to vote
for me / our behalf at the Twenty Sixth Annual General Meeting of the Company to be held on Tuesday, the September 25, 2012 at 10.30 AM and at any
adjournment thereof.

My/Our Registered Folio No. is

Signed this day of 2012.

Proxy's Name (in capital letters)

Revenue
Stamp_____
Proxy's Signature**RUCHI SOYA INDUSTRIES LIMITED**

Registered Office : 614, Tulsiani Chambers, Nariman Point, Mumbai - 400 021

BANK MANDATE PARTICULARS

Dear Shareholders,

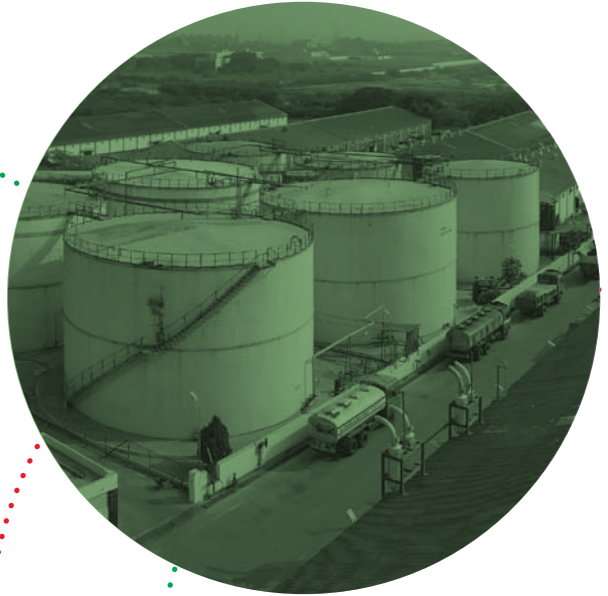
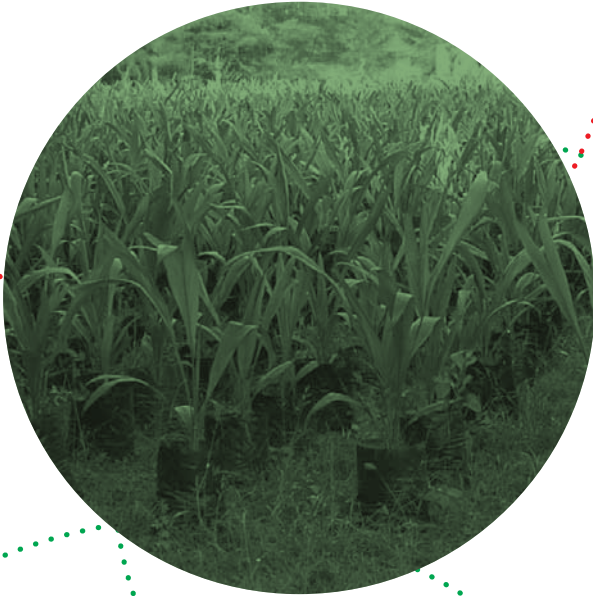
The Board of Directors has recommended a dividend of 16% on equity shares for the financial year 2011-2012. Members holding shares in physical mode, may provide the particulars mentioned below and confirm to avail Electronic Clearance Services (ECS) for payment of dividend declared, if any. It may be noted that the payment of dividend declared, if any, to the members holding shares in dematerialised form will be through ECS based on their particulars noted with depository participants. Such members need not to provide the under-mentioned particulars.

Please fill in the following particulars and send to the Company or its Registrar and Share Transfer Agent.

I/We opt for payment of dividend declared, if any for the financial year 2011-2012 by way of electronic credit to my / our bank account, the particulars of which and my/our shareholding are as under :

1. Folio Number :
2. Name & Address
3. No. of shares held :
4. Name & Address of Bank :
5. MICR Code (9 digits code) :
6. Type and Number of Account :

Member's Signature



RUCHI SOYA INDUSTRIES LIMITED

ANNUAL REPORT

2011-12

COMMITMENT TO

**SUSTAINABLE
GROWTH**

Forward looking statement

Statement made in this Annual Report describing the Company's objectives, projections, estimates and expectations may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could influence and make a difference to the Company's operations include economic conditions affecting demand / supply and price conditions in the domestic and overseas markets in which Company operates, changes in the Government regulations, tax laws and other statutes and incidental factors. We undertake no obligation to publicly update any forward looking statements, whether as a result of new information, future events or otherwise.

Contents

01-16

Corporate Overview

Continuing meaningful efforts for market leadership	02
Strengthening the message of good health and wellbeing	04
Progressing with a definite business strategy	06
Maintaining performance, despite economic adversity	08
Chairman speaks	10
Letter from the Managing Director	12
Investing ideas and energy	14
Corporate Social Responsibility	16

18-30

Statutory Reports

Directors' Report	18
Management Discussion and Analysis Report	24
Corporate Governance Report	30

40-151

Financials

Standalone	
Auditors' Report	40
Balance Sheet	44
Statement of Profit and Loss	45
Cash Flow Statement	46
Notes	48
Consolidated	
Auditors' Report	99
Balance Sheet	100
Statement of Profit and Loss	101
Cash Flow Statement	102
Notes	104
Annexure-'A'	151

If there is any one emotion, members of the Ruchi family fervently share, it is a commitment.

A commitment to sustainable growth.

For more than two decades, this commitment has inspired every innovation, every product launch and every breakthrough we have achieved for human health and wellbeing.



The Financial Year 2011-12, marked the expansion of our crude oil refining capacity by 600,000 MTPA. Now we are consolidating our capacities to attain higher volumes, leverage economies of scale and capture greater market share. We are also strengthening our brand awareness with greater focus on quality and premiumisation to reach out to a wider customer spectrum.

Our consolidation efforts touch all aspects of the value chain. We are constantly increasing sources for our raw material supply and strengthening the reach of our distribution network to serve more people, consistently, every single day.

**Continuing
meaningful
efforts for market
leadership**

**We are consolidating
our capacities to
grow sustainably and
emerge as a value
creator for people.**

**4.02 Mn
MTPA**

Crushing capacities

**0.52 Mn
MTPA**

Palm fruit processing
capacities

**0.47 Mn
MTPA**

Vanaspati and bakery fat
capacities

**2.87 Mn
MTPA**

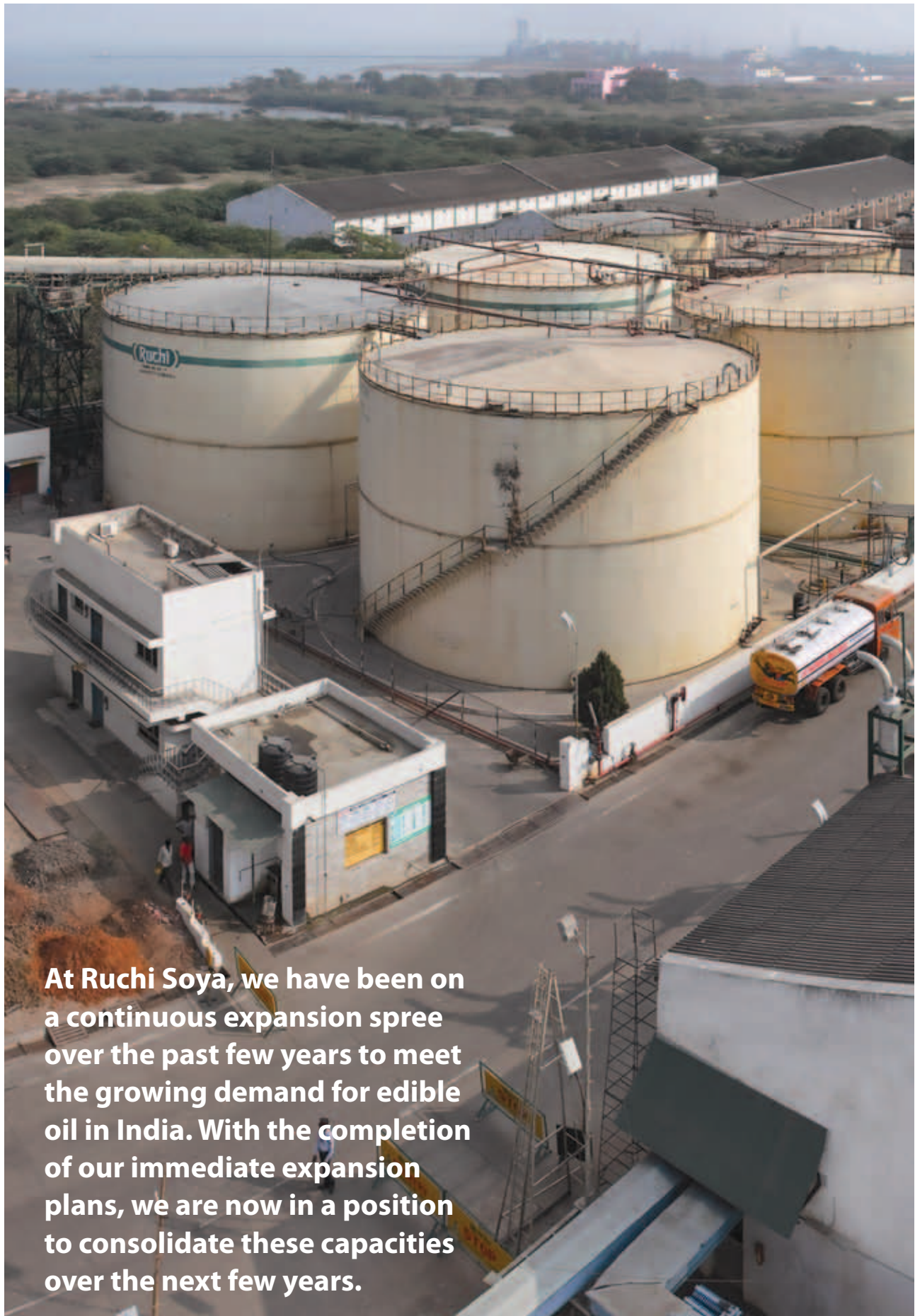
Refining capacities

**3.29 Mn
MTPA**

Soya meal capacities

**85.3
MW**

Wind power generation
capacities



At Ruchi Soya, we have been on a continuous expansion spree over the past few years to meet the growing demand for edible oil in India. With the completion of our immediate expansion plans, we are now in a position to consolidate these capacities over the next few years.

Strengthening the message of good health and wellbeing

At Ruchi Soya, we have built a strong brand portfolio for the new-age customer: Well-informed and discerning, with an increasing preference for packaged and branded food to stay fit in a fast-paced life.

We are focusing more on branding and product premiumisation to enhance visibility. We launched 25% low absorption Nutrela oil variant during the year. With 25% lighter, less oil per serving it may last 3 times more thus adding value to customers. Also, the introduction of ₹ 10 pack of soya food – helped serve value added products with affordable cost to a large spectrum of masses helped us expanding our customer base.





20%

CAGR of branded sales for
5-year ended March 31, 2012

Brands across the value chain



Premium

Nutrela

Soya food products and refined oils
(Soyabean, Groundnut, Cottonseed,
Sunflower, Mustard and Ricebran)

Nutri Gold

Vanaspati



Value products

Mahakosh

Refined oils (Soyabean, Groundnut,
Cottonseed and Ricebran) and
Vanaspati

Sunrich

Refined Sunflower oil



Mass

Ruchi Gold

Refined oils (Mustard and Palmolein)

Ruchi Star

Refined Soyabean oil



Progressing with a definite business strategy

Our approach has always been to reach 'more customers with regularity and readiness'. This can only happen in a secured raw material environment, with a strong distribution network.

As of March 31, 2012, we scaled our access to palm plantations having planted area of 42,000 hectares in India. We shall continue to strive harder to secure raw material supplies and contribute significantly to the domestic edible oil production. Besides, we have continuously invested in strengthening our distribution network by adding new depots, dealers and retail outlets. Several promotional activities have further helped deepen our reach and recall.





185,000 hectares

Land access in India for
palm oil plantations with
procurement rights

19

Manufacturing locations
across India

10

Wind power generating
locations across India

110

Company depots

6,208

Distributors

586,500

Retail outlets



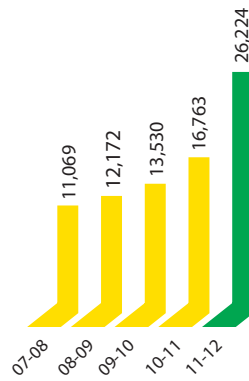
The background of the cover is a photograph of a vast soybean field with rows of green plants stretching towards a distant town under a clear blue sky. Overlaid on the image are several white dotted circles of varying sizes, creating a modern, abstract design.

Maintaining performance, despite economic adversity



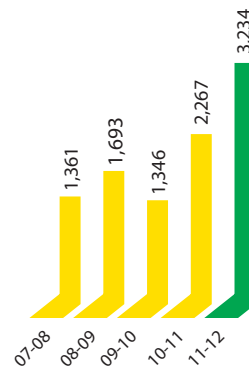
Revenues (sales and other income)

(₹ in crore)



Export Sales

(₹ in crore)



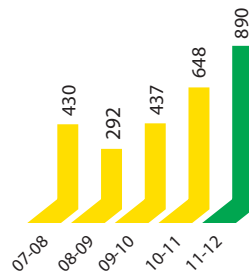
Branded Sales

(₹ in crore)



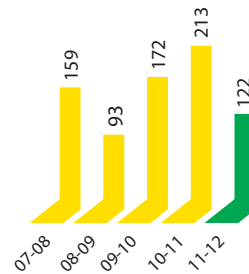
EBIDTA

(₹ in crore)



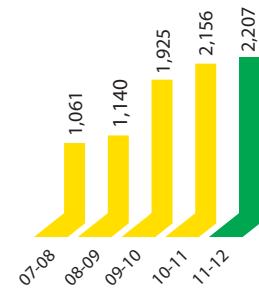
Net Profit

(₹ in crore)



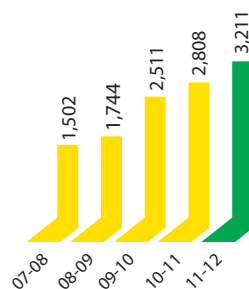
Networth

(₹ in crore)

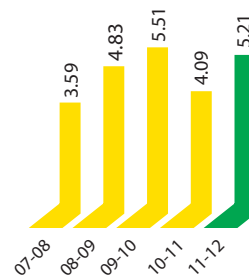


Gross Block

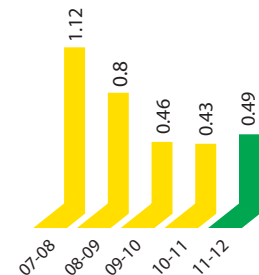
(₹ in crore)



Interest Cover *



Long term Debt equity



* Interest cover is calculated as [(EBITDA-Current Tax)/Net Interest]

Chairman speaks



“ India’s growth story has also been adversely impacted, although the country’s GDP growth continues to be a major driver of global economic advancement. Interestingly, the nation’s growth is becoming more inclusive or participatory, allowing hundreds of thousands of people to raise their quality of life. ”

At Ruchi Soya, we have commenced the next lap of the journey, following the completion of our short-term expansion plans. Consolidation is the critical task to be accomplished now. With burgeoning population, the demand for food and edible oil is strong and growing. Besides, India's consumer behaviour is evolving at a rapid pace. People are becoming more conscious about fitness and health, and more at par with global nutrition standards. Increasing per capita income is also enabling more people to embrace world-class brands and quality standards. This is an opportunity to enhance our quality focus and align our brands with global benchmarks.

The world today presents an unflattering picture of economic performance. Developed economies are in the throes of financial disarray and sluggish growth. Europe is in the midst of a debt crisis and the US is still wrestling with fragile growth. India's growth story has also been adversely impacted, although the country's GDP growth continues to be a major driver of global economic advancement. Interestingly, the nation's growth is becoming more inclusive or participatory, allowing hundreds of thousands of people to raise their quality of life. Following our integration efforts, we are now more equipped to cater to the consumption-led growth.

We continued with our backward integration into palm plantations to secure raw material availability and thereby attempting to insulate ourselves from the volatility in the commodity markets and raw material prices. We are also extending our presence in branded products to capture a significant portion of the market. Our

“Ruchi Soya's performance is the result of the hard work and commitment of our people. Our people dedicate themselves to providing the most trusted brands and high-quality products to customers across the social spectrum.”

presence in the soya bean and palm plantations helps ensure a cleaner and greener environment. Our contribution in the field of healthcare, education and empowerment of women validate our social commitment.

We believe that the hard work and commitment of our people will result in sustained growth of our organization and enhance value of the stakeholders. We pride ourselves in providing the most trusted brands and high-quality products to customers across the social spectrum. We continue to accelerate efforts to reach every Indian kitchen and satisfy every Indian household's desire for a healthy, happy and fulfilling life.

Let me take this opportunity to express my gratitude to our Directors and all members of the Ruchi family for energizing and endorsing our initiatives to create a more committed and sustainable organization.

Best Wishes,

Kailash Shahra
Chairman

Letter from the Managing Director

“ We are among the top five FMCG players in India and a leading edible oil company based on market-share in the overall Refined Oil in consumer packs (ROCP) in India, with sustained leadership in important segments like Palm Oil. ”



It would be an understatement to comment that the Indian FMCG market is expanding. Exploding would be nearer to the truth. This is because vast sections of the population are elevating their social status and demanding a better quality of life. This phenomenon is creating a tremendous demand in the FMCG sector. Today, we have to look beyond metro cities to find the real channels of growth and opportunities.

We are among the top five FMCG players in India and a leading edible oil company based on market-share in the overall Refined Oil in consumer packs (ROCP) in India, with sustained leadership in important segments like Palm Oil. Besides, we have huge capacities and a stronger brand recall, which will allow us to consolidate and attain higher orbits of growth over the next few years.



Performance in 2011-12

During 2011-12, our revenues increased 56% owing to higher volumes and higher prices. Export of oil seed extractions increased by 24% and branded sales registered a healthy 42% growth. However, higher input cost of imported materials due to the export duty regime changes by the Government of Indonesia relating to the palm segment, higher interest rates and unfavourable foreign exchange fluctuations impacted our margins and profits during the year.

Expansions

We completed the expansion of 6,00,000 MTPA crude oil refining capacity during the year. We are now in a position to consolidate the additional capacities and aim for higher production volumes to capture larger market share.

Plantations

We scaled up our palm plantation activities and touched the mark of 42,000 hectares of plantation during the year. We have plans to expand the plantations by around 12,000 hectares annually. Ruchi Industries Pte. Ltd, Ruchi Soya's wholly owned subsidiary incorporated in Singapore, is investing in palm plantations overseas. We look forward to explore countries like Indonesia, Cambodia and other Asian regions for setting up palm plantations.

Branding and distribution

We added 283 new distributors for our products and strengthened our brand-building exercise through various promotional activities. These initiatives would enable us to expand our reach and strengthen the consumer focus towards branded and packaged goods.

“We have identified growth opportunities in grains, cereals, spices and certain cash crops, and will continue to capitalize on business prospects to enhance stakeholder value. With additional capacities, our entire focus will be on emphasising on premium and branded sales.”

Value-added products

We laid out plans for differentiated product offerings, targeting the premium segment. Besides, we also plan to extend our product offerings in the health and wellness segment. The objective is to create a niche for ourselves and improve our margins.

Recognition

We ranked 175th in the top 250 consumer products companies, in the 'Global Powers of the Consumer Products Industry 2012' (208th in 2011) report published by Deloitte Touche Tohmatsu (Deloitte). In addition, we also featured in the 50 fastest growing consumer companies globally and improved our position to 19 (20 in 2011).

Unsatisfied curiosity

Yes. That's what drives all members of Ruchi Soya towards more opportunities and achievements. We are curious to know how we can make the lives of our customers healthier and more productive. We are curious to delve deeper into customer's aspirations, so that we can make efforts to fulfil those desires through better and healthier products.

We have identified growth opportunities in grains, cereals, spices and certain cash crops, and will continue to capitalise on business prospects to enhance stakeholder value. With additional capacities, our emphasis will be on premium and branded sales in order to improve our margins and move forward.

Regards

Dinesh Shahra

Managing Director

**Investing ideas
and energy
to reach more
breakthroughs
to more people,
faster**

**₹ 30,000
crore+**

Consolidated turnover
for the year ended
March 31, 2012

**Incorporated in 1986,
Ruchi Soya is amongst the top five
Indian FMCG players, operating in
the cooking oil, soya foods, bakery
fats and vanaspati segments.
From palm plantation to packaged
products, we have successfully
built an integrated business model
that aims to create value at every
stage. We are also evolving a
smarter and more agile response to
business realities.**

**Today, we have become a trusted
household name in India, and also
expanding our visibility across Far
East, the Middle East and South
East Asia.**



Eureka moments

1986

Ruchi Soya was promoted by Shahra family; commenced Soya food processing facilities in Madhya Pradesh



1992-93

Set up India's first soya seed processing facility of 400 TPD, along with other associated facilities



1994-95

Entered into edible oil import and distribution business

1995-96

Expanded soya seed processing facility to 2,000 TPD



1999-00

Set up the first port based edible oil refinery at Chennai (through subsidiary) and introduced palm oil in packed form under the 'Ruchi Gold' brand



2004-05

Forayed into domestic palm plantation

2005-06

Amalgamated soya based and edible oil companies of the group into the Company

International Equity Offering (GDR) of US\$60 Million



2009-10

Merger of Mac Oil Palm Limited and Palm Tech India Ltd. resulting in the access to 80,000 hectares for oil palm plantations and palm fruit processing capacity of 5,18,400 MTPA. Post merger, Ruchi Soya had oil palm procurement rights, covering land access of 1,75,000 hectares across six states in India for oil palm plantation



2010-11

Set up wholly-owned subsidiaries in Singapore and Dubai for overseas ventures

Entered into a Joint Venture with Indian Oil Corporation Limited for renewable energy

2011-12

Expansion of the crude oil refining capacity by 6,00,000 MTPA

Introduction of new healthy, 25% less absorbent variant of Nutrela oils



1



2



3



4

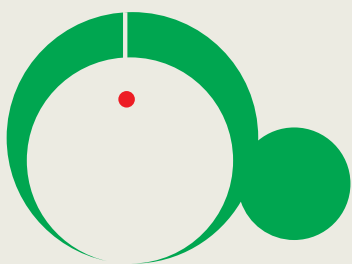


Awards and accolades

1. Government of India's National Energy Conservation Award for Edible Oil / Vanaspati Sector
2. Globoil Award for the Highest Importer of Edible Oil 2011
3. Globoil Award for the Highest Exporter of Oil Meals 2011
4. Best Wind Farm in the country (above 2 MW category) at the 3rd International Wind Energy Conference

Corporate Social Responsibility

The corporate social initiatives of the Company are executed through Shri Mahadeo Shahra Sukrat Trust (SMSST). During 2011-12, we continued with our work in the areas of Education, Health and Women Empowerment.



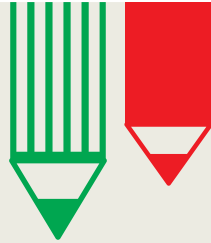
Women Empowerment

Activities

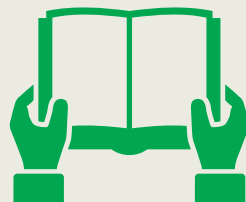
- Self Help Group – Formation
- Self Help Group – New joining
- Self Help Group – Workshop
- Self Help Group – Mahila Melawa
- Self Help Group – Training
- Self Help Group – Audit
- Self Help Group – IGP
- Self Help Group – Exposure trip

The Trust introduced various livelihood programmes for girls and women in the areas where Ruchi Soya operates. It organised a course on vocational training in beauty care and healthcare, tailoring and cutting and Warli painting. It also conducted a computer orientation course and life enrichment education for girls and women. Hundreds of women and girls have been the beneficiaries of these programmes.

The Trust has been supporting the Self help Groups (SHGs) on a stronger footing resulting in a substantial increase in wealth creation through savings. It has also provided training on Panchayat Raj to several villagers helping them to take better control of their lives. During 2011-12, 50 SHGs underwent various skill trainings in micro credit and vocational training.



Education



Activities

SHAHRA Self learning Centre (SSLC)

Computer Training Programme (CTP)

School in Development (SID)

Scholarships

Library

Sports (indoor and outdoor)

Extracurricular activities

Self Help, Assistance, Hope & Renewed Action (S.H.A.H.R.A.) Learning centre based at Patalganga, Maharashtra with its extension centre in the nearby village at Vashivali, provide excellent opportunity for the local students to achieve educational excellence.

The centre provides scholarships to the meritorious students in the nearby schools, undertakes activities for personality development and organises games and competitions. The centre also provides computers and trainers to secondary schools in the adjoining areas around our plant.



Health

Activities

Cataract camps

Health camps

Blood donation camps

Hernia & Hydrocoele surgeries

Preventive health care – Health is wealth

Kishori Shakti

The Trust organised two eye camps for cataract detection and surgery in association with KK Eye hospital. Since its inception it has yielded positive results every year. Besides, blood donation camps are also organised every year across several plants.

During 2011-12, 132 cataract surgeries were conducted to restore the eye sight.

The Trust also organised an anaemia detection camp at Nagpur, with the help of the Swami Vivekanand Medical Mission. It

provided medicine and vitamin tablets to the needy and educated them on a balanced diet to keep iron deficiency under control. Around 23 surgeries of Hernia & Hydrocoele were also funded.

The Trust conducted a programme for the adolescent and unmarried girl – Kishori Shakti – which proved to be a boon for hundreds of girls in the area of operation in Nagpur and Raigad districts of Maharashtra.

Directors' Report

Dear Shareholders,

Your directors have pleasure in presenting the Twenty Sixth Annual Report together with the Audited Statement of accounts of the Company for the year ended March 31, 2012.

Financial Results

(₹ in crore)

	2011-12	2010-11
Total Revenue	26,223.71	16,762.77
Profit before depreciation and tax	369.10	425.75
Depreciation, amortisation and impairment expenses	140.78	119.93
Profit before taxation	228.32	305.82
Tax expense	99.31	89.77
Tax adjustment for earlier years (net)	6.70	2.84
Profit after taxation	122.31	213.21
Balance brought forward from previous year	608.63	429.64
Adjustment on scheme of Amalgamation and Arrangement	-	10.16
Amount available for appropriation	730.94	653.01
APPROPRIATION		
General Reserve	10.00	25.00
Proposed dividend - Preference	0.12	0.02
- Equity	10.67	16.65
Dividend distribution tax	1.75	2.71
Balance as at end of the year	708.40	608.63
	730.94	653.01

Dividend

Your directors recommend dividend on 200,000, 6% Non Convertible Redeemable Cumulative Preference Shares of ₹ 100/- each.

Your directors also recommend dividend of 16% (₹ 0.32 per share on face value of ₹ 2/-) on Equity Capital of ₹ 66.69 crore for the year under review as against 25% (₹ 0.50 per share on face value of ₹ 2/-) for the previous year. The total cash outgo on account of equity and preference dividend and tax thereon amounts to ₹ 12.54 crore as against ₹ 19.38 crore in the previous year.

Operations

During the year under review, the Total Income (revenue) of your Company increased to ₹ 26,223.71 crore from ₹ 16,762.77 crore in the previous year, recording a growth of over 56%. The earnings before interest, tax and depreciation (EBITDA) has increased by 37.30% from ₹ 648.50 crore to ₹ 890.36 crore. Profit after tax of ₹ 122.31 crore was recorded during the year as against ₹ 213.21 crore in the previous year. During the year under review, the international economic and political situations coupled with monetary conditions have influenced domestic business sentiments. Also, volatility in the currency and commodity prices and the sharp depreciation in the value of Indian rupee had impacted cost structure and margins.

Exports

The Company registered a growth of over 42% in exports during the financial year as compared to that of previous year. It exported products of ₹ 3,234.33 crore during the year under review as compared to ₹ 2,267.22 crore in the previous year.

Future Outlook

Ruchi Soya Industries Limited is a leading branded edible oil supplier. Nutrela Healthy Oils (Soyabean, Sunflower, Mustard Oil), Ruchi Gold (Palmolein & Mustard Oil), Mahakosh (Soyabean Oil), Sunrich (Sunflower Oil) are all leading brands in the Indian edible oil market space and Ruchi is the leader in the Refined Oil Consumer Pack (ROCP) space today.

Superior procurement and leadership position in the industry, continuous innovation, an endeavor to meet consumer needs and stringent quality control standards have enabled the Company to emerge as a highly-respected and admired Indian company.

The Company is exploring new horizons beyond its traditional business interests. New initiatives like palm plantation and renewable energy sources coagulate well with the existing business goals of the company. The Company has also recently expanded the capacity of its port based refineries by close to 600,00 MT per annum to cater to the growing demand and remain competitive in the market. The company is also ready to commission one new processing unit in the state of Bihar with refining capacity of close to 2 lac MT per annum.

Directors

Mr. Kailash Shahra, Mr. A. B. Rao and Mr. Sanjeev Kumar Asthana retire by rotation in accordance with the provisions of Articles of Association of the Company and being eligible, offer themselves for re-appointment.

Employees Stock Option Scheme (ESOS)

The Company had introduced Employees Stock Option Scheme 2007 (referred to as "the scheme") to enable the eligible directors/employees of the Company and its subsidiary to participate in the future growth of the Company.

The necessary disclosures required in terms of Securities & Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 in regard to such Scheme of your company are enclosed herewith as Annexure 'A' forming part of this Report.

Subsidiary Companies

During the year, the Company has set up its step down subsidiary companies in Singapore, Ethiopia and Madagascar to expand presence in the international markets.

The Company has complied with the conditions of General Circular No. 2 dated February 8, 2011 issued by the Ministry of Corporate Affairs, Government of India and availed exemption from compliance of Section 212 of the Companies Act, 1956. Hence, the annual accounts of the subsidiary companies, directors' and auditors' reports thereon, do not form part of the Annual Report of the Company.

The Company undertakes to provide annual accounts of the subsidiary companies and the related detailed information to shareholders of the holding and subsidiary companies seeking such information at any point of time. The annual accounts of the subsidiary companies shall also be kept for inspection by any

shareholder in the registered office of the holding company and of the subsidiary company concerned.

Corporate Governance

The Company has in practice a comprehensive system of Corporate Governance. A separate Report on Corporate Governance forms part of the Annual Report. A certificate of the Company's Statutory Auditors regarding compliance of the conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement is annexed to the Report on Corporate Governance.

Directors' Responsibility Statement

As stipulated under Section 217 (2AA) of the Companies Act, 1956, your directors subscribed to the "Directors' Responsibility Statement" and confirm as under:

- (i) that in the preparation of the annual accounts, the applicable Accounting Standards have been followed along with proper explanations relating to material departures;
- (ii) that the Directors had selected appropriate 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 2011-12 and of the profit of the Company for that period;
- (iii) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- (iv) that the Directors have prepared the accounts for the financial year ended March 31, 2012 on a 'going concern' basis.

Particulars of Employees

Particulars of employees as required to be furnished pursuant to Section 217 (2A) of the Companies Act, 1956, read with the rules thereunder, form part of this Report. However, as per the provisions of Section 219(1)(b)(iv) of the Companies Act, 1956, the reports and accounts are being sent to all the shareholders of the Company excluding the statement of particulars of employees. Any shareholder interested in obtaining a copy may write to the Company Secretary of the Company.

Energy, Technology & Foreign Exchange

Information required under Section 217(1)(e) read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 is given in the Annexure 'B' forming part of this Report.

Fixed Deposits

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

Auditors

The Statutory Auditors M/s. P.D. Kunte & Co., Chartered Accountants, retire at the forthcoming Annual General Meeting and are eligible for re-appointment.

The Branch Auditors M/s B. Bhusan & Company, Chartered Accountants, retire at the forthcoming Annual General Meeting and are eligible for re-appointment.

M/s. K. G. Goyal & Co., Cost Accountants, Jaipur (Regn. No. 00017/07/2008) have been appointed to conduct audit of cost accounting records of the Company for the financial year 2012-13. The Cost Audit Reports for the Financial Year 2010-11 were filed on due date of filing, i.e., September 27, 2011.

Acknowledgement

Your directors place on record their gratitude for the valued support and assistance extended to the Company by the Shareholders, Banks, Financial Institutions and Government Authorities and look forward to their continued support. Your directors also express their appreciation for the dedicated and sincere services rendered by employees of the Company.

For and on behalf of the Board of Directors

Place : Mumbai

Date : July 21, 2012

Kailash Shahra

Chairman

ANNEXURE 'A'

INFORMATION REGARDING THE EMPLOYEE STOCK OPTION SCHEME – 2007

a)	Number of options granted till March 31, 2012	:	3,183,500
b)	Pricing formula	:	As decided by the Compensation Committee
c)	Number of options vested during the year	:	984,700
d)	Number of options exercised during the year	:	832,100
e)	Number of shares arising as a result of exercise of options (during the year)	:	832,100
f)	Number of optioned lapsed/cancelled during the year	:	250,500
g)	Variation in terms of options	:	Nil
h)	Money realised by exercise of options (during the year)	:	₹ 291.24 lac
i)	Number of options in force as at March 31, 2012	:	1,077,950
j)	Employee wise details of options granted to		
i)	Senior managerial personnel till March 31, 2012		616,000 options in aggregate have been granted (excluding cancellations) to eight senior managerial employees
ii)	Employees who were granted Options amounting to 5% or more of the Options granted during the FY 2011-12	:	None
iii)	Employees who were granted Options in any one year equal to or exceeding 1% of the issued capital of the Company	:	None
k)	Diluted Earnings Per Share (EPS) pursuant to issue of shares on exercise of options calculated in accordance with Accounting Standard 20- 'Earnings per share'	:	₹ 3.66
l)	Where the Company has calculated the employee compensation cost using the intrinsic value of the stock options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognised if it had used the fair value of the options, shall be disclosed. The impact of this difference on profits and on EPS of the Company shall also be disclosed	:	Not Applicable
m)	Weighted-average exercise prices and weighted-average fair values of options as disclosed below	:	Weighted-average exercise price is ₹ 35/- Weighted-average fair values of options is ₹ 88.83
n)	A description of the method and significant assumptions used during the year to estimate the fair values of options, including the following weighted-average information	:	The Company has given full weight to the price of the underlying share in market at the time of grant of option
	(i) risk-free interest rate,		
	(ii) expected life,		
	(iii) expected volatility,		
	(iv) expected dividends, and		
	(v) the price of the underlying share in market at the time of option grant		

Annexure 'B'

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

I. Conservation of Energy

The Company has been laying emphasis on the conservation of energy and taking several measures like effective control on utilisation of energy and regular monitoring of its consumption etc. The adoption of these measures to conserve energy has resulted in saving of the same.

(A) Power and Fuel Consumption

1. Electricity	2011-12	2010-11
(a) Purchase		
Unit	189,027,251	163,540,182
Total Amount (in ₹)	1,052,115,548	841,980,216
Rate / Unit	5.57	5.15
(b) Own generation		
Through Diesel Generator		
Unit (KWH)	5,372,745	5,511,279
Units per litre of Diesel Oil	3.03	2.86
Cost/Unit (₹)	14.19	13.53
2. Coal		
Quantity (Metric tonnes)	348,908	291,686
Total Cost (₹)	1,588,333,913	1,112,409,039
Average Rate (₹)	4,552.30	3,813.72
3. Others (Diesel/SKO & LDO)		
Qty. (litre)	2,368,382	1,930,011
Total Amount (₹)	101,814,787	74,562,651
Average Rate (₹)	42.99	38.63
(B) Consumption per unit of production		
Electricity (Unit)	43.73	56.84
Coal (Metric ton)	0.08	0.10
Diesel (litre)	0.53	0.65

II. Technology Absorption

(A) Research & Development (R&D)

- Specific areas in which R&D carried out by the Company:

Company has carried out R&D in process developments to minimise energy consumption, development of new products and improvement in the quality of existing products.

- Benefits derived as a result of R&D
 - Reduction in energy requirements per unit of products.
 - New products such as Dal analogue and table spread being launched.
 - Better quality of products to meet consumer satisfaction.

3. Future plan of action:
Company will continue to pursue R&D in innovative products in the edible oils blends, soya snacks and nutraceuticals space.
4. Expenditure on R&D:
Expenditure incurred on R&D are charged under primary heads of accounts and not allocated separately.

(B) Technology absorption, adaptation & innovation

1. Efforts in brief made towards technology absorption, adaptation and innovation:

The Company has adapted the developed processes to its all manufacturing centres. Innovative packaging of soya chunks has already being adapted.
2. Benefits derived as a result of the above efforts:

With all these efforts processing cost has reduced and the shelf life of products has improved.

III. Foreign Exchange Earnings & Outgo

The Company has already established an export market for its products and has been taking keen interest for developing new export market for its products and to increase exports.

During the year, the foreign exchange earned was ₹ 4,318.73 crore (Previous year ₹ 3,173.56 crore) and the foreign exchange outgo was ₹ 7,943.91 crore (Previous year ₹ 5,572.07 crore).

For and on behalf of the Board of Directors

Place : Mumbai
Date : July 21, 2012

Kailash Shahra
Chairman

Management Discussion and Analysis Report

Industry Structure & Development

The primary business of your Company is processing of oil-seeds and refining of crude oil for edible use. The Company also produces oil meal, food products from soya and value added products from downstream and upstream processing. The domestic edible oil consumption has been steadily growing and is estimated to be around 17 million MT in the current year, with Palm and soya oil, in which your Company has a dominant presence, contributing approx 60% in volume. While there has been a steady growth that has led to per capita consumption of approx 13 kg (2011-12), the supply growth has been primarily lower due to relative stagnancy in the domestic oil seed output. In view of the demand-supply gap, around 53% of the domestic edible oil consumption is met by imports, with Palm and Soya accounting for over 89% of the imported volume. The domestic soya crop production was around 11 Million MT in India during the year under review. The oil meal is essentially consumed as poultry, fish and cattle feed. A substantial part of soya meal is generally exported to the Asian region even though the domestic demand is growing.

Owing to the growing demand-supply gap in edible oil, the volumes of import of edible oil have gone up from 5.4 Million MT (2006-07) to 9.04 Million MT (2011-12) over the past six years. The share of palm segment in the import of oil has increased from 3.6 Million MT (2006-07) to 7.14 Million MT (2011-12) over the past six years due to favorable price dynamics and higher demand of the cost conscious consuming population in the country. The palm segment continues to maintain the overall share of around 80% of the imported vegetable oil in the country, despite the growth in the overall import volume in the country.

During the year under review, the international economic and political situations coupled with monetary conditions have influenced domestic business sentiments. Also, volatility in the currency and commodity prices and the sharp depreciation in the value of Indian rupee had impacted cost structure and margins.

The Government of Indonesia had changed the export duty structure for export of crude and refined palm oils during October 2011, increasing the duty for export of crude oil. The landed cost of imported crude oil from Indonesia has increased as compared to refined oils and the share of import of refined oil has gone up, thereby adversely impacting the capacity utilization, operations and performance of port based edible oil refinery units in India during the second half of the year ended March 31, 2012. Various representations were made by the industry associations to protect the domestic industry (including the associated dependent sectors) and promote domestic value addition. The anomaly has since been resolved in July 2012 by the Government of India by correcting the import duty structure to have a level playing field for the domestic industry and thus the industry is hopeful of better performance in the coming years. Keeping in view the substantial quantum of imports, the industry hopes that the Government would continue to take appropriate counter measures proactively to encourage domestic refining industry and domestic value addition.

Keeping in view the growing demand of Palm Oil and augmentation of the domestic supply, the Government of India and State Governments have identified potential areas for oil palm cultivation and taken measures to promote oil palm cultivation and processing in India. It is believed that the above will benefit farmers with better income, reduce import bill of edible oil, support domestic industry and promote regional development. As the effective oil yield per Hectare of palm is far higher than any other oil seeds, the encouragement will entail increase in the sustainable sources of supply of domestic edible oil and will be beneficial to the stakeholders in the long run.

Industry Outlook

Indian edible oil sector is, by and large, a price conscious and price sensitive market, as a substantial part of consumption takes place at the bottom end of the pyramid. The propensity to consume is correlated with the changes in prices of edible oil and the quantum of disposable income. With rising incomes, food remains an important item of expenditure to warrant large share of incremental spending. The pattern of consumption of edible oil is moving towards packed and/or branded form due to factors

such as, amongst others, rising incomes coupled with changes in household demographics, improving health consciousness, growing organized retail improving reach of the products across the country, visual advertisements etc. Thus the growth of edible oil in packed form has far exceeded the industry wide growth rate over the last five years. In the foreseeable future, it is envisaged that the overall quantum of edible oil consumption will continue to grow significantly in the packed segment, with the pattern of consumption shifting from unpacked to packed form, across different layers of positioning from "mass" to "class" segments.

According to the industry estimates, the consumption of edible oil is expected to increase from the current level of approximately 17 Million MT to over 21 Million MT by the year 2015. Due to lower domestic supply, the import of edible oil will rise to meet the demand-supply gap.

In order to encourage farmers in taking up higher oil seeds cultivation, the Government of India declared a significant increase in the Minimum Support Prices of oil seeds (MSP) for the year 2012-13, which is expected to divert higher acreage to oil seed crop. The MSP for soya bean seed has gone up from ₹1,690 to ₹2,240 per Quintal, thereby improving the sentiments of farmers for better sowing of soya crop. It is widely believed that, to supplement the MSP initiatives, the Government may also proactively facilitate providing better quality of planting materials, high yielding oil seeds, irrigation facilities, information to farmers for adoption of pre and post harvest technology etc., which will result in overall higher production and productivity of oil seeds.

The edible oil industry in India is in a consolidation phase. Enterprises having strong business capabilities in terms of integration of the value chain, risk management, working capital management, efficiencies in procurement, logistics and distribution, manufacturing presence at strategic locations across the country and strong consumer focus, that have undertaken expansion of their market share through organic and inorganic route coupled with introduction of new and innovative products - including presence through branded products, will enjoy the gains in the times to come.

Business Strategy

The per capita consumption of edible oil in India is low with reference to global average and also to comparable economies. Also, considering the very basic needs to cater to the varying cooking styles/patterns in India, large size of population, better disposable income etc, the demand for edible oil is expected to increase in future. Thus the size and the steady growth of the

edible oil industry in India offer great potential for the company to proactively adopt strategies to sustain leadership position in the Industry. The company is in the process of consolidation of the expansion of production capacities in the core business activities with a view to lay a strong foundation to aim at sustainable growth in the years to come. Also, the company is more focused on strengthening the front end and back end business activities with a view to have better visibility of end products in the market place across the spectrum and sustainable sourcing of raw materials to capture the value chain. Keeping in view the rising consumption and changing consumer preferences /needs, the company is evaluating business opportunities in providing health based products by strengthening Research and Development activities and imbibing global technologies for better value to our growing customer base. The focus is also targeted towards achieving continuous improvement in products, processes and services to serve our customer better.

Your company has structured the overall operations which has resulted in creation of a robust organizational structure to evolve appropriate response mechanisms which are closer to the point of action considering ground realities and which enables faster decision making and consequent response to the consumer needs, in line with the emerging business needs and trends. The increase in the company's share of packed and branded retail segment is a testimony of our efforts to deliver consumer oriented action in the market place.

The consumption of edible oil in packed form, given its current low base and vast untapped potential, offers tremendous business opportunities to expand business volumes in retail segment. Your company will continue to expand its distribution channels across the country, broad base its product range, and invest in designing and implementing brand position/promotion strategies to achieve the objectives. With the favourable shift towards growth in packaged goods segment, your company has chalked out plans to continue to achieve far higher growth than the industry growth. Your company is also strengthening the business processes while realigning the products and markets for value creation.

Being the largest branded marketer in palm oil with strong sourcing strengths, processing capabilities in port based locations to process imported palm oil for distribution in the domestic markets, Your company perceives that vertical integration into palm plantations will be the key goal to partially insulate against the short supplies and spiraling prices in the long run. Your company perceives, therefore, a logical business opportunity to achieve backward integration in palm plantations in overseas/ domestic markets to complete the value chain and thus give

a fillip to the momentum. The direct benefit of the above endeavors, besides strengthening the existing attributes of its business in the domestic market, will be to de-risk the operations from geographical and product risks, to support supply chain requirements and to add long-term sustainable value to the business of your Company. In this regard, your company has already secured procurement rights for the development and sourcing of oil palm over 185,000 Hectares of land, suitable for the cultivation, across various states in India, and set up commensurate processing capacities/facilities appropriate to the requirements. The planted area as of the close of the year under review was over 42,000 Hectares. Despite the challenging task of scalability, your company has resolved to step up the efforts resulting in increase in the area of oil palm plantation in the coming years, thereby contributing to income of farmers, the regional development and increase in domestic oil production. The active completion of oil palm plantation in India will be one of the key focus drivers in the future.

As a part of growth strategy, your company is in the process of expanding its presence internationally by setting up of facilities for palm, soya and other cash crops and processing into downstream products, through step down subsidiaries. This will enhance our origination capabilities; support our strategy of value integration, add significant improvement in the margin profile on a consistent basis, resulting in our business model with reasonable predictability and sustainability, in the times to come. We have also identified growth opportunities in grains, cereals and certain cash crops to capitalise on business prospects by leveraging our agriculture oriented business strengths.

Your Company will continue to strengthen itself in areas of sourcing raw materials from points of origin, reducing inefficiencies in supply chain and logistics, promoting green energy initiatives, improvements in product quality, and increased sales of branded products in retail segment.

Your Company is of the view that the initiatives in the above mentioned areas will improve the product mix and enhance the margin profile in future. Keeping in view the scale of operations and the overall growth, your company believes that strategic moves will prove beneficial for the Company and the stakeholders in the long term.

Information Technology

SAP has been implemented in all plants, depots, regional offices and head office of the Company enabling alignment of Strategies and Operations, better supply chain, control at operational level and access to consolidated data of the Company since the system is integrated. The Company has also implemented

SAP in Oleochemicals division, Gemini Edible Oil division and Plantation. SAP has also been implemented to assimilate data from Subsidiary and JV Companies. Among other benefits, SAP provides real-time data, supports in strategy formulation, leads to adoption of uniform and transparent business practices render cost optimization and value enhancement. We are in the process of exploring other value added services from SAP & other IT solutions related companies like Capex management, sales force mobility, BI/BO along with dashboards for senior & top management personnel, risk and commodity trading system, comprehensive supply chain system etc. which are expected to further enhance the review and decision making tools for the senior and top management personnel.

Human Resources

The Management put utmost efforts to strengthen the meritocracy in the organization by acquiring new & young talents, grooming them as well as retaining them to enhance the Human Resource Capabilities in the Company. Key focus has been made on Campus recruitment, inter unit transfer, job enlargement and training & development at different levels of the organization to nurture young talents and evolve future business leaders. The Company has structured performance management system to monitor the key performance tracker. The Employee Stock Option Scheme is to promote ownership among the Senior and Middle level Executives. The above-mentioned measures have been integrated to keep employee motivated and finding the Company towards the overall growth of the Company. The company has introduced a robust Performance Management system with the introduction of Variable Pay scheme for all the Senior and Top Management personnel last year. It is exploring extension of this scheme to the junior and middle management in the current financial year. The company has also recruited an experienced Group HR Director to oversee the overall HR processes and systems in the company and to bring about a synergy across Group Companies.

Risks and Concerns

Price Volatility

Your Company is exposed to commodity price fluctuations in its business. All major raw materials as well as finished goods being agro-based are subject to market price variations. Prices of these commodities continue to be linked to both domestic and international prices, which in turn are dependent on various Macro/Micro factors. Also Commodities are increasingly becoming asset classes. Prices of the Raw materials and finished products manufactured by your company fluctuate widely due to a host of local and international factors. Your Company continues to place a strong emphasis on the risk management

and has successfully introduced and adopted various measures for hedging the price fluctuations in order to minimize its impact on profitability. Also, your Company has initiated setting-up of a government framework to upgrade itself to a robust risk management system.

Government Policies

The policies announced by the Government have been progressive and are expected to remain likewise in future, and have generally taken an equitable view towards various stakeholders, including domestic farmers, industry, consumers, etc.

Freight & Port Infrastructure

A substantial part of the international operations of your Company are within the Asian region, and given the following import and export activities of your Company, the element of freight is not likely to cause any adverse effect on the operational performance. Your Company has a proactive information and management system to address the issues arising out of port congestions to the maximum extent possible, and has also made sufficient arrangements for storage infrastructure at the ports.

Weather Conditions & Monsoon

Your Company has processing facilities at major ports and several inland locations, and therefore, the business model of your Company is designed to carry-on a majority of its production operations even in situations of extreme changes in weather conditions due to balanced business model to cater to the strong domestic consumption in India.

Volatility in Foreign Currencies

Your Company is exposed to risks arising out of volatility in foreign currencies; the exposure on this account extends to:

- Products imported for sale in domestic markets
- Products exported to other territories and
- Foreign currency loans

Your Company utilizes the hedging instruments available in the markets on an ongoing basis and manages the currency exposures pro-actively.

Fuel Prices

Fuel prices continue to be an area of concern as fuel particularly Coal is widely used in manufacturing operations has a direct impact on total costs. Your Company has taken productivity linked measures aimed at controlling costs and taken further steps to focus on production of high margin products.

Domestic Economy

Adverse changes in disposable income may impact consumption

pattern. Your Company has multi processing capabilities to cater to the variances and changing consumer preferences. Also keeping in view the overall growth of the economy, emerging health consciousness and growing organized retail in India, it is expected that the packaged edible oil consumption will continue to outgrow the overall edible oil growth.

Risk Management Initiatives

Increased volatility in commodity prices and currency movements highlight the importance of risk management practices. Given the nature of business, your Company is exposed to market risks primarily arising from currency exchange rates and commodity prices. To manage these risks, we have put in place integrated risk management program.

Risk management is now a fundamental aspect of our business decisions and margin management. Your Company has put in place a system of limiting exposure to market based on value at risk limits. It is also engaged in commodity hedging to reduce the impact of volatility in the prices of the agricultural commodities.

Your Company also pro-actively engaged in foreign exchange hedging to manage currency risks.

Your Company has also put in place a centralized risk management function and has put in place a Middle Office Group to strengthen operational controls over risk management. Risk management policies and limits are evaluated by the risk Committee and supervised by the Board of Directors. Risk limits, policies and procedures are periodically revised keeping in mind changes in market conditions.

Risk management in your Company entails an integrated approach with margin protection considerations forming the back-bone of risk management initiatives. The Company is in the process of strengthening its reporting framework relating to risk management to facilitate ongoing evaluation of overall margin management. Performance and return is evaluated in light of risk taken. The focus of performance management is on assessment of risk-weighted returns. The long term objective of risk management is to provide stability in margins over a longer period and through downturns in economic cycles.

Financial Review and Analysis

(₹ in crore)

Highlights	2011-12	2010-11	Growth(%)
Sales and other income	26,223.71	16,762.77	56.44
Total expenditure	25,333.35	16,114.27	57.21
EBIDTA	890.36	648.50	37.30
Depreciation	140.78	119.93	17.39
Finance costs (Net)	521.26	222.75	134.01
Profit before tax	228.32	305.82	(25.34)
Provision for tax	52.19	70.17	(25.62)
Profit before deferred tax	176.13	235.65	(25.26)
Deferred tax	53.82	22.44	139.84
Profit after tax	122.31	213.21	(42.63)

Revenue and Profit

Sales and other income recorded a growth of 56.55% to ₹ 26,242.88 crore as compared to ₹ 16,762.77 crore in 2010-11. Your Company recorded an EBITDA of ₹ 890.36 crore against ₹ 648.50 crore during preceding financial year.

Segment Performance

The various segments identified by the Company are as under:

Extraction	- All types of seed extraction
Vanaspati	- Vanaspati
Oils	- Crude oils, refined oils
Food products	- Textured Soya Protein, Soya flour
Wind power generation	- Electricity Generation from Wind Mills
Others	- Gram, Wheat, Rice, Maize, Corn, Seeds, Coffee, Marine Products, Tuar, peas, Barley, Soap, Fresh Fruit Bunch, Seedling and Plant (Equipment), Cotton Bales, Toiletry preparation.

The segment wise performance in detail is given in note 33 to audited accounts of the Company as available in this Annual report.

Ten years' Financial Highlights - at a Glance

(₹ in crore)

	2011-12	2010-11	2009-10	2008-09	2007-08	2006-07	2005-06	2004-05	2003-04	2002-03
Sales and other income	26,223.71	16,762.77	13,529.72	12,172.06	11,068.81	8,648.29	7,555.87	3,938.42	3,554.31	3,406.08
EBITDA	890.36	648.50	436.77	291.93	430.48	298.15	233.76	107.25	94.94	75.48
PBT	228.32	305.82	272.48	150.75	253.74	156.44	119.64	63.42	55.01	36.11
PAT	122.31	213.21	172.47	93.28	159.23	100.70	82.82	43.59	34.16	27.01
Equity share capital	66.67	66.51	52.58	37.76	37.76	36.47	36.47	21.05	21.05	21.05
Preference share capital	2.00	2.00	-	45.24	45.24	45.24	45.24	45.24	30.19	—
Net worth	2,207	2,156	1,925	1,140	1,061	843	754	310	272	242
Total Borrowings	2,380.18	2,085.96	1,097.60	913.84	1,187.33	962.06	738.82	413.89	352.78	190.36
Gross Fixed Assets	3,210.96	2,807.64	2,511.33	1,744.33	1,502.43	1,307.82	1,188.96	525.47	402.17	283.08
Export turnover	3,234.33	2,267.22	1,345.82	1,692.90	1,361.25	887.53	911.60	417.24	174.90	199.09
Long Term Debt-Equity Ratio	0.49	0.43	0.46	0.80	1.12	1.14	0.98	1.34	1.29	0.79
Key Indicators per equity share (in ₹):										
— Book value	66.25	66.95	77.46	60.38	58.17	231.10	268.89	147.26	129.20	126.32
— Earnings	3.67	6.62	6.92	4.83	8.61	27.02	28.80	20.05	16.23	13.78
— Dividend	0.32	0.50	0.50	0.50	0.50	2.40	2.20	2.20	1.60	1.60
— Turnover	787	521	546	647	584	2365	2067	1863	1679	1619

Notes :

- 1) Revaluation Reserve of ₹ 7.05 crore has been included while calculating Net worth for the year ended 2009-10, 2010-11 and 2011-12.
- 2) Total borrowings are net of borrowings backed by fixed deposits with banks.
- 3) The Company has sub-divided each equity share of ₹ 10/- into five equity shares of ₹ 2/- each during the year 2007-08. Therefore, the key indicators as mentioned above for the year 2007-08 are not comparable with those of earlier years.
- 4) Book value, earning and turnover per share has been computed on weighted average number of equity shares outstanding at the end of the year.
- 5) Previous years' figures have been regrouped, wherever necessary.

Corporate Governance Report

Corporate Governance – Company's Philosophy

Ruchi Soya Industries Limited ('RSIL' or 'The Company') continues to raise standards of corporate practices and strives to achieve the same to keep pace with maturing corporate environment.

The foundation of Corporate Governance are transparency, accountability and fairness across operations. The corporate practices observed by the Company are targeted to better its performance and achieve maximisation of wealth of its stakeholders on sustainable basis. The Company's governance teams comprise members of its Board of Directors, Committees of the Board, the Managing Director and senior executives.

Board of Directors Composition and size of the Board

Board of Directors of RSIL ('The Board') comprises of nine directors. Mr. Kailash Shahra, Chairman, is non-executive director and Mr. Dinesh Shahra is the Managing Director of the Company. Both of them are the promoter directors of the Company. Mr. Sajeve Deora, Mr. Prabhu Dayal Dwivedi, Mr. N. Murugan and Mr. Navin Khandelwal are non-executive and independent directors. Mr. A.B. Rao and Mr. V. K Jain are executive directors. Mr. Sanjeev Asthana is a non-executive and professional director. Except the Managing Director, all the directors are liable to retire by rotation. There is no institutional or nominee or government director on the Board.

Mr. Kailash Shahra, Mr. A.B. Rao and Mr. Sanjeev Asthana are liable to retire by rotation in terms of provisions of Section 256 of the Companies Act, 1956.

Mr. Kailash Shahra, being eligible, offers himself for re-appointment. Mr. Kailash Shahra is aged 74 years and is Graduate in Commerce. He has rich experience of four decades in soya industry and agri commodity business. He is actively involved in strategic planning of corporate affairs of the Ruchi group of Industries.

He is on the Board of following public limited companies:

- Anik Industries Limited
- Indian Steel Corporation Limited
- National Steel & Agro Industries Limited
- National Board of Trade Limited
- Ruchi Strips & Alloys Limited

Mr. A.B. Rao, being eligible, offers himself for re-appointment. Mr. A.B. Rao is aged 54 years and is LLB and MBA (Marketing).

He is an executive director of the Company and is heading the legal department of the Company. He is responsible for compliance of legislations and Acts applicable to the Company. He is not on the board of any other public limited Company.

Mr. Sanjeev Asthana, being eligible, offers himself for re-appointment. Mr. Sanjeev Asthana is aged 48 years. He is an PGDIT, PGDRM and an eminent expert in agri and food sector. He serves on several executive committees of national business associations, trade bodies and Commodity exchanges. He is also a Director with NCDEX Spot Exchange Limited, a public limited Company.

Board Procedures

The Board met 4 times during the financial year 2011-12. The dates of board meetings are May 14, 2011, August 10, 2011, November 14, 2011 and February 9, 2012.

Attendance record of directors

Name of director	Category	Board meetings attended	Whether attended last AGM	No. of other Boards in which he is member or (Chairman)	No. of other committees in which he is member or (Chairman)
Mr. Kailash Shahra	Promoter - Chairman (Non-executive)	2	Yes	5 (5)	0 (0)
Mr. Dinesh Shahra	Promotor Managing Director (Executive)	4	Yes	3 (0)	1 (0)
Mr. A. B. Rao	Whole time Director (Professional Executive)	2	No	0 (0)	0 (0)
Mr. Sajeve Deora	Independent (Non-executive)	4	Yes	6 (0)	6(3)
Mr. P. D. Dwivedi	Independent (Non-executive)	4	Yes	0 (0)	0 (0)
Mr. N. Murugan	Independent (Non-executive)	3	Yes	2 (0)	1 (0)
Mr. V. K. Jain	Whole time Director (Professional Executive)	2	No	4 (0)	0(0)
Mr. Navin Khandelwal	Independent	1	No	4(0)	4(4)
Mr. Sanjeev Asthana	Professional (Non-executive)	2	Yes	1(0)	0(0)

Private limited and Section 25 companies, if any, where the directors of the Company are directors, have been excluded for the above purpose. Further, as per the listing agreement, chairman/membership of audit committees and shareholders' grievance committees are considered for the purpose of committee positions.

Code of Conduct

The Board of Directors has an important role in ensuring good Corporate Governance and has laid down the Code of Conduct for Directors and Senior Management of the Company. The Code has also been posted on the website of the Company. All Directors and Senior Management personnel have affirmed the compliance thereof for the year ended March 31, 2012.

Audit Committee

The objective of the Audit Committee is to keep a vigil and oversight on the Management's financial reporting process with a view to ensure timely and transparent disclosures in the financial statements.

The terms of reference of the Committee are extensive and include all the requirements as mandated in clause 49 of the Listing Agreement read with Section 292A of the Companies Act, 1956. The role of the Committee includes overseeing and monitoring the financial reporting system within the Company and considering un-audited and audited financial results, as may be applicable, for the relevant quarters and year before being adopted by the Board. The Committee also focused its attention on topics such as review of internal audit reports, legal compliance reporting system, presentation of segment-wise reporting, review of internal control systems, major accounting policies and practices, compliance with accounting standards and risk management. The Committee also continued to advice the management on areas where greater internal audit focus was needed and on new areas to be taken up for audit purpose. The Company Secretary acts as the secretary to the Committee. The Committee meetings were also attended by finance executives and Statutory Auditors of the Company.

Constitution and composition

The Audit Committee consists of Mr. Sajeve Deora, Mr. Prabhu

Dayal Dwivedi and Mr. A.B. Rao. Mr. Sajeve Deora, the Chairman of the Committee is an independent, non-executive director and has a strong financial and accounting background.

Meeting and attendance and terms of reference:

During the financial year 2011-12, the Audit Committee met on May 13, 2011, July 23, 2011, August 9, 2011, November 14, 2011 and February 9, 2012. The meetings were scheduled in advance. Mr. Sajeve Deora and Mr. P.D. Dwivedi attended all the meetings. Mr. A. B. Rao attended two meetings held during the year ended March 31, 2012.

Compensation Committee

The objective of compensation committee is to determine remuneration package for executive directors and senior employees of the Company and to monitor the due compliance of remuneration policies of the Company in a transparent manner. It is also empowered to administer the Employee Stock Option Scheme of the Company.

Constitution and composition

The Compensation Committee is chaired by Mr. Sajeve Deora and its other members are: Mr. Prabhu Dayal Dwivedi, Mr. N. Murugan, Mr. Kailash Shahra and Mr. Dinesh Shahra. The Chairman of the Committee is an independent, non-executive director and has a strong financial and accounting background.

Meeting and attendance and terms of reference

During the financial year 2011-12 the Compensation Committee met on May 14, 2011, August 9, 2011 and November 14, 2011. Mr. Sajeve Deora and Mr. P. D. Dwivedi attended all the meetings. Mr. N. Murugan attended two meetings and Mr. Kailash Shahra and Mr. Dinesh Shahra attended one meeting each held during the year ended March 31, 2012.

Remuneration of Directors

(a) Remuneration of the Managing Director:

During the financial year 2011-12, the particulars of remuneration paid to Mr. Dinesh Shahra, Managing Director is as under:

Salary	:	₹ 16,262,903
Perquisites in cash or kind	:	₹ 3,241,611
Contribution to Provident and other fund	:	₹ 1,833,678

(b) Remuneration of the Whole-time directors (Professional Executive):

During the financial year 2011-12, the following remuneration (Salary, allowances and perquisites and contribution to Provident and other fund) was paid to the whole-time directors:

Mr. A.B. Rao	:	₹ 3,684,356
Mr. V. K. Jain	:	₹ 3,118,919

Notes:

1. The above does not include reimbursement of expenses incurred for the Company.
2. The above remuneration does not include contribution to gratuity and provision for leave encashment, as these are lump sum amounts for all employees based on actuarial valuation.

Remuneration of non-executive directors:

Commission of ₹ 4,000,000/- (previous year ₹ 4,929,760/-) is payable to the Chairman for the financial year 2011-12.

As approved by the Board of Directors and in accordance with the Articles of Association of the Company, the non-executive directors are paid ₹ 5,000/- as sitting fees for each meeting attended by them.

The following table shows the amount of sitting fees paid to the non-executive directors for the financial year 2011-12 and their shareholding as on March 31, 2012:

Sr. No.	Name of Directors	Sitting fees (₹)	No. & percentage of shares held as on	
			March 31, 2012	
1.	Mr. Kailash Shahra	35,000	198,500	(0.060)
2.	Mr. P.D. Dwivedi	60,000	-	-
3.	Mr. Sajeve Deora	60,000	42,000	(0.013)
4.	Mr. N. Murugan	25,000	-	-
5.	Mr. Navin Khandelwal	5,000	-	-
6.	Mr. Sanjeev Asthana	10,000	9,000	(0.003)

Management

Management discussion and analysis is given as a separate chapter in this annual report.

Disclosures**A. Transactions with related parties.**

The Company has not entered into any transaction of material nature with related parties that may have any potential conflict with the interest of the Company.

B. Compliance by the Company

The Company has complied with the requirement of stock exchanges, SEBI and other statutory authorities on matters related to capital markets during last three years. No penalties have been imposed on the Company or strictures passed by any Stock Exchange or SEBI or any other authorities relating to capital markets, except settlement charges paid to SEBI on June 16, 2010 in regard to certain non-compliances for preferential allotments made by Param Industries Limited which has since been merged with Ruchi Soya Industries Limited in 2006. The amount of settlement charges paid, has been recovered from the Allottees.

C. Risk Management

The Board of Directors regularly reviews the risk management strategy of the Company to ensure the effectiveness of risk management policy and procedures.

Shareholders**Communication to shareholders**

Quarterly un-audited financial statements prepared in accordance with the Accounting Standards laid down by National Advisory Committee on Accounting Standard (NACAS) are generally published, Free Press Journal and Nav Shakti. Beside this, RSIL has its own website (www.ruchisoya.com) on which important public domain information is posted. Besides being placed on the website, all the financial, vital and price sensitive official news releases are also properly communicated to the concerned stock exchanges. The website also contains information on several other matters, such as Net worth history, Turnover and Net profit for preceding years etc.

Investors' Grievance Committee

The Committee has the mandate to look into shareholders' and investors' complaints on matters relating to transfer of shares, non-

receipt of annual report, non-receipt of dividend etc. In addition, the Committee also looks into matters which can facilitate better investor service and relations. Investors' Grievance Committee of the Board comprises of Mr. Kailash Shahra (Chairman), Mr. A.B. Rao and Mr. V.K. Jain.

During the period under review, four meetings of the Committee were held. The Committee met on April 30, 2011, August 12, 2011, November 8, 2011 and January 31, 2012 to review the status of investors service rendered. Mr. Kailash Shahra attended all the meetings, Mr. V. K. Jain attended three meetings and Mr. A.B. Rao attended one meeting held during the year ended March 31, 2012. Mr. R. L. Gupta, Company Secretary, also attended the meetings. He is the Compliance Officer in accordance with listing agreements for compliances and investors' services.

During the financial year 2011-12, the Company has received 58 Complaints out of which 27 complaints were for non receipt of shares, 2 complaints for non receipt of annual reports, 26 complaints for non-receipt of dividend and 3 other complaints. No complaint was pending unresolved as at March 31, 2012.

Information on General Body Meetings

Annual General Meetings

The last three Annual General Meetings (AGMs) of the Company were held at Sunville Deluxe Pavilion, Sunville Building,

9, Dr. Annie Besant Road, Worli, Mumbai-400 018. The dates and time of holding of the said AGMs and particulars of Special resolutions passed thereat are as under:

23rd AGM held on September 30, 2009 at 10.30 A.M

- Further issue of securities under Section 81(1A).
- Increase the limit of FII's to invest into equity shares of the Company.

24th AGM held on September 30, 2010 at 10.30 A.M

- Further issue of securities under Section 81(1A).
- Amendment of ESOS-2007.

25th AGM held on September 30, 2011 at 10.00 A.M

- Re-appointment of Mr. Sarvesh Shahra under Section 314.
- Appointment of Mr. Sanjeev Asthana as advisor under Section 314.
- Further issue of securities under Section 81(1A).

Extra-ordinary General Meeting

No extra-ordinary general meeting of the members of the Company was convened after the 25th Annual General Meeting of the Company held on September 30, 2011.

Postal Ballot

No postal ballot was conducted during the year under review. At present, there is no proposal for passing any Special Resolution through Postal Ballot.

General Shareholders Information

Annual General Meeting :

Date	:	September 25, 2012
Time	:	10.30 AM
Venue	:	Sunville Deluxe Pavilion, Sunville Building, 9, Dr. Annie Besant Road, Worli, Mumbai-400018.
Financial Year	:	April 1, 2011- March 31, 2012

Financial Calendar

Adoption of Quarterly Results shall be submitted within 45 days from end of each Quarter.

Book Closure Dates — September 22, 2012 to September 25, 2012 (both days inclusive)

Dividend Payment Date — On or before October 24, 2012.

Listing on Stock Exchanges and Stock Codes

The Equity Shares of the Company are listed on the following Stock Exchanges:

Stock Exchange	Stock code
a) Bombay Stock Exchange Limited (BSE)	500368
b) National Stock Exchange of India Limited (NSE)	RUCHISOYA
c) Delhi Stock Exchange Limited (DSE)	—

The ISIN of the Company is INE619A01027.

Market Price Data

The monthly high and low quotations at the Bombay Stock Exchange Limited (BSE) during the financial year 2011-12 are as follows :

Period	High (₹)	Low (₹)
April, 2011	109.90	101.00
May, 2011	109.40	98.10
June, 2011	102.25	81.25
July, 2011	104.50	90.00
August, 2011	104.50	86.65
September, 2011	128.65	101.05
October, 2011	115.40	104.75
November, 2011	111.30	93.50
December, 2011	103.90	93.00
January, 2012	95.60	87.20
February, 2012	107.80	89.45
March, 2012	96.90	89.30

Comparison of Stock Performance of RSIL with BSE SENSEX



Registrars and Share Transfer Agent

Sarthak Global Limited, 170/10, Film Colony, R. N. T. Marg, Indore-452 001.

Share Transfer System

Shares lodged in physical form with the Company/its Registrars & Share Transfer Agent are processed and generally returned, duly transferred within 30 days, except in cases where litigation is involved.

In respect of shares held in dematerialised mode, the transfer takes place instantaneously between the transferor and transferee at the depository participant(s) through which electronic debit/credit of the accounts are involved.

Shareholding pattern and Distribution of Shareholding

Shareholding pattern as at March 31, 2012

Category			No. of shares held	% of holding
A	Promoter holding			
1	Promoters			
	Indian Promoters		179,338,254	53.80
	Foreign Promoters		-	-
2	Persons acting in concert		-	-
	Sub-total		179,338,254	53.80
B	Non-Promoters Holding			
1	Institutions			
	a	MFs/ UTI	31,500	0.01
	b	Banks/ FIs/Insurance Companies	246,754	0.07
		(Central/State Govt. Institutions/Non-Govt. Institutions)		
	c	FIs	58,002,968	17.40
	Sub-total		58,281,222	17.48
2	Non Institutions			
	a	Bodies Corporate	77,912,437	23.37
	b	Individuals holding nominal capital upto ₹ 1.00 lac	11,533,005	3.46
	c	Individuals holding nominal capital more than ₹ 1.00 lac	1,661,660	0.50
	d	Any other (Clearing Members and Trust)	4,631,994	1.39
	Sub-total		95,739,096	28.72
C	Custodian (depository for shares underlying GDRs)		-	-
	GRAND TOTAL		333,358,572	100.00

Distribution of shareholding as at March 31, 2012

Range of Shares	No. of Shareholders	% of Shareholders	No. of Share held	% of Shareholding
001 - 2,500	22,106	91.21	5,758,919	1.73
2,501- 5,000	1,244	5.13	2,248,733	0.67
5,001-10,000	490	2.02	1,799,507	0.54
10,001-20,000	173	0.71	1,225,386	0.37
20,001- 30,000	40	0.17	494,913	0.15
30,001 - 40,000	23	0.10	412,114	0.12
40,001- 50,000	14	0.06	314,068	0.09
50,001 - 100,000	29	0.12	1,023,563	0.31
100,001 & Above	117	0.48	320,081,369	96.02
TOTAL	24,236	100.00	333,358,572	100.00

Dematerialisation of shares and liquidity

The trading in shares of the Company are under compulsory demat segment. The Company is listed on BSE, NSE and DSE. The Company's shares are available for trading in the depository systems of both NSDL and CDSL. As on March 31, 2012, 29,35,13,568 equity shares of the Company, equal to 88.05 % of total issued capital of the Company as on that date, were in dematerialised form.

Outstanding Convertible Instruments

Except the options granted and outstanding under the Employees Stock Option Scheme – 2007 of the Company, there were no other instruments convertible into equity shares outstanding during the year under review.

The status of options granted and options outstanding as at March 31, 2012 under the Employees Stock Option Scheme- 2007 is as under :

Date of Grant	No. of Options granted	Balance as on March 31, 2011	Options granted during the year	Options cancelled during the year	Options exercised during the year	Balance as on March 31, 2012	Grant after March 31, 2012	Cancelled after March 31, 2012	Exercised after March 31, 2012	Balance (outstanding options) as on date
April 1, 2008	1,237,000	590,450	-	52,000	455,350	83,100	-	-	1,000	82,100
October 1, 2009	1,495,000	1,118,600	-	148,500	354,550	615,550	-	38,500	13,200	563,850
April 1, 2010	253,500	253,500	-	50,000	22,200	181,300	-	4,000	36,250	141,050
April 1, 2011	198,000	-	198,000	-	-	198,000	-	10,000	30,600	157,400
April 1, 2012							15,000	-	-	15,000
Total						1,077,950				959,400

Each option is convertible into one equity share of ₹ 2/- at an exercise price of ₹ 35/- per option. The status of grant to the Independent Directors is as under:

S. No.	Name	No. of Options granted	Exercised till date	Balance as on date
1.	Mr. Sajeve Deora	56,000	42,000	14,000
2.	Mr. P. D. Dwivedi	28,000	-	28,000

Manufacturing locations of the Company

- Mangliagaon, A.B.Road, Indore (M.P.)
- Baikampady Industrial Area, Mangalore (Karnataka)
- Village Esambe, Taluka Khalapur, Distt. Raigad (Maharashtra)
- Bijoyramchak, Ward No. 9, P.O. Durgachak, Haldia (West Bengal)
- Village Butibori, Tehsil Nagpur (Maharashtra)
- Akodia Road, Industrial Area, Shujalpur, Dist. Shajapur (M.P.)
- Village Kamati, Gadarwada, Distt. Narsinghpur (M.P.)
- Gram Mithi Rohar, Taluka Gandhidham, Distt. Bhuj (Gujarat)
- Kannigaiper Village, Uthukottai Taluk, Thiruvallur Distt. (Tamilnadu)
- RIICO Udyog Vihar, Sriganganagar (Rajasthan)
- RIICO Industrial Area, Govindpur Bawari, Post Talera Distt. Bundi (Rajasthan)
- Kusmoda, A.B. Road, Guna (M.P.)
- Kota Road, Baran (Rajasthan)
- Rani Piparia, Dist. Hoshangabad (M.P.)
- SIDCO Industrial Estate, Bari Brahmana, Jammu (J&K)
- Village Daloda, Dist. Mandsaur (M.P.)
- Survey No. 178, Surkandi Road, Washim (Maharashtra)
- Bapulapadu Mandal, Ampapuram Village, Krishna District, Vijaywada (A.P.)
- IDA, ADB Road, Peddapuram, East Godawari District (A.P.)

Address for communication

The shareholders may send their communications, queries, suggestions and grievances to the Compliance Officer at the following address:

Mr. R.L. Gupta

Company Secretary

614, Tulsiani Chambers, Nariman Point, Mumbai-400 021

email address : rl_gupta@ruchigroup.com

The shareholders may also e-mail their queries, suggestions and grievances at 'ruchisoyasecretarial@ruchigroup.com'

Certificates by Managing Director & General Manager- Corporate Accounts

The Board of Directors has received certificates issued by the Managing Director and General Manager - Corporate Accounts of the Company as envisaged under clause 49 (V) of the Listing Agreement.

Report on Corporate Governance

This chapter, read together with the information given in the chapter entitled as Management Discussion and Analysis' and Shareholders Information, constitutes a detailed compliance report on Corporate Governance during 2011-12 in terms of clause 49 of the Listing Agreement.

Auditor's Certificate on Corporate Governance

The Company has obtained the certificate from the Auditors of the Company regarding compliance with the provisions relating to Corporate Governance laid down in clause 49 (VII) of the Listing Agreement with the Stock Exchange. This certificate will be sent to Stock Exchanges, along with the annual report to be filed by the Company.

Declaration

As provided under Clause 49 of the Listing Agreement with the Stock Exchanges, we affirm that the Board Members and Senior Management personnel of the Company have confirmed compliance with the Code of Conduct of the Company during the year ended March 31, 2012.

For Ruchi Soya Industries Limited

Place : Mumbai

Date : July 21, 2012

Dinesh Shahra

Managing Director

Auditors' Certificate

To the Members of

RUCHI SOYA INDUSTRIES LIMITED

We have examined the compliance of conditions of Corporate Governance by Ruchi Soya Industries Limited for the year ended March 31, 2012 as stipulated in Clause 49 of the Standard Listing Agreement of the said Company with Stock Exchanges.

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

In our opinion and to the best of our information and according to the explanation given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement.

As informed to us, the records relating to investors' grievances pending against the Company, if any, is maintained by the Registrars of the Company, who have certified that as at March 31, 2012, no grievances remained unattended / pending for more than 30 days.

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

For and on behalf of
P.D. Kunte & Co. (Regd.)
Chartered Accountants
Firm Registration No: 105479W

D.P. Sapre
Partner
Membership No: 40740

Place : Mumbai
Date : July 21, 2012

Auditors' Report

To the Members of RUCHI SOYA INDUSTRIES LIMITED

1. We have audited the attached Balance Sheet of **Ruchi Soya Industries Limited** ("the Company") as at March 31, 2012, the related Statement of Profit and Loss and Cash Flow Statement for the year ended on that date annexed thereto, which we have signed under reference to this report. These financial statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. These Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by Management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003, as amended by the Companies (Auditor's Report) (Amendment) Order, 2004 (together "the Order"), issued by the Central Government of India in terms of sub-section (4A) of Section 227 of 'The Companies Act, 1956' ('the Act') and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
4. Without qualifying our opinion, attention is drawn to Note 2(L) relating to the Scheme of Amalgamation and Arrangement between Mac Oil Palm Limited and the Company and their respective shareholders sanctioned by the Hon'ble High Court of Mumbai in an earlier year pursuant to which an amount of ₹ 4,598.87 lac (previous year ₹ 6,440.04 lac) has been debited to Business Development Reserve as per details given in note 2(L).

Had the Scheme, approved by the Hon'ble High Court, not prescribed the accounting treatment as described in note 2(L), the accumulated balance in the General Reserve and Securities Premium account as at March 31, 2012 would have been higher by ₹ 5,193.54 lac and ₹ 23,842.30 lac respectively, profit for the year would have been lower by ₹ 2,299.38 lac, the accumulated balance in Statement of Profit and Loss as at March 31, 2012 would have been lower by ₹ 9,769.73 lac, the balance in Revaluation Reserve would have been ₹ 29,694.99 lac and the balance in Business Development Reserve would have been ₹ Nil.

However, the aggregate balance in Reserve and Surplus as at March 31, 2012 would have remained the same.

5. Further to our comments in the Annexure referred to in paragraph 3 above, 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 purposes 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, the Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - (d) in our opinion, the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Act;
 - (e) On the basis of written representations received from the directors, as on March 31, 2012 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2012 from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Act;
 - (f) In our opinion and to the best of our information and according to the explanations given to us, the said financial statements, together with the notes thereon attached thereto, give the information required by the Act, in the prescribed manner and in conformity with the accounting principles generally accepted in India give a true and fair view:
 - (i) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2012;
 - (ii) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
 - (iii) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

For and on behalf of
P.D. Kunte & Co. (Regd.)
 Chartered Accountants
 Firm Registration No: 105479W

D.P. Sapre

Partner

Place : Mumbai

Date : July 21, 2012

Membership No: 40740

Annexure to Auditors' Report

Referred to in paragraph 3 of the Auditors' Report of even date to the members of RUCHI SOYA INDUSTRIES LIMITED on the financial statements for the year ended March 31, 2012.

1. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.
- (b) In our opinion and according to the information and explanations given to us, the fixed assets of the Company have been physically verified by the Management during the year. No material discrepancies between the book records and the physical inventory have been noticed. In our opinion, the frequency of verification is reasonable.
- (c) In our opinion and according to the information and explanations given to us, substantial part of fixed assets has not been disposed off by the Company during the year.
2. (a) The inventory (excluding stocks with third parties) has been physically verified by the Management during the year. In respect of inventory lying with third parties, these have substantially been confirmed by them. In our opinion, the frequency of verification is reasonable.
- (b) In our opinion, the procedures of physical verification of inventory followed by the Management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) On the basis of our examination of the inventory records, in our opinion, the Company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to book records were not material.
3. (a) The Company has granted unsecured loans, to three companies covered in the register maintained under Section 301 of the Act. The maximum amount involved during the year and the year-end balance of such loans aggregates to ₹ 11,583.71 lac and ₹ 2,653.31 lac respectively.
- (b) In our opinion, the rate of interest charged in respect of these loans is prima facie not prejudicial to the interests of the Company. There are no other terms and conditions in respect of these loans.
- (c) In respect of these loans, there is no stipulation as to the repayment of the principal amount and payment of interest. Hence, we have not commented on regularity of repayment of principal amounts and payment of interest in respect of these loans.
- (d) In view of our comments in clause (c) above, paragraph 3(d) of the Order is not applicable.
- (e) The Company has taken unsecured loans, from one company covered in the register maintained under Section 301 of the Act. The maximum amount at anytime during the year and the year-end balance of such loans aggregates to ₹ 8,518.85 lac and ₹ Nil respectively.
- (f) In our opinion, the rate of interest charged in respect of these loans is prima facie not prejudicial to the interests of the Company. There are no other terms and conditions in respect of these loans.
- (g) In respect of these loans, there is no stipulation as to the repayment of the principal amount and payment of interest. Hence, we have not commented on whether the Company is regular in repayment of principal amounts and payment of interest in respect of these loans.
4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. Further, on the basis of our examination of the books and records of the Company, and according to the information and explanations given to us, no major weakness of continuing nature have been noticed or reported.
5. (a) In our opinion based on audit procedures applied by us and according to the information and explanations given to us, 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) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of such contracts or arrangements and exceeding the value of Rupees Five Lac in respect of any party during the year have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.

6. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of Sections 58A and 58AA of the Act and the rules framed there under.
7. In our opinion, the Company has an internal audit system commensurate with its size and nature of its business.
8. We have broadly reviewed the books of account maintained by the Company pursuant to the rules prescribed by the Central Government for the maintenance of cost records under section 209(1)(d) of the Act in respect of its products and are of the opinion that prima facie the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determining whether they are accurate or complete.
9. (a) According to the information and explanations given to us and the records of the Company examined by

us, in our opinion, the Company is generally regular in depositing the undisputed statutory dues of Provident Fund, Investor Education and Protection fund, Employees' State Insurance, Income-tax, Wealth tax, Sales tax, Value Added Tax, Service tax, Customs Duty, Excise Duty, Cess and other material statutory dues as applicable with the appropriate authorities. *Except for statutory dues aggregating ₹ 892.68 lac relating to sales tax*, there are no dues in relation to undisputed statutory dues outstanding for a period exceeding six months from the date they were payable.

- b) According to the information and explanations given to us and the records of the Company examined by us, the particulars of dues of income-tax, sales-tax, entry tax, wealth-tax, service-tax, customs duty, excise duty and cess as at March 31, 2012 which have not been deposited on account of a dispute are as follows:

Name of the Statute	Nature of Dues	Amount Disputed (₹ in lac)	Period to Which Dispute relate	Forum Where Dispute is Pending
The Central Sales Tax Act, 1956, VAT Act and Local Sales Tax Acts	Vat Tax/Sales Tax/ Entry Tax/Sales Tax Demand and penalty, as applicable.	727.78	2000-01, 2003-04 to 2007-08	High Court
		4,381.94	1999-00 to 2002-03, 2004-05 to 2008-09	Tribunal
		1,190.61	1999-00 to 2008-09, 2010-11	Commissioner (Appeals)
		6,815.58	1997-98, 1999-00 to 2009-10	DC (Appeals) / Joint Commissioner (Appeals)
		473.08	2002-03 to 2004-05	Settlement Commission
The Central Excise Act, 1944	Excise Duty	2,996.60	2003-04 to 2005-06, 2009-10	High Court
		1,961.48	2001-02 to 2011-12	Tribunal
		145.13	2004-05 to 2010-11	Commissioner (Appeals)
	Service Tax	5.21	2002-03	Tribunal
The Custom Duty Act, 1962	Custom Duty	539.17	2001-02 and 2003-04	Supreme Court
		1,163.46	2001-02 to 2004-05, 2006-07 and 2007-08	High Court
		363.38	1998-99, 2003-04 to 2006-07	Tribunal CESTAT
		208.89	2002-03, 2005-06 and 2006-07	Commissioner (Appeals)
		389.17	2001-02, 2003-04 and 2004-05	AC (Appeals) / DC (Appeals)

Name of the Statute	Nature of Dues	Amount Disputed (₹ in lac)	Period to Which Dispute relate	Forum Where Dispute is Pending
The Income Tax Act, 1961	Income Tax	45.00	1985-86 and 2005-06	High Court
		3.40	1985-86, 2000-01, 2009-10 and 2011-12	Commissioner (Appeals)
		52.05	2007-08 to 2011-12	DC (Appeals) / Joint Commissioner (Appeals)
		2.95	2004-05 to 2009-10	Assessment
Other Acts	Octroi/ Electricity Duty / Local Body Tax	12.25	2004-05	Supreme Court
		200.76	2005-06 and 2010-11	High Court
TOTAL		21,677.89		

10. The Company does not have accumulated losses as at March 31, 2012 and it has not incurred any cash losses in the financial year ended on that date or in the immediately preceding financial year.
11. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of dues to any financial institution or bank as at the balance sheet date. There are no dues payable to the debenture holders as at March 31, 2012.
12. The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. The provisions of any special statute applicable to chit fund / nidhi / mutual benefit fund/ societies are not applicable to the Company.
14. As informed to us and according to the information and explanations given to us, the Company is not a dealer or trader in shares, securities, debentures and other investments.
15. In our opinion and according to the information and explanations given to us, the terms and conditions of the guarantees given by the Company, for loans taken by others from banks or financial institutions during the year, are prima facie not prejudicial to the interests of the Company.
16. In our opinion, and according to the information and explanations given to us, the term loans have been applied for the purposes for which they were obtained.
17. On the basis of an overall examination of the balance sheet of the Company, in our opinion and according to the information and explanations given to us, there are no funds raised on a short-term basis which have been used for long-term investment.
18. The Company has made preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Act during the year. In our opinion and according to the information and explanations given to us, the price at which such shares have been issued is not prejudicial to the interest of the Company.
19. The Company has not issued any debentures during the year.
20. The Company has not raised any money by public issue during the year.
21. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the Management.

For and on behalf of
P.D. Kunte & Co. (Regd.)
Chartered Accountants
Firm Registration No: 105479W

D.P. Sapre

Partner

Membership No: 40740

Place : Mumbai
Date : July 21, 2012

Balance Sheet

(₹ in lac)

Particulars	Note No.	As at March 31, 2012	As at March 31, 2011
I. LIABILITIES			
(1) Shareholders' funds			
(a) Share capital	1	6,867.17	6,850.53
(b) Reserves and surplus	2	213,814.77	208,723.87
		220,681.94	215,574.40
(2) Share application money pending allotment		-	-
(3) Non-current liabilities			
(a) Long-term borrowings	3	79,970.50	65,636.78
(b) Deferred tax liabilities (Net)	4	25,287.21	19,904.95
(c) Other Long term liabilities	5	3,324.58	1,511.72
(d) Long-term provisions	6	166.69	311.11
		108,748.98	87,364.56
(4) Current liabilities			
(a) Short-term borrowings	7	378,740.09	252,034.71
(b) Trade payables	8	412,407.82	345,155.59
(c) Other current liabilities	9	146,152.39	52,196.40
(d) Short-term provisions	10	1,702.64	2,765.08
		939,002.94	652,151.78
Total		1,268,433.86	955,090.74
II. ASSETS			
(1) Non-current assets			
(a) Fixed assets	11		
(i) Tangible assets		234,137.70	210,059.59
(ii) Intangible assets		361.50	277.39
(iii) Capital work-in-progress (Refer notes 11(iii), 11(v) & 39)		23,700.57	18,186.61
(iv) Intangible assets under development		-	-
		258,199.77	228,523.59
(b) Non-current investments	12	21,028.55	18,679.35
(c) Long-term loans and advances	13	8,470.98	11,335.05
(d) Other non-current assets	14	165.93	30.24
		287,865.23	258,568.23
(2) Current assets			
(a) Current investments	15	44.18	45.03
(b) Inventories	16	366,020.26	282,341.40
(c) Trade receivables	17	309,901.57	223,004.97
(d) Cash and Bank Balances	18	239,923.29	125,739.19
(e) Short-term loans and advances	19	47,067.22	55,347.17
(f) Other current assets	20	17,612.11	10,044.75
		980,568.63	696,522.51
Total		1,268,433.86	955,090.74
Notes A - B and 1 to 42 form integral part of these financial statements			

As per our report of even date attached

For and on behalf of the Board of Directors

For and on behalf of
P.D. Kunte & Co. (Regd.)
Chartered Accountants

D. P. Sapre
Partner
Membership no. 40740

R. L. Gupta
Company Secretary

Kailash Shahra
Chairman

Place : Mumbai
Date : July 21, 2012

Anil Singhal
GM - Corporate Accounts

Dinesh Shahra
Managing Director

Statement of Profit and Loss

(₹ in lac)

Particulars	Note No.	For the year ended on March 31, 2012	For the year ended on March 31, 2011
REVENUE			
I. Revenue from operations (Gross)	21	2,605,359.20	1,665,569.70
Less: Excise Duty		5,713.94	2,889.69
Revenue from operations (Net)		2,599,645.26	1,662,680.01
II. Other income	22	22,725.65	13,596.91
III. Total Revenue (I + II)		2,622,370.91	1,676,276.92
IV. EXPENSES			
Cost of materials consumed	23	1,403,499.46	1,014,150.81
Purchases of Stock-in-Trade	24	982,789.10	514,105.54
Changes in inventories of finished goods, work-in-progress and stock in trade	25	(61,214.93)	(43,633.36)
Employee benefits expense	26	11,025.61	8,858.96
Other expenses	27	197,235.27	117,945.02
Total expenses		2,533,334.51	1,611,426.97
IV-A. Earning before Interest, Tax, Depreciation & amortisation (EBITDA) (III-IV)		89,036.40	64,849.95
Finance costs	28	52,126.19	22,275.18
Depreciation, amortisation and impairment expenses	29	16,377.14	14,164.56
Less: Adjusted to Business Development Reserve		2,299.49	2,171.86
		14,077.65	11,992.70
V. Profit before exceptional and extraordinary items and tax		22,832.56	30,582.07
VI. Exceptional items		-	-
VII. Profit before extraordinary items and tax (V - VI)		22,832.56	30,582.07
VIII. Extraordinary Items		-	-
IX. Profit before tax (VII- VIII)		22,832.56	30,582.07
X. Tax expense:			
(1) Current tax		4,548.89	6,732.88
(2) Deferred tax	4	5,382.26	2,243.89
(3) Tax adjustments for earlier years (net)		669.94	284.44
		10,601.09	9,261.21
XI. Profit (Loss) for the year (IX-X)		12,231.47	21,320.86
XII. Earnings per equity share:			
[Nominal Value per share ₹ 2/- (2011 : ₹ 2/-)]			
(1) Basic	36	3.67	6.62
(2) Diluted	36	3.66	6.62

Notes A - B and 1 to 42 form integral part of these financial statements

As per our report of even date attached

For and on behalf of the Board of Directors

For and on behalf of
P.D. Kunte & Co. (Regd.)
Chartered Accountants

D. P. Sapre
Partner
Membership no. 40740

R. L. Gupta
Company Secretary

Kailash Shahra
Chairman

Place : Mumbai
Date : July 21, 2012

Anil Singhal
GM - Corporate Accounts

Dinesh Shahra
Managing Director

Cash Flow Statement

(₹ in lac)

	For the year ended on March 31, 2012	For the year ended on March 31, 2011
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit before taxation	22,832.56	30,582.07
Adjustment for :		
Depreciation, amortisation and impairment expenses	14,077.65	11,992.70
Interest expenditure	52,126.19	22,275.18
Miscellaneous expenditure written off	0.14	14.73
Employee Compensation expenses	2.55	220.40
Provision for wealth tax	9.50	11.00
Interest on Income Tax	10.95	74.94
Amount adjusted to Business Development Reserve	(4,598.87)	(6,440.04)
Interest Income	(21,655.24)	(9,892.63)
Dividend Income	(60.01)	(62.41)
Provision for Gratuity and compensated absences	19.60	93.77
Share of loss in Limited Liability Partnership	51.88	14.99
(Gain)/Loss on sale of assets (net)	(17.22)	66.06
Provision for Diminution in value of investments	16.45	15.52
Provision Doubtful Debts and Advances	698.79	1,978.98
Additional Depreciation on account of revaluation	2,299.49	2,171.86
(Gain)/loss on sale of current investments (net)	(13.61)	(122.39)
Net unrealised exchange loss/(gain)	8,269.44	(3,457.00)
	51,237.68	18,955.66
Operating profit before working capital changes	74,070.24	49,537.73
Changes in working capital		
Adjustments for :		
Decrease/(Increase) in inventories	(83,678.86)	(121,161.49)
Decrease/(Increase) in Trade Receivables	(90,348.74)	(97,068.04)
Decrease/(Increase) in Other Balance with Banks	37,949.48	41,212.20
Decrease/(Increase) in Long-term loans & advances	1,946.20	(3,013.06)
Decrease/(Increase) in Short-term loans & advances	8,561.40	9,565.96
Decrease/(Increase) in Other current assets and non current assets	(7,431.80)	1,296.83
Increase /(Decrease)in Other Current and non current Liabilities	92,258.03	37,554.92
Increase /(Decrease)in Trade payables	62,860.28	69,118.38
	22,115.99	(62,494.30)
Cash generated from operations	96,186.23	(12,956.57)
Taxes paid (net of refund) including dividend tax	(5,827.18)	(6,015.09)
NET CASH GENERATED FROM OPERATING ACTIVITIES	90,359.05	(18,971.66)

Cash Flow Statement

(₹ in lac)

	For the year ended on March 31, 2012	For the year ended on March 31, 2011
B. CASH FLOW FROM INVESTING ACTIVITIES		
Interest received	21,655.24	9,892.63
Purchase of tangible/intangible assets	(46,261.91)	(30,480.86)
Sale of fixed assets	263.42	130.16
Purchase of current and non current investments	(19,516.75)	(322,896.79)
Sale of current and non current investments	17,113.69	323,383.10
Dividend received	60.01	62.41
NET CASH USED IN INVESTING ACTIVITIES	(26,686.30)	(19,909.35)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Increase/(decrease) in Long Term Borrowings	14,333.73	(5,361.26)
Increase/(decrease) in Short Term Borrowings	127,374.31	78,744.95
Dividend paid	(1,667.49)	(1,554.94)
Interest expenditure	(52,126.19)	(22,275.18)
Intercompany deposits (given)/refunded	-	(1,209.54)
Proceeds from Issue/conversion of Warrants	-	7,025.95
Proceeds from Issue/conversion of Shares	546.47	-
NET CASH FROM FINANCING ACTIVITIES	88,460.83	55,369.98
Net increase/(decrease) in cash and cash equivalents (A+B+C)	152,133.58	16,488.97
Opening balance of cash and cash equivalents	21,386.87	4,573.59
Add: Acquired on amalgamation	-	324.31
Closing balance of cash and cash equivalents	173,520.45	21,386.87
Increase/(decrease) in cash or cash equivalents	152,133.58	16,488.97
Cash and cash equivalents comprise of:		
Cash on hand	407.15	338.77
Balances with Banks	173,113.30	21,048.10
Total	173,520.45	21,386.87

As per our report of even date attached

For and on behalf of the Board of Directors

For and on behalf of
P.D. Kunte & Co. (Regd.)
 Chartered Accountants

D. P. Sapre
 Partner
 Membership no. 40740

R. L. Gupta
 Company Secretary

Kailash Shahra
 Chairman

Place : Mumbai
 Date : July 21, 2012

Anil Singhal
 GM - Corporate Accounts

Dinesh Shahra
 Managing Director

Notes

to the financial statements for the year ended March 31, 2012

A. GENERAL INFORMATION

Ruchi Soya Industries Limited ('the Company') is a Public Limited Company engaged primarily in the business of processing of oil-seeds and refining of crude oil for edible use. The Company also produces oil meal, food products from soya and value added products from downstream and upstream processing. The Company is also engaged in trading in various products and generation of power from wind energy. The Company has manufacturing plants across India and is listed on the Bombay Stock Exchange Limited (BSE), National Stock Exchange of India Limited (NSE) and Delhi Stock Exchange Limited (DSE).

B. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

B.1 Basis of Preparation:

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis, except for certain tangible assets which are being carried at revalued amounts. These financial statements have been prepared to comply in all material aspects with the Accounting Standards notified under Section 211(3C) [Companies (Accounting Standards) Rules, 2006, as amended] and the other relevant provisions of The Companies Act, 1956.

B.2 Tangible and Intangible Assets:

Tangible and intangible assets (other than those acquired under Hire Purchase Schemes) are stated at cost of acquisition / revalued amount, less accumulated depreciation and impairments, if any. Revalued assets are stated at their fair value as at the date of revaluation based on report of approved valuer less accumulated depreciation. Cost of fixed assets includes taxes, duties, freight and other incidental expenses related to acquisition and installation after reducing Cenvat credit received/receivable, if any. With effect from April 1, 2011, gain/loss on account of fluctuation in exchange rates pertaining to long term foreign currency monetary items, to the extent it is related to acquisition of depreciable assets, is adjusted to the cost of the assets.

Items of fixed assets that have been retired from active use and are held for disposal are stated at the lower of their net book value and net realisable value. Any expected loss is recognised immediately in the Statement of Profit and Loss.

Fixed assets acquired under Hire Purchase Schemes are valued at cash price less depreciation.

Borrowing costs attributable to acquisition/construction of a qualifying asset (i.e. an asset requiring substantial period of time to get ready for intended use or sale) are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale in accordance with the requirements of Accounting Standard 16 ("AS 16"), "Borrowing Costs".

Pre-operative expenses incurred during construction period are capitalised, where appropriate.

B.3 Depreciation and Amortisation:

Depreciation is provided on straight line basis at the rates prescribed in Schedule XIV to the Companies Act, 1956. Depreciation is provided on pro-rata basis with reference to the month of addition/ installation/ disposal of assets, except low value items costing Rs 5,000/- or less which are written off fully in the year of purchase. In respect of intangible assets, the cost is amortised over the period for which the asset's economic benefits are expected to accrue. Expenditure incurred on software acquired is amortised over a maximum period of five years from the date the expenditure is incurred or its useful life, whichever is shorter.

B.4 Impairment of Assets:

The Company reviews the carrying value of tangible and intangible assets for any possible impairment at each Balance Sheet date. An impairment loss is recognised when the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of net selling price and value in use. In assessing the recoverable amount, the estimated future cash flows are discounted to their present value at appropriate discount rates. If at the Balance Sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount.

B.5 Inventories:

Inventories, other than realisable by-products, are valued at lower of cost and net realisable value. The cost of inventories is arrived at on moving average method. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale. The

Notes

to the financial statements for the year ended March 31, 2012

cost of manufactured products comprises direct costs and production overheads including depreciation. Realisable by products are valued at net realisable value. Cost of trading items includes cost of purchase & other costs of acquisition attributable thereto.

B.6 Retirement Benefits:

- (i) Short term employee benefits are recognised as an expense in the Statement of profit and loss of the year in which service is rendered.
- (ii) Contribution to defined contribution schemes such as Provident Fund, Family Pension Fund and Superannuation Fund are charged to the Statement of profit and loss.
- (iii) The Company makes annual contribution to Employees Group Gratuity cum Life Assurance Scheme in respect of qualifying employees and the same is recognised as an expense in the Statement of profit and loss. Additional liability, if any, in respect of gratuity and liability in respect of leave encashment is recognised on the basis of valuation done by an independent actuary applying Project Unit Credit Method. The actuarial gain/loss arising during the year is recognised in the Statement of profit and loss of the year.

B.7 Investments:

Investments that are readily realisable and are intended to be held for not more than one year, are classified as current investments. All other investments are classified as non-current investments. Current investments are carried at cost or fair value, whichever is lower. Non-current investments are carried at cost. However, provision for diminution in the value of these investments is made, where in the opinion of Board of Directors the diminution is other than temporary. The same is made for each investment individually.

Investments include investment in shares of companies registered outside India. Such investments are stated at cost by converting relevant foreign currency at the rate of exchange prevailing on the date of acquisition.

B.8 Expenses Incurred For Issue of Shares, Debentures And Other Miscellaneous Expenses:

Share issue expenses incurred after April 1, 2003 are either charged to Statement of Profit & Loss or securities premium account. Expenses pertaining to issue of debentures are

charged to the Statement of Profit & Loss in the year in which they are incurred.

B.9 Premium On Redemption Of Debentures:

Premium payable, if any, on redemption of debentures is spread over the life of debentures.

B.10 Foreign Exchange Transactions:

Transactions in foreign currency are accounted at the exchange spot rate prevailing on the date of the transaction. Year end receivables and payables are translated at year end rate of exchange. With effect from April 1, 2011, gain/loss on account of fluctuation in exchange rates pertaining to long term foreign currency borrowings to the extent they are related to acquisition of depreciable fixed assets is adjusted to the cost of asset, and in case of other long term borrowings, the same is amortised over the life of such long term borrowings.

In all other cases, the difference on account of fluctuation in the rate of exchange is recognised in the statement of profit and loss.

B.11 Forward Exchange Contracts:

In case of forward exchange contracts, premium/discount arising at the inception of the contracts is spread over the life of the contracts. Exchange fluctuation on such contracts is recognised in the Statement of profit & loss in the year in which there is a change in exchange rates.

B.12 Borrowing Costs:

Borrowing costs directly attributable to acquisition, construction or production of a qualifying asset are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale, in accordance with the requirements of Accounting Standard (AS)16, "Borrowing Costs" mandated by Rule 3 of the Companies (Accounting Standards) Rules 2006. Other borrowings costs are charged to the statement of profit and loss.

B.13 Employee Stock Options:

Stock options granted to employees under the "Ruchi Soya Employee Stock Option Plan 2007" are accounted as per accounting treatment prescribed by SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and the 'Guidance Note on Share Based Payments' issued by the Institute of Chartered Accountant

Notes

to the financial statements for the year ended March 31, 2012

of India (ICAI). Accordingly, the excess of market price of the shares as on the date of grant of options over the exercise price is recognised as deferred employee compensation and is charged to Statement of Profit and Loss on straight-line basis over the vesting period of the respective option. The number of options expected to vest is based on the best available estimate and is revised, if necessary, where subsequent information indicates that the number of stock options expected to vest differs from the previous estimates.

B.14 Revenue Recognition :

Sale of goods:

Domestic sales are recognised at the point of dispatch of goods when the substantial risks and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract and are net of returns. Sales are stated net of trade discounts and sales taxes.

Export sales are recognised when significant risks and rewards in respect of ownership of goods are transferred to the buyer as per the terms of the contract.

Export entitlements are recognised as income when the right to receive the same as per the terms of the scheme is established in respect of the exports made and where there is no significant uncertainty regarding the ultimate realisation.

Sale of Services:

Revenue from services is recognised on rendering of the services.

Other Income:

- (i) Dividend income on investment is recognised when the right to receive dividend is established.
- (ii) Interest and other income are recognised on accrual basis on time proportion basis.

B.15 Lease Accounting:

As a Lessee

Operating lease payments are recognised as expenditure in the Statement of Profit and Loss as per the terms of the respective lease agreements.

As a Lessor

The Company has given assets on an operating lease basis. Lease rentals are accounted on accrual basis in accordance with the respective lease agreements.

B.16 Accounting of Taxes on Income:

Tax expense comprises of current tax and deferred tax . Current tax is measured at amount expected to be paid to tax authorities using the applicable tax rates. Deferred tax assets and liabilities are recognised for future tax consequences attributable to timing difference between taxable income and accounting income that are capable of reversal in one or more subsequent years and are measured using relevant enacted tax rates.

Minimum Alternative Tax (MAT) credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

B.17 Provisions And Contingent Liabilities:

Provisions:

Provisions are recognised when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation.

Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date and are not discounted to its present value.

Contingent Liabilities :

Contingent liabilities are disclosed in respect of possible obligations that may arise from past events but their existence will be confirmed by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company. A provision is made based on a reliable estimate when it is probable that an outflow of resources will be required to settle an obligation and in respect of which a reliable estimate can be made. Provision is not discounted and is determined based on best estimate required to settle the obligation at the year end date.

Contingent assets are not recognised in the financial statements.

Notes

to the financial statements for the year ended March 31, 2012

(₹ in lac)

Note-1	SHARE CAPITAL		As at March 31, 2012	As at March 31, 2011
A Authorised				
i) Equity Shares				
1,01,02,50,000 (Previous year 1,01,02,50,000) of face value of ₹ 2/- each			20,205.00	20,205.00
ii) Cumulative Redeemable Preference Shares				
51,00,000 (Previous year 51,00,000) of face value of ₹ 100/- each			5,100.00	5,100.00
			25,305.00	25,305.00
B Issued, Subscribed and paid-up				
i) Equity Shares				
33,33,58,572 (Previous year 33,25,26,472) of face value of ₹ 2/- each fully paid-up			6,667.17	6,650.53
ii) Cumulative Redeemable Preference Shares				
2,00,000 (Previous year 2,00,000) of face value of ₹ 100/- each fully paid-up			200.00	200.00
			6,867.17	6,850.53

(a) Reconciliation of numbers of shares

Particulars	As at March 31, 2012		As at March 31, 2011	
	Number of Shares	(₹ in lac)	Number of Shares	(₹ in lac)
i) Equity Shares:				
Balance as at the beginning of the year	332,526,472	6,650.53	262,888,860	5,257.78
Add:				
Shares issued pursuant to a scheme of amalgamation	-	-	56,638,462	1,132.77
Share issued on conversion of Warrants	-	-	12,500,000	250.00
Shares issued under Employee Stock option during the year	832,100	16.64	499,150	9.98
Balance as at the end of the year	333,358,572	6,667.17	332,526,472	6,650.53
ii) Preference Shares				
Balance as at the beginning of the year	200,000	200.00	-	-
Add:				
Shares issued pursuant to a scheme of amalgamation	-	-	200,000	200.00
Balance as at the end of the year	200,000	200.00	200,000	200.00

(b) Rights, Preferences and Restrictions attached to shares

A-Equity Shares:

The Company has one class of equity shares having a par value of ₹ 2 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of

liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

Lock in Restrictions

70,559,616 (Previous year 70,559,616) Equity shares are subject to lock in restrictions ranging from period January 29, 2013 to March 28, 2014.

Notes

to the financial statements for the year ended March 31, 2012

B-Preference Shares:

The 6% Non-Convertible Redeemable Cumulative Preference Shares of ₹ 100/- each were issued pursuant to the Scheme of Amalgamation and Arrangement between Sunshine Oleochem Limited, Ruchi Soya Industries Limited and their respective shareholders sanctioned by the Hon'ble High Court of Mumbai in the preceding year on the same terms and conditions as originally issued by Sunshine Oleochem Limited.

The preference shares are redeemable as follows:

- a) First installment of ₹ 33/- per preference share on completion of 144 months from March 31, 2009.
 - b) Second installment of ₹ 33/- per preference share on completion of 156 months from March 31, 2009.
 - c) Third installment of ₹ 34/- per preference share on completion of 168 months from March 31, 2009.
- (c) For Shares allotted under Employee Stock Option Plan Scheme, 2007 as modified from time to time. Refer Note no. 2(K).

d) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company.

	As at March 31, 2012	%	As at March 31, 2011	%
EQUITY SHARES				
Mr. Dinesh Shahra (in the capacity of Trustee of Shiva Foundation)	47,274,013	14.18%	47,874,013	14.40%
Dinesh Shahra (HUF)	18,705,836	5.61%	16,279,221	4.90%
Soyumm Marketing Private Limited	23,358,049	7.01%	19,000,000	5.71%
Spectra Realities Private. Ltd.	18,000,000	5.40%	18,000,000	5.41%
Sawit Plantations PTE Limited	19,612,913	5.88%	19,612,913	5.90%
VS Net Limited	21,973,459	6.59%	21,973,459	6.61%
TOTAL EQUITY SHARES	148,924,270	44.67%	142,739,606	42.93%
PREFERENCE SHARES				
Ruchi Infrastructure Limited	200,000	100%	200,000	100%
TOTAL PREFERENCE SHARES	200,000	100%	200,000	100%

(e) The issued, subscribed and paid-up share capital includes 56,638,462 Equity Shares and 200,000 Preference Shares issued pursuant to Schemes of Amalgamation, Arrangement and Mergers during the last five years.

(₹ in lac)

Note-2 RESERVES AND SURPLUS

	As at March 31, 2012	As at March 31, 2011
A Securities Premium Account		
Balance as at the beginning of the year	44,788.68	39,429.63
Add: Receipt on conversion of warrants and exercise of employee stock options	529.83	8,930.25
Add: Addition pursuant to scheme of Amalgamation and Arrangement between Sunshine Oleochem Limited, Ruchi Soya Industries Limited and their respective shareholders.	-	916.80
Less: Cancellation of warrants pursuant to scheme of Amalgamation and Arrangement between Sunshine Oleochem Limited, Ruchi Soya Industries Limited and their respective shareholders.	-	4,488.00
Balance as at the end of the year	45,318.51	44,788.68

Notes

to the financial statements for the year ended March 31, 2012

(₹ in lac)

Note-2	RESERVES AND SURPLUS		As at March 31, 2012	As at March 31, 2011
B	Capital Redemption Reserve			
	Balance as at the beginning of the year		8,770.98	8,770.98
	Less: Utilised during the year		-	-
	Balance as at the end of the year		8,770.98	8,770.98
C	General Reserve			
	Balance as at the beginning of the year		36,275.98	28,661.95
	Add: Excess of share capital issued over the share capital of the transferee company pursuant to Scheme of Amalgamation and Arrangement between Sunshine Oleochem Limited, Ruchi Soya Industries Limited and their respective shareholders.		-	5,114.03
	Add: Transfer from Statement of Profit and Loss		1,000.00	2,500.00
	Balance as at the end of the year		37,275.98	36,275.98
D	Business Development Reserve [Refer Note L]			
	Balance as at the beginning of the year		53,559.96	60,000.00
	Less:			
	Additional Depreciation/Impairment on account of revaluation of fixed assets	2,299.49		2,171.86
	Provision for/write off of bad/doubtful debts and doubtful advances (net of current/deferred tax)	220.30		3,939.38
	Advertisement Expenses for Business Development (net of current tax)	2,032.72		328.80
	Additional loss on sale of revalued assets	46.36	4,598.87	-
	Balance as at the end of the year		48,961.09	53,559.96
E	Capital Reserve			
	Balance as at the beginning of the year		3,328.75	3,328.75
	Less: Utilised during the year		-	-
	Balance as at the end of the year		3,328.75	3,328.75
F	Capital Investment subsidy			
	Balance as at the beginning of the year		30.00	30.00
	Less: Utilised during the year		-	-
	Balance as at the end of the year		30.00	30.00
G	Revaluation Reserve			
	Balance as at the beginning of the year		704.85	704.85
	Less: Utilised during the year		-	-
	Balance as at the end of the year		704.85	704.85
H	Hedge Reserve (Net of taxes)(Refer Note M)			
	Balance as at the beginning of the year		-	-
	Less: Addition during the year		1,820.04	-
	Balance as at the end of the year		(1,820.04)	-

Notes

to the financial statements for the year ended March 31, 2012

(₹ in lac)

Note-2	RESERVES AND SURPLUS		
		As at March 31, 2012	As at March 31, 2011
I Share Options Outstanding Account			
Options outstanding as at the beginning of the year		810.35	887.96
Add: Compensation for options granted during the year		139.59	161.37
Less: Transfer to securities premium on exercise during the year		255.23	152.53
Less: Options cancelled during the year		114.50	86.45
		580.21	810.35
Less: Deferred Employees Compensation Expenses		175.93	408.63
Options outstanding as at the end of the year		404.28	401.72
J Surplus in Statement of Profit and Loss			
Balance brought forward from previous year		60,862.95	42,964.38
Add: Adjustment on scheme of Amalgamation and Arrangement between Sunshine Oleochem Limited, Ruchi Soya Industries Limited and their respective shareholders.		-	1,015.71
Profit (Loss) for the year		12,231.47	21,320.86
Less: Appropriations			
Transferred to General Reserve		1,000.00	2,500.00
Transferred to Proposed Dividend			
-Preference		12.00	2.40
-Equity		1,067.01	1,665.09
-Dividend Distribution tax		175.04	270.51
Balance as at the end of the year		70,840.37	60,862.95
		213,814.77	208,723.87

K Employees Stock Options

- The Company vide resolution passed at their Extra Ordinary General Meeting held on November 28, 2007 as modified by resolution passed at the Extra Ordinary Meeting held on June 16, 2009 approved grant of up to 5,471,000 options to eligible directors and employees of the Company and its subsidiary Ruchi Worldwide Limited.
- In terms of the said approval, the eligible employees / directors are entitled against each option to subscribe for one equity share of face value of ₹ 2/- each at a premium of ₹ 33/- per share.
- The holders of the Employee Stock Options are entitled to exercise the option within a period of three years from the date of first vesting, failing which they stand cancelled. In the case of termination of employment, all options, vested or not, stand cancelled immediately. In case of voluntary resignation all un-vested options stand cancelled. The resigning employees may exercise the vested option concurrently with the resignation, beyond which such options stand cancelled. In the event of death of an employee, retirement or the employee becoming totally and permanently disabled, all unvested options vest immediately and can be exercised during the original term of the option.

Notes

to the financial statements for the year ended March 31, 2012

- (d) The Company had granted options to its directors and employees as follows:

Date of Grant	Number of Options	Exercise Price	Particulars of vesting		
			20%	30%	50%
April 1, 2008	1,237,000	₹ 35/-	April 1, 2009	April 1, 2010	April 1, 2011
October 1, 2009	1,495,000	₹ 35/-	October 1, 2010	October 1, 2011	October 1, 2012
April 1, 2010	253,500	₹ 35/-	April 1, 2011	April 1, 2012	April 1, 2013
April 1, 2011	198,000	₹ 35/-	April 1, 2012	April 1, 2013	April 1, 2014
Total	3,183,500				

The movement in the Employee Stock Options during the year ended March 31, 2012 is as follows:

Date of Grant	Opening Balance as on April 1, 2011	Issued during the year	Cancelled	Exercised during the year	Closing Balance as on March 31, 2012
April 1, 2008	590,450	-	52,000	455,350	83,100
October 1, 2009	1,118,600	-	148,500	354,550	615,550
April 1, 2010	253,500	-	50,000	22,200	181,300
April 1, 2011	-	198,000		-	198,000
Total	1,962,550	198,000	250,500	832,100	1,077,950

- L (a) In an earlier year, the Hon'ble High Court of Mumbai, u/s. 391-394, had approved the Scheme of Amalgamation and Arrangement of 'Mac Oil Palm Limited' with Ruchi Soya Industries Limited and its shareholders, which was effective from 1st April, 2009.
- (b) Pursuant to the Scheme referred to in (a) above, the Company had, in an earlier year, created Business Development Reserve. In terms of the Scheme, as and when deemed fit by the Board, the said Business Development Reserve is available for adjusting various expenses, including advertisement, sales promotion, development of brands, research and development activities, provision / write off of doubtful debtors/current assets/loans and advances, additional depreciation necessitated by revaluation of fixed assets and expenses of amalgamation, incurred on or after April 1, 2009, after adjusting for any tax effects, both current and deferred tax thereon.
- (c) An amount of ₹ 4,598.87 lac (previous year ₹ 6,440.04 lac) comprising of the following has been debited during the year to Business Development Reserve in accordance with the said Scheme:

Particulars	(₹ in lac)	
	2011-12	2010-11
Provision for Doubtful Advances (net of deferred tax)	-	758.37
Bad Debts written off (net of current tax)	-	2,510.81
Provision for Doubtful Debtors (net of deferred tax)	220.30	670.20
Advertisement Expenses (net of current tax)	2,032.72	328.80
Additional depreciation on account of revaluation.	2,299.49	2,171.86
Additional loss on sale of revalued assets	46.36	-
Total	4,598.87	6,440.04

Notes

to the financial statements for the year ended March 31, 2012

(d) Had the Scheme, approved by the Hon'ble High Court, not prescribed the accounting treatment as described in (b) and (c) above,

i) the Company would have been required to:

* Credit an amount of ₹ 36,157.70 lac to Revaluation Reserve instead of the Business Development Reserve.

* Debit the additional depreciation arising from the revaluation of fixed assets of ₹ 2,299.49 lac (previous year ₹ 2,171.86 lac), Debit the additional loss on the sale of revalued assets amounting to ₹ 46.36 lac (Previous year ₹ Nil) to Revaluation Reserve instead of Business Development Reserve and credit an equivalent amount to the Statement of Profit and Loss by debit to the Revaluation Reserve. Accordingly there would be no impact on the Statement of Profit and Loss.

* Debit the Advertisement and Sales Promotion expenses of ₹ 2,032.72 lac (net of current tax thereon) (previous year ₹ 328.80 lac) to the Statement of Profit and Loss.

* Debit the amount of ₹ 220.30 lac (previous year ₹ 3,939.38 lac) being the provision for / write off of doubtful debts / advances [net of current tax and deferred tax thereon] to the Statement of Profit and Loss.

ii) As a cumulative impact of the treatment described in para (i) above, the accumulated balance in the General Reserve and Securities Premium account as at March 31, 2012 would have been higher by ₹ 5,193.54 lac and ₹ 23,842.29 lac respectively, profit for the year would have been lower by ₹ 2,299.37 lac, the accumulated balance in Statement of Profit and Loss as at March 31, 2012 would have been lower by ₹ 9,769.74 lac, the balance in Revaluation Reserve would have been higher by ₹ 29,694.99 lac and the balance in Business Development Reserve would have been ₹ Nil.

However, the aggregate balance in Reserves and Surplus as at March 31, 2012 would have remained the same .

M With effect from April 1, 2011, the Company has adopted the principles of derivatives and hedge accounting of Accounting Standard (AS) 30 "Financial Instruments: Recognition and Measurement", to account for interest rate swaps. Accordingly, mark to market losses (net of taxes) of ₹ 1,820.04 lac (Previous year ₹ Nil) for and upto the year ended March 31, 2012 on account of interest rate swaps designated as effective hedge has been recognised in the balance sheet under the head "Hedge Reserve". The corresponding derivative liability has been disclosed under other long term liabilities in Note 5.

(₹ in lac)

Note-3 LONG-TERM BORROWINGS		As at March 31, 2012	As at March 31, 2011
A Secured			
Term Loans from Banks			
- Rupee Loans (Refer note C below)		19,281.64	18,627.69
- Foreign Currency Loans (Refer note C below)		55,583.59	44,037.05
B Unsecured			
- Deferred Sales Tax Liability (Refer Note D below)		5,105.27	2,972.04
		79,970.50	65,636.78

Notes

to the financial statements for the year ended March 31, 2012

C Nature of Security and terms of repayment for secured borrowings

Name of the lender	Rate of Interest	Nature of Security	Terms of Repayment
Term loan from IDBI Bank amounting to ₹ 856.00 lac (March 31, 2011: ₹ 3,064.00 lac)	BBR+2.5% p.a.	Secured by a first pari passu charge over the fixed assets, both present & future, located at Washim unit (Maharashtra) of the Company.	Repayable in 60 monthly installments (commenced from December, 2010) of sanctioned amount of ₹ 11,000.00 lac.
Term loan from IDBI Bank amounting to ₹ 7,888.89 lac (March 31, 2011: ₹ 9,000.00 lac)	BBR+3.5% p.a.	Secured by a first pari passu charge over all the fixed assets, both present and future, located at Haldia unit/s (West Bengal), Patalganga and Nagpur unit/s (Maharashtra) of the Company together with first exclusive charge on the entire fixed assets, both present and future, located at Washim unit (Maharashtra) of the Company.	Repayable in 18 equal quarterly installments (commenced from September, 2011) of sanctioned amount of ₹ 10,000.00 lac.
Term loan from EXIM Bank amounting to ₹ 571.43 lac (March 31, 2011: ₹ 1,142.86 lac)	LTMLR+2.20% p.a.	Secured by a first pari passu charge over the fixed assets, both present and future, located at Manglia unit (Madhya Pradesh) of the Company, and first charge over the properties, both present and future, located at Jaora (Madhya Pradesh), Dhule (Maharashtra) and Coimbatore (Tamil Nadu), wind farm locations of the Company, having total capacity of 7.4 MW.	Repayable in 21 equal quarterly installments (commenced from March, 2008) of sanctioned amount of ₹ 3,000.00 lac.
Foreign Currency Term loan from EXIM Bank amounting to ₹ 899.32 lac (March 31, 2011: ₹ 1,414.30 lac)	LIBOR 6 Months + 500 BPS p.a.	Secured by a first pari passu charge over the fixed assets, both present and future, located at Manglia unit (Madhya Pradesh) of the Company, and first charge over the properties, both present and future, located at Jaora (Madhya Pradesh), Dhule (Maharashtra) and Coimbatore (Tamil Nadu), wind farm locations of the Company, having total capacity of 7.4 MW.	Repayable in 21 equal quarterly installments (commenced from June, 2008) of sanctioned amount of ₹ 3,000.00 lac.

Notes

to the financial statements for the year ended March 31, 2012

C Nature of Security and terms of repayment for secured borrowings

Name of the lender	Rate of Interest	Nature of Security	Terms of Repayment
Term loan from State Bank of India amounting to ₹ 3,686.36 lac (March 31, 2011: ₹ 5,606.67 lac)	BBR + 4% p.a.	Secured by a first exclusive charge over the fixed assets, both present and future, located at Palsodi (Madhya Pradesh) Wind farm location of the Company, having total capacity of 22.5 MW.	Repayable in 20 equal quarterly installments (commenced from June, 2009) of sanctioned amount of ₹ 9,500.00 lac.
Corporate Loan I from State Bank of India amounting to ₹ 5,081.27 lac (March 31, 2011: ₹ 12,595.83 lac)	BBR + 4.25% p.a.	Secured by a first exclusive charge over the fixed assets, both present and future, located at Kota (Rajasthan), Chennai (Tamil Nadu) and Shriganganagar unit (Rajasthan) of the Company and first pari passu charge over the fixed assets, both present and future, located at Haldia (West Bengal), Patalganga & Nagpur unit/s (Maharashtra), Mangalore (Karnataka) and Manglia (Madhya Pradesh) of the Company.	Repayable in 17 quarterly installments (commenced from March, 2008) of sanctioned amount of ₹ 25,000.00 lac out of that first 13 installments shall be of ₹ 1,000.00 lac per installments & next 4 shall be of ₹ 3,000.00 lac per installments.
Corporate Loan II from State Bank of India amounting to ₹ 7,605.95 lac (March 31, 2011: ₹ 12,694.50 lac)	BBR + 4.25% p.a.	Secured by a first exclusive charge over the fixed assets, both present and future, located at Kota (Rajasthan), Chennai (Tamil Nadu) and Shriganganagar unit (Rajasthan) of the Company and first pari passu charge over the fixed assets, both present and future, located at Haldia (West Bengal), Patalganga & Nagpur unit/s (Maharashtra), Mangalore (Karnataka) and Manglia (Madhya Pradesh) of the Company.	Repayable in 18 quarterly installments (commenced from December, 2008) of sanctioned amount of ₹ 25,000.00 lac out of that first 14 installments shall be of ₹ 1,250.00 lac per installments & next 4 shall be of ₹ 1,875.00 lac per installments.

Notes

to the financial statements for the year ended March 31, 2012

C Nature of Security and terms of repayment for secured borrowings

Name of the lender	Rate of Interest	Nature of Security	Terms of Repayment
Corporate Loan III from State Bank of India amounting to ₹ 22,796.77 lac (March 31, 2011: ₹ Nil)	BBR + 4.25% p.a.	Secured by a first exclusive charge over the fixed assets, both present and future, located at Kota (Rajasthan), Chennai (Tamil Nadu) and Shriganganagar (Rajasthan) of the Company, and first pari passu charge over the fixed assets, both present and future, located at Haldia (West Bengal), Patalganga & Nagpur (Maharashtra), Mangalore (Karnataka) and Manglia (Madhya Pradesh) of the Company.	Repayable in 20 equal quarterly installments (commenced from September 2011) of sanctioned amount of ₹ 25,000.00 lac.
Term loan from State Bank of India amounting to ₹ 325.78 lac (March 31, 2011: ₹ 486.87 lac)	PLR-1.25% p.a	Secured by a first pari passu charge over the entire fixed assets, both present and future, located at Oleochem division, Kandala (Gujarat) of the Company.	Repayable in 25 quarterly installments (commenced from October, 2006) of sanctioned amount of ₹ 1,500.00 lac out of that first 22 installments shall be of ₹ 53.20 lac per installments, then next 2 shall be of ₹ 109.96 lac per installments and last installments shall be of 109.68 lac.
Term loan from State Bank of India amounting to ₹ 179.33 lac (March 31, 2011: ₹ 388.58 lac)	PLR-1% p.a		Repayable in 22 quarterly installments (commenced from October, 2007) of sanctioned amount of ₹ 1,000.00 lac out of that first installments shall be of ₹ 23.50 lac, then next 13 shall be of ₹ 43.21 lac per installments, then next 7 installments shall be of ₹ 51.85 lac per installments and last installments shall be of ₹ 51.82 lac.

Notes

to the financial statements for the year ended March 31, 2012

C Nature of Security and terms of repayment for secured borrowings

Name of the lender	Rate of Interest	Nature of Security	Terms of Repayment
Term loan from State Bank of India amounting to ₹ 236.62 lac (March 31, 2011: ₹ 519.16 lac)	PLR-1% p.a		Repayable in 26 quarterly installments (commenced from September, 2006) of sanctioned amount of ₹ 1,500.00 lac out of that first 2 installments shall be of ₹ 63.00 lac per installments, then next 8 installments shall be of ₹ 45 lac per installment, then next 4 installments shall be of ₹ 60.00 lac per installment, then next 4 installments shall be of ₹ 65.00 lac per installment, then next 7 installments shall be of ₹ 70.00 lac per installment & last installments shall be of ₹ 24.00 lac.
Term loan from State Bank of India amounting to ₹ 395.54 lac (March 31, 2011: ₹ 772.13 lac)	PLR+1.25% p.a		Repayable in 22 quarterly installments (commenced from December, 2007) of sanctioned amount of ₹ 1,800.00 lac out of that first 2 installments shall be of ₹ 67.00 lac per installments, then next 4 shall be of ₹ 57.00 lac per installments, then next 8 installments shall be of ₹ 82.00 lac per installments, then next 4 installments shall be of ₹ 98.20 lac per installments and last 4 installments shall be of ₹ 97.40 lac per installments.
Term loan from State Bank of Mysore amounting to ₹ 150.83 lac (March 31, 2011: ₹ 352.48 lac)	PLR-1.75% p.a		Repayable in 25 quarterly installments (commenced from October 2006) of sanctioned amount of ₹ 1,229.00 lac out of that first 2 installments shall be of ₹ 40.00 lac per installment, then next 22 shall be of ₹ 50.00 lac per installment, and last installment shall be of ₹ 49.00 lac.

Notes

to the financial statements for the year ended March 31, 2012

C Nature of Security and terms of repayment for secured borrowings

Name of the lender	Rate of Interest	Nature of Security	Terms of Repayment
Term loan from Yes Bank amounting to ₹ 6,125.00 lac (March 31, 2011: ₹ 7,061.23 lac)	10.3% p.a.	Secured by a first pari passu charge over the fixed assets, both present & future, located at Mangalore (Karnataka) of the Company.	Repayable in 16 equal quarterly installments (commenced from August, 2011). of sanctioned amount of ₹ 7,000.00 lac.
Term loan from ICICI Bank amounting to ₹ 814.58 lac (March 31, 2011: ₹ 1,445.83 lac)	BBR+2.5% p.a.	Secured by a first charge over the specific fixed assets, both present and future, located at Ampapuram, Bapulapadu Mandai in Krishna District (Andhra Pradesh) of the Company.	Repayable in 48 equal monthly installments (commenced from February, 2010) of sanctioned amount of ₹ 2,000.00 lac.
ECB I in foreign currency from DBS Bank Ltd. Amounting to ₹ 10,260.00 lac (March 31, 2011: ₹ 8,964.00 lac)	LIBOR 6 months + 340 bps p.a.	Secured by a first charge over the fixed assets, both present and future, located at Guna (Madhya Pradesh), Daloda (Madhya Pradesh), Baran (Rajasthan) and Gadarwara (Madhya Pradesh) of the Company.	Repayable in 5 semi annual installments (to be commenced from March, 2013) of 15%, 20%, 20%, 20% & 25% of sanctioned amount of US \$ 200.00 lac.
ECB II in foreign currency from DBS Bank Ltd. Amounting to ₹ 10,260.00 lac (March 31, 2011: ₹ 6,723.00 lac)	LIBOR 6 months + 290 bps p.a.	Secured by a first charge over the fixed assets, both present and future, located at refinery Kandla (Gujarat) of the Company.	Repayable in 6 semi annual installments (to be commenced from Sep, 2014) of 13%, 13%, 13%, 13% 24% & 24% of sanctioned amount of US \$ 200.00 lac.
ECB III in foreign currency from DBS Bank Ltd. Amounting to ₹ 7,695.00 lac (March 31, 2011: ₹ Nil)	LIBOR 6 months + 370 bps p.a.	Secured by a first charge over the fixed assets, both present and future, located at Guna unit (Madhya Pradesh), Daloda unit (Madhya Pradesh), Baran unit (Rajasthan) and Gadarwara unit (Madhya Pradesh) and Kandla refinery unit (Gujarat) of the Company.	Repayable in 5 semi annual installments (to be commenced from March, 2016).Of 19.67%, 20%, 20%, 20% & 20.33% of sanctioned amount of US \$ 300.00 lac.
ECB I in foreign currency from Standard Chartered Bank amounting to ₹ 10,260.00 lac (March 31, 2011: ₹ 8,964.00 lac)	LIBOR 3 months + 260 bps p.a.	Secured by a first charge over the fixed assets, both present & future, located at Maliya Miyana (Gujarat), Piploda (Madhya Pradesh), Fatehgrah (Rajasthan), Shergrah (Rajasthan), & Osiyan (Rajasthan) wind farm locations of the company, having total capacity of 26.1 MW.	Repayable in 16 quarterly installments (to be commenced from June, 2012) out of that first 8 installments shall be 5% & next 8 installments shall be 7.5% of sanctioned amount of US \$ 200.00 lac.

Notes

to the financial statements for the year ended March 31, 2012

C Nature of Security and terms of repayment for secured borrowings

Name of the lender	Rate of Interest	Nature of Security	Terms of Repayment
ECB II in foreign currency from Standard Chartered Bank amounting to ₹ 10,260.00 lac (March 31, 2011: ₹ 8,964.00 lac)	LIBOR 3 months + 225 bps p.a.	Secured by a first charge over the fixed assets, both present & future, located at Piploda (Madhya Pradesh), Palsodi (Madhya Pradesh) & Fatehgrah (Rajasthan) wind farm locations of the company, having total capacity of 19.8 MW.	Repayable in 6 semi annual equal installments (to be commenced from June, 2013) of sanctioned amount of US \$ 200.00 lac.

BBR-Base Bank Rate

PLR-Prime Lending Rate

LIBOR-London Interbank Offered Rate

LTMLR- Long Term Minimum Lending Rate

- a) In addition to the securities specified above, loans amounting to ₹ 50,674.08 lac (March 31, 2011: ₹ 49,363.33 lac) are secured by personal guarantee of Director.
- b) The charges referred to above, rank pari passu inter se the lenders at each locations, wherever applicable.

D Deferred Sales tax denotes interest free sales tax deferral under Schemes of State Government of Andhra Pradesh & Tamil Nadu. The same are repayable in annual installments beginning from June 2013 in case of Andhra Pradesh.& from August 2015 in case of Tamilnadu .

(₹ in lac)

Note-4 DEFERRED TAX LIABILITIES (NET)		
	As at March 31, 2012	As at March 31, 2011
Deferred Tax Liabilities		
Depreciation	28,084.57	22,666.80
Deferred Tax Assets		
Provision for doubtful debts & advances	1,657.55	1,430.83
Other timing differences	1,139.81	1,331.02
Total	25,287.21	19,904.95

The break-up of the deferred tax liability up to the year ended March 31, 2012 is as under:

(₹ in lac)

Liability / (Assets) on account of	Up to March 31,2011	For the year ended March 31,2012	Total up to March 31,2012
Depreciation	22,666.80	5,417.77	28,084.57
Provision for doubtful debts & advances	(1,430.83)	(226.72)	(1,657.55)
Other timing differences	(1,331.02)	191.21	(1,139.81)
Net deferred tax liability (Asset)	19,904.95	5,382.26	25,287.21

Notes

to the financial statements for the year ended March 31, 2012

(₹ in lac)

Note-5 OTHER LONG-TERM LIABILITIES		
	As at March 31, 2012	As at March 31, 2011
Agency & Other Deposits	1,486.21	1,493.39
Other Liabilities	1,838.37	18.33
	3,324.58	1,511.72

Other liabilities includes ₹ 1,820.04 lac [Previous Year ₹ Nil] on account of Derivative Liability.
[Refer Note No 2 M].

(₹ in lac)

Note-6 LONG TERM PROVISIONS		
	As at March 31, 2012	As at March 31, 2011
A Provision for employee benefits		
i) Provision for Gratuity	-	26.90
ii) Provision for compensated absences	-	249.05
B Other Provision		
Provision for Taxation	166.69	35.16
	166.69	311.11

(₹ in lac)

Note-7 SHORT TERM BORROWINGS		
	As at March 31, 2012	As at March 31, 2011
A Loans repayable on demand		
i) Secured		
Short Term Loan from Banks (Refer B & C below)	12,617.35	-
Working Capital Loans from banks (Refer B & C below)	50,102.71	52,223.20
ii) Unsecured		
From Banks / Financial Institutions (Refer Note D below)	316,020.03	199,811.51
	378,740.09	252,034.71

B Name of the lender	Rate of Interest	Nature of Security	Terms of Repayment
Short Term loan from Barclays Bank amounting to ₹ 2,617.35 lac (March 31, 2011: ₹ Nil)	6.30133% p.a.	Specific charge over the current assets acquired out of facility or book debts pertaining to current assets aquired out of facility to the extent of INR 2,500.00 lac	Repayable on demand within tenure of 90 days or at the end of 90 days from date of drawdown.
Short Term loan from IDBI Bank amounting to ₹ 10,000.00 lac (March 31, 2011: ₹ Nil)	BBR+50bps p.a.	Pledge of stocks held in approved Warehouse(s) with duly endorsed Warehouse receipts in favour of the lender.	Repayable on demand within tenure of 180 days or at the end of 180 days from date of release of facility.

Notes

to the financial statements for the year ended March 31, 2012

B	Name of the lender	Rate of Interest	Nature of Security	Terms of Repayment
	Working Capital Loans from Banks amounting to ₹ 50,102.71 lac (March 31, 2011: ₹ 52,223.20 lac)	Packing Credit Loans (Ranging from 10.50% p.a to 13.00% p.a.) and other working capital loans(Ranging from 10.5% p.a. to 14.75% p.a.)	First pari passu charge within the Consortium Member banks over the current assets, both present and future of the Company and second pari passu charge within the Consortium Member banks over the movable and immovable fixed assets , both present and future, of the Company.	Repayable on demand during the facility tenure of 12 months.

- C In addition to the securities specified above, loans amounting to ₹ 60,102.71 lac (March 31, 2011: ₹ 52,223.20 lac) are secured by personal guarantee of Director/s.
- D During the year, the Company has availed buyer's credit. The amount of ₹ 316,020.03 lac (Previous year ₹ 127,324.24 lac) outstanding on account of buyer's credit is guaranteed by the banks against fixed deposits of ₹ 220,693.00 lac (Previous year ₹ 109,075.00 lac) placed with them and against credit lien of non fund based limit of ₹ 98,051.83 lac (Previous year ₹ 23,352.55 lac).

(₹ in lac)

Note-8 TRADE PAYABLES		
	As at March 31, 2012	As at March 31, 2011
Sundry Creditors		
-Due to Micro, Small and Medium Enterprises	259.27	82.72
-Due to others	412,148.55	345,072.87
	412,407.82	345,155.59
Due to others includes		
Bills Payable	31,930.04	61,194.19
Amount payable to Related parties (Refer note No 34)	294.81	270.98

The Company has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'). The disclosures pursuant to the said MSMED Act are as follows:

(₹ in lac)

	As at March 31, 2012	As at March 31, 2011
Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	231.15	73.37
Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	28.12	9.35
Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	3,514.48	2,377.73
Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest due and payable towards suppliers registered under MSMED Act, for payments already made	28.12	9.35
Interest remaining due and payable for earlier years	9.35	2.60

Notes

to the financial statements for the year ended March 31, 2012

(₹ in lac)

Note-9 OTHER CURRENT LIABILITIES		
	As at March 31, 2012	As at March 31, 2011
a Current maturities of long-term debt		
- From Banks	31,010.43	28,405.91
b Current maturities of finance lease obligations	-	2.92
c Interest accrued but not due on borrowings	3,104.10	616.80
d Interest accrued and due on borrowings	738.40	551.11
e Unclaimed Dividends (Refer Note below)	42.91	49.74
f Non-Trade payables		
-Due to Micro, Small and Medium Enterprises	-	-
-Due to others	302.56	84.07
g Customer's Advances [Refer Note 30(A)(g)]	105,547.35	17,864.36
h Other Liabilities	5,406.64	4,621.49
	146,152.39	52,196.40

There are no amounts due for payment to the Investor Education and Protection Fund under Section 205C of the Companies Act, 1956 as at the year end.

(₹ in lac)

Note-10 SHORT TERM PROVISIONS		
	As at March 31, 2012	As at March 31, 2011
A Provision for employee benefits		
i) Provision for Gratuity	24.99	109.83
ii) Provision for compensated absences	414.10	51.74
B Others		
Taxation (Net)	184.54	936.02
Dividend Payable	1,079.01	1,667.49
	1,702.64	2,765.08

Notes

to the financial statements for the year ended March 31, 2012

C Disclosures as required under AS -15 are as under:

(₹ in lac)

	2011-12		2010-11	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
i) Change in obligation during the year				
Obligation at the beginning of the year	755.85	300.79	575.66	221.65
Acquired on amalgamation		-	2.71	1.09
Current Service cost	102.47	69.88	81.50	181.76
Past Service cost	-	-	22.64	-
Interest Cost	62.36	24.82	47.49	-
Actuarial (Gains)/Losses	87.00	37.61	64.97	-
Benefits payments	(63.23)	(0.98)	(39.12)	(103.71)
Obligations at the end of the year	944.45	432.12	755.85	300.79
Change in the fair value of plan assets				
Fair value of plan assets at the beginning of the year	619.12	-	468.33	-
Expected return on plan assets	49.53	-	37.47	-
Contributions	294.24	17.85	148.06	-
Benefits paid	(63.23)	(0.98)	(39.12)	-
Actuarial Gains/(Losses)	19.80	1.15	4.38	-
Fair value of plan assets at the end of the year	919.46	18.02	619.12	-
Amount recognised in balance sheet				
Present value of defined benefit obligation at the end of the year	944.45	432.12	755.85	300.79
Fair value of plan assets at the end of the year	919.46	18.02	619.12	-
Liability recognised in balance sheet	(24.99)	(414.10)	(136.73)	(300.79)
Balance sheet reconciliation				
Net liability at the beginning of the year	136.73	300.79	107.33	221.65
Acquired on amalgamation			2.71	1.09
Expenses recognised during the year	182.50	131.16	174.75	181.76
Contributions during the year	(294.24)	(17.85)	(148.06)	(103.71)
Net liability as at the end of the year	24.99	414.10	136.73	300.79
Current portion of Net liability	24.99	414.10	109.83	51.74
Non- Current portion of Net liability	-	-	26.90	249.05
Amounts recognised in the Statement of Profit and Loss				
Current service cost	102.48	69.88	81.50	181.76
Past service cost	-	-	22.64	-
Interest cost	62.36	24.82	47.49	-
Expected return on plan assets for the year	(49.53)	-	(37.47)	-

Notes

to the financial statements for the year ended March 31, 2012

C Disclosures as required under AS -15 are as under:

(₹ in lac)

	2011-12		2010-11	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
Actuarial (Gains)/Losses	67.20	36.46	60.59	-
Expenditure recognised in the Statement of Profit and Loss	182.51	131.16	174.75	181.76
Actual return on plan assets				
Expected return on plan assets for the year	49.53	-	37.47	-
Actuarial Gains/(Losses)	19.80	1.15	4.39	-
Actual return on plan assets	69.33	1.15	41.85	-
Percentage of each category of plan assets to fair value of plan assets				
Insurer managed funds	100%	100%	100%	
Actuarial assumptions				
Discount Rate Current	8.50%	8.50%	8.25%	8.25%
Salary escalation Current	6.00%	6.00%	6.00%	6.00%
Rate of return on plan assets	8.60%	8.60%	8.00%	-
Retirement Age	58 Years	58 Years	58 Years	58 Years
Attrition Rate	2% (Age Related) 13.98% (Service Related)	2% (Age Related) 13.98% (Service Related)	2% (Age Related) 12.66% (Service Related)	2% (Age Related) 12.66% (Service Related)
Mortality Rate	LIC (1994-96) Ultimate	LIC (1994-96) Ultimate	LIC (1994-96) Ultimate	LIC (1994-96) Ultimate

Other disclosures

Gratuity is payable to all employees at the rate of 15 days salary for each completed year of service. In respect of employees covered by the Payment of Gratuity Act, 1965 the same is subject to a maximum of ₹ 10.00 lac.

Salary escalation is considered in line with the industry practice considering promotion and demand and supply of the employees.

ii) Defined contribution plan

The Company has recognised ₹ 510.59 lac (Previous year ₹ 407.43 lac) towards contribution to Provident Fund and ₹ 81.78 lac (Previous year ₹ 70.88 lac) towards Employee State Insurance in Statement of Profit and Loss.

lii) Expected Contribution to the Funds in the next year

(₹ in lac)

	2011-12	2010-11
Gratuity	135.88	109.83
Provident Fund	658.78	517.21

Notes

to the financial statements for the year ended March 31, 2012

iv) Amounts recognised in current year and previous four years

(₹ in lac)

Particulars	March 31, 2012	March 31, 2011	March 31, 2010	March 31, 2009	March 31, 2008
Gratuity					
Defined benefit obligation	944.45	755.85	575.66	376.57	262.63
Fair Value of Plan Assets	919.45	619.12	468.33	255.48	234.52
Surplus / (Deficit)	(24.99)	(136.73)	(107.33)	(121.09)	(28.11)
Experience adjustments on plan liabilities Loss / (Gains)	110.05	93.93	139.10	66.43	32.47
Experience adjustments on plan assets Loss / (Gains)	19.80	4.39	(8.54)	2.26	0.77
Leave Salary					
Defined benefit obligation	432.12	300.79	221.65	203.35	109.51
Fair Value of Plan Assets	48.02	-	-	-	-
Surplus / (Deficit)	(414.10)	(300.79)	(221.65)	(203.25)	(109.51)
Experience adjustments on plan liabilities Loss / (Gains)	56.30	-	-	-	-
Experience adjustments on plan assets Loss / (Gains)	1.15	-	-	-	-

Notes

to the financial statements for the year ended March 31, 2012

(₹ in lac)

Note-11 FIXED ASSETS													
PARTICULARS	As on 1.4.2011	Assets Vested on amalgamation	Additions	Disposal/ adjustment	As on March 31, 2012	Upto 31.3.2011	On Assets Vested on amalgamation	for the year	Disposal/ adjustment	Provision for impairment as on March 31,2012	Upto March 31, 2012	As on March 31, 2012	NET BLOCK As on 31.3.2011
(i) TANGIBLE ASSETS													
Own Assets:													
Free Hold Land	19,410.32	-	308.45	-	19,718.77	-	-	-	-	-	-	19,718.77	19,410.32
Lease Hold Land	1,087.36	-	145.33	-	1,232.69	170.97	-	28.26	-	-	199.23	1,033.46	916.39
Buildings	47,612.89	-	4,955.12	26.17	52,541.84	7,517.46	-	1,389.98	4.02	-	8,903.42	43,638.42	40,095.43
Plant & Equipments (refer note viii below)	162,025.67	-	26,655.23	278.43	188,402.47	55,150.78	-	11,927.63	140.30	-	66,938.11	121,464.36	106,874.89
Windmills	43,295.68	-	7,726.05	-	51,021.73	4,098.54	-	2,328.87	-	-	6,427.41	44,594.32	39,197.14
Furniture & Fixtures	1,433.06	-	58.21	0.24	1,491.03	507.41	-	98.81	0.16	-	606.06	884.97	925.65
Vehicles	2,086.97	-	409.81	89.01	2,407.77	896.40	-	225.15	52.20	-	1,069.35	1,338.42	1,190.57
Office Equipments	2,570.17	-	285.08	22.36	2,832.89	1,435.56	-	241.23	10.95	-	1,665.84	1,167.05	1,134.61
Assets given on Operating Lease:													
Lease Hold Land	12.73	-	-	-	12.73	0.83	-	0.26	-	-	1.09	11.64	11.90
Building	158.65	-	-	-	158.65	23.28	-	5.30	-	-	28.58	130.07	135.37
Plant & Equipments	233.64	-	-	-	233.64	66.32	-	11.10	-	-	77.42	156.22	167.32
Total	279,927.14	-	40,543.28	416.21	320,054.21	69,867.55	-	16,256.59	207.63	-	85,916.51	234,137.70	210,059.59
(ii) INTANGIBLE ASSETS													
Own Assets:													
Trade Marks	36.00	-	-	-	36.00	36.00	-	-	-	-	36.00	-	-
Computer Software	801.09	-	204.66	-	1,005.75	523.70	-	120.55	-	-	644.25	361.50	277.39
Total	837.09	-	204.66	-	1,041.75	559.70	-	120.55	-	-	680.25	361.50	277.39
Total	280,764.23	-	40,747.94	416.21	321,095.96	70,427.25	-	16,377.14	207.63	-	86,596.76	234,499.20	210,336.98
Previous year	251,132.74	11,663.28	18,796.69	828.48	280,764.23	55,080.78	1,655.68	14,128.45	473.77	36.12	70,427.25	210,336.98	196,051.95

Notes :

- (i) Execution/registration of lease deeds in respect of certain lands acquired on lease during the year are pending.
- (ii) Buildings include ₹ 2,250/- (Previous year ₹ 2,250/-) being cost of Shares in Co-operative Societies. Title deeds in respect of shares amounting to ₹ 500/- are in the process of transfer.
- (iii) Additions during the year includes:
- Interest capitalised ₹ 1,370.79 lac (Previous year ₹ 457.77 lac) [including ₹ 705.41 lac (Previous year ₹ 147.93 lac) under capital work in progress].
 - Adjustment on account of exchange differences ₹ 5,367.95 lac (Previous year ₹ Nil) [including ₹ 707.63 lac (Previous year ₹ Nil) under capital work in progress]. Refer Note 40.
 - Depreciation for the year includes ₹ 2,299.49 lac (Previous Year ₹ 2,171.86 lac) being additional depreciation on account of revaluation which has been charged to Business Development Reserve pursuant to Scheme approved by the High Court. (Refer Note 2 L)
 - Capital Work in- Progress includes:

Capital Work-In-Progress

	As at March 31, 2012	As at March 31, 2011
TANGIBLE ASSETS		
Buildings	1,628.60	2,176.30
Plant & Equipment	19,456.46	12,714.03
Expenditure during construction period (Refer Note no.39)	522.42	39.82
Inventory of Capital Items	2,093.09	3,256.46
INTANGIBLE ASSETS		
Total	23,700.57	18,186.61

Fixed assets include assets having written down value of ₹ 283.48 lac (Previous year ₹ 462.18 lac) representing plant & equipment which are not wholly used. The Company is in the process of finding alternate use of such assets or their ultimate disposal.

(vi) During last five years, the Company, based on reports of an approved valuer, has recorded in its books, land, buildings & immovable plant & equipment at their fair value as at April 1, 2009 and credited the difference amounting to ₹ 36,157.70 lac between book values and the fair values as at April 1, 2009 to General Reserve and has thereafter transferred an equivalent amount to Business Development Reserve.

(vii) Gross Block at the beginning of the year includes assets given on lease for part of the year ₹ 3,475.84 lac.

Notes

to the financial statements for the year ended March 31, 2012

(₹ in lac)

Note-12	NON -CURRENT INVESTMENTS		
(At cost less provision for other than temporary diminution)		As at March 31,2012	As at March 31,2011
A	Investment in Equity Instruments:		
a)	Quoted		
(Other than in subsidiary companies)			
Non-Trade Investments			
i)	883,500 (Previous year 883,500) Equity Shares of ₹ 10/- each fully paid up in National Steel & Agro Industries Ltd.	264.87	264.87
ii)	400,000 (Previous year 400,000) Equity Shares of ₹10/- each fully paid up in Anik Industries Limited	100.00	100.00
iii)	27,324,239 (Previous year 27,324,239) Equity Shares of ₹ 1/- each fully paid up in Ruchi Infrastructure Limited (Refer Note iii below)	10,180.23	10,180.23
iv)	1,775,000 (Previous year 1,775,000) Equity Shares of ₹10/- each fully paid up in Ruchi Strips & Alloys Ltd.	185.00	185.00
v)	119,300 (Previous year 119,300) Equity Shares of ₹ 10/- each fully paid up in Sarthak Global Limited	11.93	11.93
vi)	180,000 (Previous year 180,000) Equity Shares of ₹ 2/- each fully paid up in Blue Chip India Ltd.	17.38	17.38
Less: Provision for diminution in value of investments		15.67	-
		1.71	17.38
b)	Unquoted		
In subsidiary companies			
Trade Investments			
i)	9,940,700 (Previous year 9,940,700) Equity Shares of ₹10/- each fully paid in Ruchi Worldwide Ltd.	994.07	994.07
ii)	3,000,000 (Previous year 3,000,000) Equity Shares of US\$ 1 each fully paid up in Ruchi Industries Pte Limited	1,399.42	1,399.42
iii)	100 (Previous year 100) Equity Shares of 1000 United Arab Emirates Dirhams (AED) each fully paid up in Ruchi Ethiopia Holdings Limited	12.48	12.48
Non-Trade Investments			
i)	10,000 (Previous year 10,000) Equity Shares of ₹10/- each fully paid up in Mrig Trading Private Limited	1.00	1.00
ii)	3,750,001 (Previous year 3,750,001) Equity Shares of ₹10/- each fully paid up in Gemini Edibles & Fats India Pvt.Ltd (refer note (ii) below)	4,500.00	4,500.00
In associate companies			
Non-Trade Investments			
i)	26,000 (Previous year 26,000) Equity Shares of ₹10/- each fully paid up in Ruchi Green Energy Private Limited	2.60	2.60
ii)	440,050 (Previous year 4,900) Equity Shares of ₹10/- each fully paid up in GHI Energy Private Limited	1,305.94	0.49

Notes

to the financial statements for the year ended March 31, 2012

(₹ in lac)

Note-12 NON -CURRENT INVESTMENTS (CONTD.)		As at March 31,2012	As at March 31,2011
(At cost less provision for other than temporary diminution)			
Others			
Non-Trade Investments			
i)	25,000 (Previous year 25,000) Equity shares of ₹10/- each fully paid-up in Ruchi Infotech Ltd.	2.50	2.50
ii)	600,000 (Previous year 600,000) Equity shares of ₹10/- each fully paid-up in Ruchi Acroni Industries Ltd.	60.00	60.00
iii)	35,000 (Previous year 35,000) Equity shares of ₹10/- each fully paid-up in E-Ruchi Marketing (P) Ltd.	3.50	3.50
iv)	16,100 (Previous year 16,100) Equity Shares of ₹10/- each fully paid up in National Board of Trade Private Limited	0.01	0.01
v)	35,000 (Previous year 35,000) Equity Shares of ₹10/- each fully paid up in Sharadraj Tradelink Ltd.	3.82	3.82
	Less: Provision for diminution in value of investments	3.82	3.82
		-	-
viii)	21,500 (Previous year 21,500) Equity Shares of ₹10/- each fully paid up in Hereld Commerce Limited	11.38	11.38
	Less: Provision for diminution in value of investments	11.38	11.38
		-	-
B Investment in Preference Shares			
Unquoted			
In associate companies			
Non-Trade Investments			
	1,046,435 (Previous year Nil) 6% Non cumulative ,Non convertible Redemable Preference Shares of ₹100/- each fully paid up in GHI Energy Private Limited	1,046.44	-
C Government & Trust Securities			
	National Saving Certificates/Kisan Vikas Patra (deposited with Government authorities)	1.95	1.89
D Other Investments			
i)	Right, title & interest in Ruchi Soya Industries Ltd. Beneficiary Trust (Refer Note (iv) below)	936.97	936.97
ii)	Investment in Limited Liability Partnership (LLP) (Refer Note v below)		
	Balance in Capital account of Indian Oil Ruchi Biofuels LLP	84.80	20.00
	Balance in Current account of Indian Oil Ruchi Biofuels LLP	(66.87)	(14.99)
		17.93	5.01
Total		21,028.55	18,679.35
i)	Aggregate amount of quoted investments	10,759.41	10,759.41
	Market Value of quoted investment	4,906.22	6,556.45
	Aggregate amount of unquoted investments	10,300.01	7,935.14
	Aggregate provision for diminution in value of quoted investments	15.67	-
	Aggregate provision for diminution in value of unquoted investments	15.20	15.20

Notes

to the financial statements for the year ended March 31, 2012

- ii) In an earlier year, the Company has entered into a joint venture by investing in the shares of Gemini Edibles and Fats India Private Ltd. for setting up a port based edible oil refinery in Andhra Pradesh. The financial statements of the said Company have been consolidated in accordance with Accounting Standard 21 (AS-21). The said investment is subject to non disposal undertaking in favour of three banks so long as money borrowed by the said Company from these banks is outstanding.
- iii) In the opinion of the directors, based on report of valuers, the diminution in the value of shares is temporary in nature and accordingly, no provision for diminution is considered necessary.
- iv) Pursuant to Schemes u/s. 391-394, approved by the Hon'ble High Court of Mumbai and Delhi in an earlier year, 76,30,115 Equity shares of the Company are held by a Trust for the benefit of the Company and its successors. The right, title and interest in the Trust has been shown under the head 'Non-current Investments' at cost in accordance with the accounting policy of the Company. The dividend received by the Trust in respect of these shares is included under the head 'Dividend' under 'Other Income' in Note no.22.
- v) The Company holds 50% share as partner in the Limited Liability Partnership (LLP).

(₹ in lac)

Note-13 LONG-TERM LOANS & ADVANCES

Unsecured, considered good (unless otherwise stated):

	As at March 31, 2012	As at March 31, 2011
Capital Advances	2,570.74	4,808.75
Security and Other Deposits	3,598.80	3,225.18
Advance Income-Tax including tax deducted at source (Net)	1,055.07	1,972.94
Other Loans and advances	1,246.37	1,328.18
	8,470.98	11,335.05

(₹ in lac)

Note-14 OTHER NON-CURRENT ASSETS

	As at March 31, 2012	As at March 31, 2011
Interest Accrued but not due		
On Investments	0.74	0.59
On Fixed Deposits With Bank	38.03	29.65
Unamortised Expenses:		
Share Issue Expenses	-	14.73
Less: Adjusted/Written off	-	14.73
	-	-
Foreign Currency Monetary Item Translation Difference Account (Refer Note 40)	127.16	-
	165.93	30.24

Notes

to the financial statements for the year ended March 31, 2012

(₹ in lac)

Note-15 CURRENT INVESTMENTS		
(At cost or market value, whichever is less)		
	As at March 31, 2012	As at March 31, 2011
A. MUTUAL FUNDS(Quoted)		
i) 100,000 Units (Previous year 100,000 Units) of SBI Magnum Multicap Fund- Growth of ₹10/- each.	10.00	10.00
ii) 250,000 Units (Previous year 250,000 Units) of SBI One India Fund- Growth of ₹10/- each.	25.00	25.00
iii) 50,000 Units (Previous year 50,000 Units) of SBI Infrastructure Fund-I Growth of ₹10/- each.	5.00	5.00
Less: Provision for diminution in value of investments	1.10	0.32
	3.90	4.68
iv) 774.45 Units (Previous year 774.45 Units) of PNB Principal Emerging Blue Chip Fund - Regular Growth of ₹10/- each.	0.17	0.17
B. Government & Trust Securities		
National Saving Certificates/Kisan Vikas Patra (deposited with Government authorities)	5.11	5.18
TOTAL :	44.18	45.03
Aggregate amount of quoted investments	40.17	40.17
Market Value of quoted investment	46.32	49.64
Aggregate provision for diminution in value of investments	1.10	0.32

(₹ in lac)

Note-16 INVENTORIES		
(As valued and certified by the Management)		
	As at March 31, 2012	As at March 31, 2011
Stock-in-trade (At lower of cost and net realisable value except realisable by-products which are valued at net realisable value)		
a) Raw Materials (including packing material)		
Goods in transit	3,344.82	9,678.04
others	175,342.45	143,367.41
b) Work-in-progress	1,263.88	2,511.28
c) Finished goods		
Goods in transit	393.72	57.91
others	87,980.07	107,783.40
d) Traded goods	80,951.82	3,478.14
e) Realisable by-products	9,056.70	4,815.73
f) Consumables, Stores & Spares	7,686.80	10,649.49
	366,020.26	282,341.40

Notes

to the financial statements for the year ended March 31, 2012

Details of Inventory

(i) Details of Work in Progress

(₹ in lac)

	As at March 31, 2012	As at March 31, 2011
Vanaspati	149.53	210.79
Oils	191.51	265.43
Others	922.84	2,035.06
	1,263.88	2,511.28

(i) Details of Finished goods (including Realisable Byproducts)

	As at March 31, 2012	As at March 31, 2011
Seed Extractions	15,294.22	21,627.56
Vanaspati	6,693.14	6,670.13
Oils	63,803.19	74,642.38
Food Products	2,235.67	2,837.61
Others	347.57	2,063.63
Realisable by-products	9,056.70	4,815.73
	97,430.49	112,657.04

(iii) Details of Traded goods

	As at March 31, 2012	As at March 31, 2011
Seed Extractions	37,109.45	-
Oils	1,508.87	1,302.91
Others	42,333.50	2,175.23
	80,951.82	3,478.14

(₹ in lac)

Note-17 TRADE RECEIVABLES

	As at March 31, 2012	As at March 31, 2011
Outstanding for a period exceeding 6 months from the date they were due for payment		
Unsecured, considered good	4,481.00	7,425.38
Considered Doubtful	3,291.21	2,833.23
	7,772.21	10,258.61
Other trade receivables		
Unsecured, considered good	305,420.57	215,579.59
	313,192.78	225,838.20
Less: Provision for doubtful debts	3,291.21	2,833.23
	309,901.57	223,004.97

Notes

to the financial statements for the year ended March 31, 2012

(₹ in lac)

Note-18 CASH AND BANK BALANCES		
(Including cash & cash equivalents)		
	As at March 31, 2012	As at March 31, 2011
A Cash and cash equivalents		
Cash on hand	407.15	338.77
Balances with Banks		
i) In Current Accounts	6,009.80	6,020.10
ii) In Deposit Accounts with less than or equal to 3 months maturity		
- Against Buyers Credit (Refer Note No.7D)	162,400.00	15,028.00
- Others	4,703.50	-
Total A	173,520.45	21,386.87
B Other Balances with Banks		
Earmarked Unclaimed Dividend Accounts	42.91	49.70
In Deposit Accounts		
Maturity less than 3 months or equal to 3 months		
- Against Margin Money [Under lien]	3,005.00	3,070.50
Maturity more than 3 months but less than or equal to 12 months	58,293.00	94,047.00
- Against Buyers Credit (Refer Note No.7 D)	3,692.33	5,471.14
- Against Margin Money [Under lien]	-	12.74
- Others		
Maturity more than 12 months		
- Against Margin Money [Under lien]	1,369.60	1,691.56
- Others	-	9.68
Total B	66,402.84	104,352.32
Total (A + B)	239,923.29	125,739.19

Note-19 SHORT-TERM LOANS AND ADVANCES		
(Unsecured considered good, unless otherwise stated)		
	As at March 31, 2012	As at March 31, 2011
Loans and advances to related parties	230.22	2,288.98
(Refer Note no. 34)		
Other Loans and Advances		
-Advances recoverable in cash or in kind or for value to be received		
Considered good	38,832.47	47,588.40
Considered doubtful	1,817.62	1,576.81
-Intercompany Deposits	3,724.13	3,642.58
-Security and Other Deposits	381.96	327.21
	44,756.18	53,135.00
Less:Provision for doubtful loans and advances	1,817.62	1,576.81
	42,938.56	51,558.19
Share Application Money Pending Allotment	3,457.73	1,500.00
Advance Income-Tax including tax deducted at source (Net)	440.71	-
	47,067.22	55,347.17

In respect of certain advances included under inter-company deposits, the Company has charged interest on advances given on net daily products of balances due from/payable to these companies during the year. The Company has been advised that this is in compliance with the provisions of Section 372A of the Companies Act, 1956.

Notes

to the financial statements for the year ended March 31, 2012

Note-20 OTHER CURRENT ASSETS

	As at March 31, 2012	As at March 31, 2011
Unsecured considered good		
Interest Accrued but not due		
On Investments	3.89	3.92
On Fixed Deposits with Banks	5,625.01	1,400.28
On Other deposits	532.36	512.44
Unamortised Expenses		
Foreign Currency Monetary Item Translation Difference Account (Refer Note no.40)	386.90	-
Share issue expenses	-	0.14
Other Receivables	11,063.95	8,127.97
	17,612.11	10,044.75

(₹ in lac)

Note-21 REVENUE FROM OPERATIONS

	For the year ended on 31st March, 2012	For the year ended on 31st March, 2011
A Sales of products	2,589,111.49	1,651,043.07
Less: Excise duty	5,713.94	2,889.69
	2,583,397.55	1,648,153.38
B Sale of Services		
Processing charges received	697.60	870.69
C. Other Operating revenue		
Export Incentives	9,629.06	7,627.12
Vat/Excise Refund/Remission	786.66	2,040.82
Income from Power generation	4,595.76	3,456.12
Other operating income	538.63	531.88
	2,599,645.26	1,662,680.01
D. Details of Sales	2011-12	2010-11
	(₹ in lac)	(₹ in lac)
Textured Soya Proteins	30,415.14	31,202.82
Realisable by-products	56,359.32	44,388.69
Seed Extractions	547,360.52	312,406.97
Oils	1,745,125.12	1,126,982.55
Vanaspati	94,181.68	87,531.87
Pulses/Grains/Others	22,234.96	31,410.22
Raw materials	85,258.53	8,515.47
Seedling	965.81	442.75
Scrap Sales	4,999.80	4,280.06
Others	2,210.61	3,881.67
	2,589,111.49	1,651,043.07
E. Earning in Foreign Currency-		
F.O.B value of Exports	323,433.36	226,721.77
Merchandise Trade	108,439.19	90,634.70

Notes

to the financial statements for the year ended March 31, 2012

Note-22 OTHER INCOME

	For the year ended on 31st March , 2012	For the year ended on 31st March , 2011
A Dividend Income		
- From Other than Subsidiary Companies	60.01	62.41
B Net gain/(loss) on sale of current investments	13.61	122.39
C Exchange Difference (Net)	-	2,811.26
D Lease Rent (Gross) (Refer (i) below)	118.49	232.31
E Interest Income	21,655.24	9,892.63
F Other Non-Operating Income (Refer (ii) below)	878.30	475.91
	22,725.65	13,596.91

i) As a lessor:

The Company has given certain assets - Land, building and plant and equipments on operating leases. These lease arrangements range for a period between 6 and 12 months and include both cancellable and non-cancellable leases. Most of the leases are renewable for further period on mutually agreeable terms and also include escalation clauses.

Particulars	Year ended March 31, 2012	Year ended March 31, 2011
Lease rental Receipts for the year	91.25	188.00
	Year ended March 31, 2012	Year ended March 31, 2011
With respect to non-cancellable operating leases, the future minimum lease receipts are as follows:		
- Not later than one year	4.33	142.33
- Later than one year but not later than five years	-	138.00
- Later than five years	-	-

(₹ in lac)

ii) Other Non-Operating Income comprises	2011-2012	2010-2011
Liabilities no longer required written back	648.00	316.92
Sales Tax Refund	19.75	3.56
Other Receipts	210.55	155.43
	878.30	475.91

Notes

to the financial statements for the year ended March 31, 2012

Note-23 COST OF MATERIAL CONSUMED

	Year ended March 31, 2012	Year ended March 31, 2011
Raw Materials	1,363,868.49	983,475.35
Packing Materials	39,630.97	30,675.46
	1,403,499.46	1,014,150.81

(a) Details of Raw Material Consumed:

ITEM	(₹ in lac)	
	2011-2012	2010-2011
Soya DOC/Flour	0.80	6.69
Seeds	543,081.96	395,695.01
Oil Cake	7,372.00	4,584.29
Oils	729,495.31	572,293.05
Fresh Fruit Bunches	13,756.78	8,087.55
Realisable By Product	-	1,712.46
Others	70,161.64	1,096.30
	1,363,868.49	983,475.35

Value of imported and indigenous raw material consumed & percentage thereof to total consumption.

	2011-2012		2010-2011	
	(₹ in lac)	% to the total consumption	(₹ in lac)	% to the total consumption
Imported	749,127.90	54.93	556,994	56.64
Indigenous	614,740.59	45.07	426,480.93	43.36

(b) Details of Packing Material Consumed:

	2011-2012		2010-2011	
	(₹ in lac)	% to the total consumption	(₹ in lac)	% to the total consumption
Imported	-	-	12.30	0.04
Indigenous	39,630.97	100.00	30,663.16	99.96

Notes

to the financial statements for the year ended March 31, 2012

Note-24 PURCHASES OF STOCK-IN-TRADE

	(₹ in lac)	
	2011-2012	2010-2011
Purchases of stock-in-trade	982,789.10	541,105.54
A Details of Purchases (Items traded in)		
Textured Soya Proteins/Flour	1,134.67	850.39
Realisable by product	5,770.73	1,778.06
Seed Extractions	193,851.35	75,638.21
Oil	717,529.81	403,329.44
Vanaspati	2,464.78	434.80
Pulses/Grains/Other traded items	61,980.59	32,073.07
Seedling	57.17	1.57
	982,789.10	514,105.54
B Value of imports		
	(₹ in lac)	
Particulars	2011-2012	2010-2011
Purchase of Oil (CIF)	691,279.46	463,747.38
Purchases for Merchandise exports	93,348.97	88,834.83
Purchase of Consumables/packing materials (CIF)	73.94	63.14

Note-25 CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK-IN-PROGRESS

	(₹ in lac)	
	2011-2012	2010-2011
Finished goods		
Opening Stock	112,657.04	70,165.58
Add: Stocks acquired on amalgamation	-	1,031.79
Closing Stock	97,430.49	112,657.04
	(15,226.55)	41,459.67
Work-in-progress		
Opening Stock	2,511.28	1,225.18
Add: Stocks acquired on amalgamation	-	606.37
Closing Stock	1,263.88	2,511.28
	(1,247.40)	679.73
Traded Goods		
Opening Stock	3,478.14	1,156.96
Closing Stock	80,951.82	3,478.14
	77,473.68	2,321.18
Variation in Excise duty on closing stock	215.20	(827.22)
	61,214.93	43,633.36

For breakup of inventories under broad heads refer Note 16.

Notes

to the financial statements for the year ended March 31, 2012

Note-26 EMPLOYEE BENEFITS EXPENSE

		(₹ in lac)
	2011-2012	2010-2011
Salary, Wages and Bonus (Net of recoveries)	9,390.57	7,337.30
Contribution to Provident and Other Funds	600.44	482.83
Gratuity	190.52	182.70
Employee Stock Option Scheme (ESOP)	257.79	372.93
Workmen & Staff Welfare expenses	586.29	483.20
	11,025.61	8,858.96

Note-27 OTHER EXPENSES

		(₹ in lac)
	2011-2012	2010-2011
Manufacturing expenses	9,038.85	7,350.65
Consumables	8,956.78	6,933.78
Consumption of Stores & Spare parts	7,014.00	4,978.62
Power & Fuel (net of recoveries)	29,405.44	22,924.82
Rent (net of recoveries)	4,643.34	4,386.25
Repairs to Buildings	479.00	320.92
Repairs to Plant & Equipments	2,260.74	1,887.39
Repairs to Others	340.80	273.75
Rates & Taxes	2,552.56	997.67
(Includes Wealth tax of ₹ 9.50 lac (Previous year ₹ 11.00 lac)		
Insurance (net of recoveries)	1,143.99	1,027.47
Freight & forwarding (net of recoveries)	47,756.42	38,339.40
Donation	45.82	51.38
Share of loss in Limited Liability Partnership	51.88	14.99
Provision/ Write-off of Doubtful/ Bad Debts and Advances (Refer Note D below)	478.49	1,978.98
Provision for Diminution in value of investments	16.45	15.52
Miscellaneous expenses written off	0.14	14.73
Net (Gain)/Loss on Sale/Discard of Fixed Assets (Refer Note E below)	(17.22)	66.06
Net (Gain)/ Loss on foreign currency transaction/translation	48,299.22	-
Export expenses	7,389.36	6,462.46
Commission & rebate	4,348.01	3,286.42
Advertisement & sales promotion (Refer Note F below)	1,421.20	1,854.63
Travelling & conveyance (Net of recoveries)	1,802.84	1,536.64
Bank Commission & charges	5,231.15	3,036.22
Other expenses (Net of recoveries)	14,576.01	10,206.27
	197,235.27	117,945.02

Notes

to the financial statements for the year ended March 31, 2012

A. OPERATING LEASES

As a lessee:

The Company has significant operating leases for premises. These lease arrangements range for a period between 1 month and 360 months, which include both cancellable and non-cancellable leases. Most of the leases are renewable for further period on mutually agreeable terms and also include escalation clauses.

	Year ended March 31, 2012	Year ended March 31, 2011
With respect to all operating leases:		
Lease payments recognised in the Statement of Profit and Loss during the year.	2,047.52	1,771.40

	As at March 31, 2012	As at March 31, 2011
With respect to non-cancellable operating leases, the future minimum lease payments are as follows:		
Not later than one year	981.29	743.51
Later than one year but not later than five years	876.10	494.76
Later than five years	173.17	6.31

B. DETAILS OF STORES & SPARES CONSUMED:

	2011-2012		2010-2011	
	(₹ in lac)	% to the total consumption	(₹ in lac)	% to the total consumption
Imported	132.75	0.49	165.42	1.03
Indigenous	26,883.60	99.51	15,832.89	98.97

Note: Including store items ₹ 20,002.35 lac (Previous year ₹ 11,019.64 lac) capitalised.

C. EXPENDITURE IN FOREIGN CURRENCY

	(₹ in lac)	
	2011-12	2010-11
Foreign Travel	233.00	197.10
Commission and rebate	220.73	161.68
Other expenses	323.11	236.77

- D.** Excludes ₹ 220.30 lac (Previous year ₹ 3,939.38 lac) [both years net of current/deferred tax thereon] debited to Business Development Reserve [Refer Note 2(L)].
- E.** Excludes ₹ 46.36 lac (Previous year ₹ Nil) pertaining to revalued assets debited to Business Development Reserve [Refer Note 2(L)].
- F.** Excludes ₹ 2,032.72 lac (Previous year ₹ 328.80 lac) [both years net of current tax thereon] debited to Business Development Reserve [Refer Note 2(L)].

Notes

to the financial statements for the year ended March 31, 2012

Note-28 FINANCE COSTS

	(₹ in lac)	
	2011-2012	2010-2011
Interest		
-On Loans	25,443.67	16,549.08
-On Others	3,934.22	5,209.17
Other borrowing costs	800.35	516.93
Net loss on foreign currency transactions and translation	21,947.95	-
	52,126.19	22,275.18

	(₹ in lac)	
	2011-2012	2010-2011
Expenditure in Foreign currency Interest on Loans	8,911.65	3,805.40

Note-29 DEPRECIATION AND AMORTISATION EXPENSE

	(₹ in lac)	
	2011-2012	2010-2011
Depreciation on Tangible assets	16,256.59	14,010.94
Amortisation on Intangible assets	120.55	153.62
	16,377.14	14,164.56

Note-30 CONTINGENT LIABILITIES AND COMMITMENTS

(to the extent not provided for)

	(₹ in lac)	
	As at March 31, 2012	As at March 31, 2011
A Contingent liabilities		
a) Claims against the company not acknowledged as debts	883.15	906.76
b) Outstanding bank guarantees	4,506.41	4,048.34
c) Outstanding letter of credit	-	21.64
d) Outstanding corporate guarantees given on behalf of		
- Indian Subsidiary.	36,298.76	29,139.09
- Foreign Subsidiary	5,130.00	-
e) Income tax/Sales tax/Excise/Octroi/Custom duty/ESIC/ Electricity Duty/demand disputed	25,401.71	29,267.30
f) Bills discounted	52,602.59	27,940.53
g) Interest liability , if any, in respect of advance from customers in the event of default.	1,830.72	-
B Commitments		
a) Estimated amount of contracts remaning to be executed on capital account (Net of advances)	7,401.19	5,724.13
b) The Company has provided comfort letters to three banks in connection with amounts borrowed by Gemini Edibles and Fats India Private Ltd., a subsidiary of the Company pursuant to which the Company has agreed to lend support and direction to the operations of the Subsidiary and in the event of failure on the part of the said Subsidiary to repay the loan or meet its obligation, to ensure that the Subsidiary meets its obligations by using their best efforts, good office and such other pragmatic measures as may be deemed necessary. The maximum amount of support in this regard is to the extent of 50% of the sanctioned amount i.e. ₹ 17,900.00 lac (Previous Year ₹ 13,750.00 lac) or 50% of the amount outstanding as at March 31, 2012 i.e. ₹ 16,936.63 lac (Previous Year ₹ 11,211.70 lac) , whichever is lower. The said Subsidiary has not defaulted in repayment of loans or meet its obligations as at March 31, 2012.		

Notes

to the financial statements for the year ended March 31, 2012

ADDITIONAL INFORMATIONS

		(₹ in lac)	
31	(I) Remuneration to the Statutory auditors	2011-2012	2010-2011
(a)	As Auditors		
	- For Statutory Audit [Inclusive Service tax ₹ 4.20 lac] (Previous year ₹ 3.50 lac)]	38.20	37.50
	- For tax audit [Inclusive Service tax ₹ 0.82 lac] (Previous year ₹ 0.82 lac)]	8.82	8.82
	- For Other Matters [Inclusive Service tax ₹ 0.82 lac (Previous year ₹ 0.75 lac)]	8.82	8.00
	For certification and consultancy in taxation and other matter (Incl. Service tax ₹ 0.50 lac (Previous year ₹ 0.99 lac)	5.38	10.59
(b)	Travelling and Other out of pocket expenses	8.17	5.87
	(II) Remuneration to Branch Auditors		
(a)	As Auditors		
	For Branch audit [Inclusive Service Tax ₹ 0.61 lac (Previous Year ₹ 0.61 lac]	6.51	6.61
(b)	Travelling and other out of pocket expenses	0.44	3.11
32	Remuneration to Cost Auditors:		
	For Cost audit [Inclusive Service Tax ₹ 0.21 lac (Previous year ₹ 0.18 lac)]	1.96	1.93
33	Segment related information:		
(a)	Segment information required to be disclosed in accordance with Accounting Standard 17 (AS-17) relating to 'Segment Reporting' is given in Para (e) below.		
(b)	The Company has disclosed business segments as the primary segments. Segments have been identified taking into account the type of products, the differing risks and returns and the internal reporting system. The various segments identified by the Company comprise as under:		
	Extractions	All types of seed extractions	
	Vanaspati	Vanaspati	
	Oils	Crude oils, refined oils	
	Food Products	Textured Soya protein, Soya flour, Fruit Juice, Soya Milk	
	Wind Power Generation	Electricity Generation from Wind Mills	
	Others	Gram, Wheat, Rice, Maize, Corn, Seeds, Coffee, Marine Products, Tuar, Peas, Barley, Soap, Fresh Fruit Bunch, seedling and Plant and Equipment , Cotton Bales, Toiletry preparations.	
	By products related to each segment have been included under the respective segment.		
(c)	Extraction is considered as the primary product resulting from the solvent extraction process and crude oil as the secondary product. While computing segment results, all costs related to solvent extraction process are charged to the extraction segment and recovery on account of crude oil is credited to the said segment. Credit for recovery of crude oil is taken on the basis of average monthly market price.		
(d)	Segment revenue, segment results, segment assets and segment liabilities include respective amounts directly identified with the segment and also an allocation on reasonable basis of amounts not directly identified. The expenses which are not directly relatable to the business segments are shown as unallocated corporate cost. Assets and liabilities that can not be allocated between the business segments are shown as unallocated corporate assets and liabilities respectively.		

Notes

to the financial statements for the year ended March 31, 2012

(e) Segment Information:	Extractions		Vanaspatti		Oils		Food Products		Others		Wind Turbine Power Generation		Unallocable		Total	
	2011-12	2010-11	2011-12	2010-11	2011-12	2010-11	2011-12	2010-11	2011-12	2010-11	2011-12	2010-11	2011-12	2010-11	2011-12	2010-11
SEGMENT REVENUE																
External Revenue																
- Domestic Sales	226,787.12	64,235.94	94,841.58	111,178.65	1,719,728.27	1,118,647.78	26,993.76	27,765.55	92,811.41	21,815.86	45,957.76	3,456.12	2,187,473.15	2,187,473.15	1,357,177.33	
- Export Sales	333,776.85	260,030.73	484.22	250.25	76,509.90	32,277.75	4,022.87	3,514.49	20,103.92	23,026.37	-	-	-	434,897.76	319,099.59	
Total External Revenue	560,563.97	324,266.67	95,325.80	111,428.90	1,796,238.17	1,150,925.53	31,016.63	31,280.04	112,915.33	44,842.23	45,957.76	3,456.12	2,622,370.91	2,622,370.91	1,676,276.92	
Add: Intersegment Sales	268,273.79	212,099.72	-	-	69,883.89	80,053.02	-	-	-	-	1,080.32	-	-	338,638.00	292,152.74	
Total Segment Revenue	828,837.76	536,366.39	95,325.80	111,428.90	1,865,122.06	1,230,978.55	31,016.63	31,280.04	112,915.33	44,842.23	56,768.08	3,456.12	2,961,008.91	2,961,008.91	1,968,429.66	
Segment Results before Interest & Tax	30,750.60	10,726.20	1,134.36	2,596.26	14,986.48	24,925.53	1,360.33	1,538.33	2,194.98	1,681.31	2,816.75	1,312.19	74,958.75	74,958.75	52,857.25	
Less: Finance costs															52,126.19	22,275.18
Profit before taxation & Extra ordinary item															22,832.56	30,582.07
Extra ordinary item															-	-
Profit before taxation															22,832.56	30,582.07
Current tax															4,548.89	6,732.88
Deferred tax															5,382.26	2,243.89
Tax adjustments for earlier years (net)															669.94	284.44
Profit after tax															12,231.47	21,320.86
SEGMENT ASSETS	246,433.90	232,217.56	56,501.08	33,103.43	464,162.88	387,038.89	14,303.54	9,703.12	112,187.33	40,808.32	45,781.18	41,712.12	327,568.17	188,468.46	1,266,938.08	933,051.90
SEGMENT LIABILITIES	109,005.74	71,159.87	145.90	724.29	336,989.88	212,405.13	958.09	1,111.01	40,217.59	7,436.61	444.34	377.38	43,892.52	79,794.47	531,654.06	372,008.76
Total cost incurred during the year to acquire segment assets	3,365.97	2,390.98	1,496.01	515.06	21,655.92	15,331.98	6,496.89	1,578.09	1,701.86	8,891.42	7,851.05	10,102.24	3,277.99	2,726.29	45,845.69	41,536.06
Depreciation/amortisation and impairment expenses	3,518.57	3,314.71	1,323.14	1,358.78	5,481.54	4,530.18	2,102.8	2,062	373.56	179.63	2,343.46	1,688.81	827.10	714.57	14,077.65	11,992.70
Non-Cash expenses other than Depreciation/amortisation and impairment expenses	0.03	2.82	-	0.99	0.10	10.24	-	0.28	0.01	0.40	-	-	-	-	0.14	14.73
Unallocable assets																
Current investments															21,028.55	18,679.35
Non-current investments															44.18	45.03
Short term Advance Income Tax including TDS (Net)															440.71	-
Long term Advance Income Tax including TDS (Net)															1,055.07	1,972.94
Unallocable liabilities																
Long - Term Borrowings Secured															74,865.23	62,664.74
Unsecured															5,105.27	2,972.04
Short -Term Borrowings Secured															94,468.89	81,183.14
Unsecured															316,020.03	199,811.51
Deferred Tax liabilities (Net)															25,287.21	19,904.95
Long term Provision for taxation (Net)															184.54	996.02
Short term Provision for taxation (Net)															166.69	351.6

Notes

to the financial statements for the year ended March 31, 2012

- 34** Disclosure of transactions with related parties as required by Accounting Standard 18 (AS-18), relating to Related Party Disclosure has been given in (iv) below. Related parties as defined under clause 3 of the Accounting Standard have been identified on the basis of representation made by key managerial personnel and information available with the Company.

Related party relationships

i). Parties where control exists

Ruchi Worldwide Limited (Subsidiary)
Mrig Trading Private Limited (Subsidiary)
Gemini Edibles & Fats India Private Limited (Subsidiary)
Ruchi Industries Pte. Limited, Singapore (Subsidiary)
Ruchi Ethiopia Holdings Limited, Dubai (Subsidiary)
Ruchi Agri Plantation (Cambodia) Pte. Limited (Step-down subsidiary)
Ruchi Agri Trading Pte. Limited, Singapore (Step-down subsidiary) (with effect from December 30, 2011)
Ruchi Agri SARL (Madgasker) (Step-down subsidiary) (with effect from December 12, 2011)
Ruchi Agri PLC (Step-down subsidiary) (with effect from May 20, 2011)
GHI Energy Private Limited (Associate)
Ruchi Green Energy Private Limited (Associate)
Indian Oil Ruchi Bio Fuels, Limited Liability Partnership
Ruchi Infrastructure Limited

ii) Key Management Personnel & their relatives

Mr. Dinesh Shahra, Managing Director
Mr. Kailash Shahra, Brother of Managing Director
Mr. Suresh Shahra, Brother of Managing Director
Mr. Santosh Shahra, Brother of Managing Director
Mrs. Abha Devi Shahra, Wife of Managing Director
Mr. Sarvesh Shahra, Son of Managing Director
Ms. Amrita Shahra, Daughter of Managing Director
Mr. Ankesh Shahra, Son of Managing Director
Ms. Amisha Shahra, Daughter of Managing Director
Mr. Ashutosh B Rao, Whole-time Director
Mr. V. K. Jain, Whole-time Director

iii) Entites where Key Management Personnel or relatives of Key Management Personnel have significant influence.

Aaradhya Buildtech Private Limited
Alison Builders & Construction Private Limited
Ankesh Resorts & Hotels Private Limited
Aparaa Buildtech Private Limited
Arav Construction & Developers Private Limited
Archer Construction & Builders Private Limited
Aseem Infracon Private Limited
Avid Constructions Private Limited
Bright Star Buildtech Private Limited
Bright Star Housing Private Limited
Deepti Housing Private Limited

Notes

to the financial statements for the year ended March 31, 2012

Deepti Properties Private Limited
Delite Ventures Private Limited
Great Eastern Infrastructure Corporation Private Ltd.
High Tech Realities Private Limited
I Farm Equity Advisors Private Limited
I Farm Venture Advisors Private Limited
Indivar Wellness Private Limited
Mahadeo Shahra Sukrut Trust
Mahakosh Amusement Private Limited
Mahadeo Shahra & Sons
Mahadeo Shahra & Sons Private Limited
Mangalore Liquid Impex Private Limited
Navaagat Infratech Private Limited
Navodit Infracon Private Limited
Neha Resorts & Hotels Private Limited
Neha Securities Private Limited
Nibodh Infradevelopers Private Limited
Nirvana Housing Private Limited
Nischit Intratech Private Limited
RSIL Beneficiary Trust
Ruchi Markettrade Private Limited
Ruchi Bio-fuels Private Limited
Ruchi Corporation Limited
Ruchi Multitrade Private Limited
Ruchi Realty Private Limited
Sadashay Construction Private Limited
Saharsh Brokers Private Limited
Sakushal Buildtech Private Limited
Sanchit Buildtech Private Limited
Shahra Brothers Private Limited
Shahra Estate Private Limited
Shahra Sons Private Limited
Shalin Infratech Private Limited
Sharsha Infracon construction and Developers Private Limited
Shiva Foundation (Trust)
Soyumm Marketing Private Limited
Spectra Realities Private Limited
Suramya Infratech Private Limited
Vishal Warehousing Private Limited

Notes

to the financial statements for the year ended March 31, 2012

iv) Related party transactions

(Previous year's figures are mentioned in brackets below current year's figures)

(₹ in lac)

Particulars	Parties where control exists		Key Management Personnel (KMP)	Relatives of Key Management Personnel	Enterprises over which KMP & their relatives exercise significant influence	Total
	Subsidiaries	Others				
Purchase of goods						
Ruchi Worldwide Limited	69,315.99	-	-	-	-	69,315.99
	(94,951.16)	-	-	-	-	(94,951.16)
Gemini Edible & Fats India Private Limited	921.92	-	-	-	-	921.92
	(611.17)	-	-	-	-	(611.17)
Ruchi Infrastructure Limited	-	42,776.70	-	-	-	42,776.70
	-	(20,513.29)	-	-	-	(20,513.29)
Mahadeo Shahra & Sons	-	-	-	-	11,653.32	11,653.32
	-	-	-	-	(12,404.10)	(12,404.10)
Ruchi Marktrade Private Limited	-	-	-	-	-	-
	-	-	-	-	(3,303.47)	(3,303.47)
Purchase of DEPB & Other Licence						-
Ruchi Worldwide Limited	200.80	-	-	-	-	200.80
	(29.75)	-	-	-	-	(29.75)
Sale of goods						-
Ruchi Worldwide Limited	32,826.77	-	-	-	-	32,826.77
	(5,659.62)	-	-	-	-	(5,659.62)
Gemini Edible & Fats India Private Limited.	1,436.11	-	-	-	-	1,436.11
Ruchi Infrastructure Limited	-	95,117.21	-	-	-	95,117.21
	-	(58,050.37)	-	-	-	(58,050.37)
Ruchi Marktrade Private Limited	-	-	-	-	-	-
	-	-	-	-	(138.35)	(138.35)
Services Provided						-
Gemini Edible & Fats India Private Limited	-	-	-	-	-	-
	(63.13)	-	-	-	-	(63.13)

Notes

to the financial statements for the year ended March 31, 2012

(₹ in lac)

Particulars	Parties where control exists		Key Management Personnel (KMP)	Relatives of Key Management Personnel	Enterprises over which KMP & their relatives exercise significant influence	Total
	Subsidiaries	Others				
Share Application Money Paid						-
GHI Energy Private Limited	-	-	-	-	-	-
	-	(1,500.00)	-	-	-	(1,500.00)
Ruchi Ethiopia Holdings Limited (US\$-6,900,000)	3,457.73					3,457.73
Issue / Conversion of Equity Shares						-
Mr. Ashutosh B. Rao	-	-	4.90	-	-	4.90
14,000 Shares (Previous Year 8,400 Shares)	-	-	(2.94)	-	-	(2.94)
Mr. Vijay Kumar Jain	-	-	2.89	-	-	2.89
8,250 Shares (Previous Year 4,950 Shares)	-	-	(1.73)	-	-	(1.73)
Shiva Foundation (Trust)	-	-	-	-	-	-
Nil Shares (Previous Year 12,500,000 Shares)	-	-	-	-	(4,375.00)	(4,375.00)
Issue of Preference Shares						-
Ruchi Infrastructure Limited	-	-	-	-	-	-
Nil Shares (Previous Year 200,000 6% preference shares of ₹ 100/- each)	-	(200.00)	-	-	-	(200.00)
Processing Charges Received /Receivable						-
Ruchi Infrastructure Limited	-	13.26	-	-	-	13.26
Storage charges paid						-
Ruchi Infrastructure Limited	-	809.04	-	-	-	809.04
	-	(992.54)	-	-	-	(992.54)
Port hire charges paid						-
Ruchi Infrastructure Limited	-	506.15	-	-	-	506.15
	-	(378.76)	-	-	-	(378.76)

Notes

to the financial statements for the year ended March 31, 2012

(₹ in lac)

Particulars	Parties where control exists		Key Management Personnel (KMP)	Relatives of Key Management Personnel	Enterprises over which KMP & their relatives exercise significant influence	Total
	Subsidiaries	Others				
Investment in Equity shares / Contribution in Limited Liability Partnership						-
Ruchi Industries Pte Limited	-					-
Nil (Previous year 3,000,000 Equity Shares of of US\$ 1/- each)	(1,399.43)					(1,399.43)
Ruchi Ethiopia Holding Pte Limited	-					-
Nil (Previous Year 100 Equity Shares of 1,000/- United Arab Emirates Dirhams (AED))	(12.48)					(12.48)
GHI Energy Private Limited		1,305.45				1,305.45
4,35,150 Equity Shares @ 300 Per Share (Previous Year 4,900 Shares @ 10 Per Share)		(0.49)				(0.49)
GHI Energy Private Limited		1,046.44				1,046.44
10,46,435 Preference Shares @ 100 Per Share (Previous Year Nil)		-				-
Indian Oil Ruchi Bio Fuel , Limited Liability Partnership		64.80	-	-	-	64.80
		(20.00)				(20.00)
Share of Loss In Investment						-
Indian Oil Ruchi Bio Fuel , Limited Liability Partnership		51.88				51.88
		(14.99)				(14.99)
Guarantees given						-
Ruchi Worldwide Limited	36,298.76	-	-	-	-	36,298.76
	(29,139.09)	-	-	-	-	(29,139.09)

Notes

to the financial statements for the year ended March 31, 2012

(₹ in lac)

Particulars	Parties where control exists		Key Management Personnel (KMP)	Relatives of Key Management Personnel	Enterprises over which KMP & their relatives exercise significant influence	Total
	Subsidiaries	Others				
Ruchi Industries Pte. Limited, Singapore	5,130.00			-		5,130.00
Remuneration including Perquisites						-
Mr. Dinesh Shahra (Refer Note 2 below)	-	-	213.38	-	-	213.38
	-	-	(163.92)	-	-	(163.92)
Ms. Amrita Shahra	-	-	-	68.56	-	68.56
	-	-	-	(49.61)	-	(49.61)
Mr. Sarvesh Shahra (Refer Note 3 below)	-	-	-	51.11	-	51.11
	-	-	-	(35.20)	-	(35.20)
Mr. A.B.Rao	-	-	36.84	-	-	36.84
	-	-	(23.16)	-	-	(23.16)
Mr. V.K.Jain	-	-	31.19	-	-	31.19
	-	-	(22.04)	-	-	(22.04)
Mr. Kailash Shahra (Commission)	-	-	-	40.00	-	40.00
	-	-	-	(49.30)	-	(49.30)
Loan Given						-
Ruchi Ethiopia Holding Limited	-	-	-	-	-	-
	(2,209.39)	-	-	-	-	(2,209.39)
Loan Repaid						-
Ruchi Ethiopia Holding Limited	2,209.39					2,209.39
	-	-	-	-	-	-
Sitting fees paid						-
Mr.Kailash Shahra	-	-	-	0.35	-	0.35
	-	-	-	(0.11)	-	(0.11)
Interest received/ receivable (net)						-
Ruchi Infrastructure Limited	-	2.46	-	-	-	2.46
	-	(7.03)	-	-	-	(7.03)
Ruchi Marktrade Limited	-	-	-	-	-	-
	-	-	-	-	(3.87)	(3.87)

Notes

to the financial statements for the year ended March 31, 2012

(₹ in lac)

Particulars	Parties where control exists		Key Management Personnel (KMP)	Relatives of Key Management Personnel	Enterprises over which KMP & their relatives exercise significant influence	Total
	Subsidiaries	Others				
Reimbursement of expenses received						
GHI Energy Private Limited	-	73.05	-	-	-	73.05
Rent Paid						-
Mahadeo Shahra & Sons	-	-	-	-	0.84	0.84
	-	-	-	-	(0.84)	(0.84)
Shahra Brothers Private Limited	-	-	-	-	1.32	1.32
	-	-	-	-	(1.32)	(1.32)
Mrs. Abhadevi Shahra	-	-	-	12.00		12.00
	-	-	-	(12.00)		(12.00)
Mr. Sarvesh Shahra	-	-	-	0.48		0.48
	-	-	-	(0.48)		(0.48)
Mr. Ankesh Shahra	-	-	-	0.48		0.48
	-	-	-	(0.48)		(0.48)
Deepti Housing Private Limited	-	-	-	-	1.08	1.08
	-	-	-	-	(1.08)	(1.08)
Ruchi Infrastructure Limited	-	110.89	-	-	-	110.89
	-	79.85	-	-	-	79.85
High Tech Realities Private Limited	-	-	-	-	6.00	6.00
	-	-	-	-	(6.00)	(6.00)
Shiva Foundation (Trust)	-	-	-	-	35.00	35.00
	-	-	-	-	(31.91)	(31.91)
Donation Given						-
Mahadeo Shahra Sukrat Trust	-	-	-	-	40.59	40.59
	-	-	-	-	(28.11)	(28.11)
Dividend Received						-
RSIL Beneficiary Trust	-	-	-	-	38.15	38.15
	-	-	-	-	(38.15)	(38.15)
Ruchi Infrastructure Limited	21.86				-	21.86
	(21.86)					(21.86)

Notes

to the financial statements for the year ended March 31, 2012

(₹ in lac)

Particulars	Parties where control exists		Key Management Personnel (KMP)	Relatives of Key Management Personnel	Enterprises over which KMP & their relatives exercise significant influence	Total
	Subsidiaries	Others				
Dividend Paid						-
Ruchi Infrastructure Limited	-	24.10	-	-	-	24.10
	-	(24.10)	-	-	-	(24.10)
Mr. Dinesh Shahra	-	-	10.56	-	-	10.56
	-	-	-	-	-	-
Mr. Kailash Shahra	-	-	-	0.99	-	0.99
	-	-	-	(0.99)	-	(0.99)
Mr. Suresh Shahra	-	-	-	1.27	-	1.27
	-	-	-	(1.27)	-	(1.27)
Mr. Santosh Shahra	-	-	-	2.28	-	2.28
	-	-	-	(2.28)	-	(2.28)
Mrs. Abha Devi Shahra	-	-	-	19.14	-	19.14
	-	-	-	(7.38)	-	(7.38)
Mr. Sarvesh Shahra	-	-	-	26.53	-	26.53
	-	-	-	(26.32)	-	(26.32)
Ms. Amrita Shahra	-	-	-	21.58	-	21.58
	-	-	-	(21.58)	-	(21.58)
Mr. Ashutosh B Rao	-	-	-	-	-	-
	-	-	(0.05)	-	-	(0.05)
Mr. Vijay Kumar Jain	-	-	0.03	-	-	0.03
	-	-	(0.04)	-	-	(0.04)
Soyumm Marketing Private Limited	-	-	-	-	97.00	97.00
	-	-	-	-	(95.00)	(95.00)
Spectra Realty Private Limited	-	-	-	-	90.00	90.00
	-	-	-	-	(90.00)	(90.00)
Shahra Estate Private Limited	-	-	-	-	5.06	5.06
	-	-	-	-	(5.06)	(5.06)
Shahra Brothers Private Limited	-	-	-	-	14.66	14.66
	-	-	-	-	(14.66)	(14.66)
Mr. Ankesh Shahra	-	-	-	16.81	-	16.81
	-	-	-	17.00	-	17.00
Ms. Amisha Shahra	-	-	-	15.16	-	15.16

Notes

to the financial statements for the year ended March 31, 2012

(₹ in lac)

Particulars	Parties where control exists		Key Management Personnel (KMP)	Relatives of Key Management Personnel	Enterprises over which KMP & their relatives exercise significant influence	Total
	Subsidiaries	Others				
	-	-	-	(15.16)	-	(15.16)
Shiva Foundation Trust	-	-	-	-	239.37	239.37
	-	-	-	-	(141.00)	(141.00)
Amount Receivable						-
Advances						-
Gemini Edible & Fats India Private Limited	103.14	-	-	-	-	103.14
	(34.76)	-	-	-	-	(34.76)
GHI Energy Private Limited	-	73.05	-	-	-	73.05
Shiva Foundation	-	-	-	-	-	-
	-	-	-	-	(44.45)	(44.45)
Mr. Kailash Shahra	-	-	-	-	-	-
	-	-	-	(0.03)	-	(0.03)
Mr. Sarvesh Shahra	-	-	1.56	-	-	1.56
	-	-	-	-	-	-
RSIL Beneficiary Trust	-	-	-	-	0.35	0.35
	-	-	-	-	(0.35)	(0.35)
Ruchi Bio Fuels Limited	-	-	-	-	52.12	52.12
	-	-	-	-	-	-
Ruchi Ethopia Holding Limited	-	-	-	-	-	-
	(2,209.39)				-	(2,209.39)
Intercompany Deposit						
Ruchi Infrastructure Limited	-	195.28	-	-	-	195.28
	-	(542.48)	-	-	-	(542.48)
Ruchi Marktrade Private Limited						-
	-	-	-	-	(32.22)	(32.22)
Accrued Interest receivable						-
Ruchi Infrastructure Limited	-	2.22	-	-	-	2.22
	-	(6.33)	-	-	-	(6.33)
Ruchi Marktrade Private Limited	-	-	-	-	-	-
	-	-	-	-	(3.48)	(3.48)
Trade Receivable						
Ruchi Infrastructure Limited	-	904.37	-	-	-	904.37

Notes

to the financial statements for the year ended March 31, 2012

(₹ in lac)

Particulars	Parties where control exists		Key Management Personnel (KMP)	Relatives of Key Management Personnel	Enterprises over which KMP & their relatives exercise significant influence	Total
	Subsidiaries	Others				
	-	(2,380.85)	-	-	-	(2,380.85)
Ruchi Marktrade Private Limited	-	-	-	-	-	-
	-	-	-	-	(490.08)	(490.08)
Ruchi Bio Fuels Limited	-	-	-	-	214.11	214.11
	-	-	-	-	(214.71)	(214.71)
Security Deposit receivable						
High Tech Realities Private Limited	-	-	-	-	750.00	750.00
	-	-	-	-	(750.00)	(750.00)
Shiva Foundation	-	-	-	-	900.00	900.00
	-	-	-	-	(900.00)	(900.00)
Amount Payable Creditors						
Ruchi Worldwide Limited	234.84	-	-	-	-	234.84
	(234.96)	-	-	-	-	(234.96)
Shahra Brothers Private Limited	-	-	-	-	-	-
	-	-	-	-	(7.18)	(7.18)
Deepti Housing Private Limited	-	-	-	-	3.24	3.24
	-	-	-	-	(2.16)	(2.16)
Mahadeo Shahra & Sons	-	-	-	-	53.54	53.54
	-	-	-	-	(26.68)	(26.68)
Shiva Foundation	-	-	-	-	3.19	3.19
	-	-	-	-	-	-
Sitting Fees Payable						
Mr. Kailash Shahra	-	-	-	-	-	-
	-	-	-	(0.23)	-	(0.23)

Note :

1. 'Others' includes enterprise where control exists.
2. Remuneration paid to the Managing Director (Key Management Personnel) excludes expenditure on rent free accommodation since rent is paid to relative of key management personnel and the same has been disclosed separately.
3. Of the total remuneration ₹ 13.08 lac was subject to approval of Central Government which is received subsequently after the end of year.

Notes

to the financial statements for the year ended March 31, 2012

35 Disclosures Pursuant to Clause 32 of the listing agreement

- (a) Loans & Advance in the nature of Loans to Subsidiary

(₹ in lac)

Name of the Company	As at	As at	Maximum balance during	
	March 31, 2012	March 31, 2011	March 31, 2012	March 31, 2011
Ruchi Ethopia Holding Ltd.	-	2,209.39	2,209.39	2,209.39

- (b) Loans & Advance in the Nature of Loans to associates

(₹ in lac)

Name of the Company	As at	As at	Maximum balance during	
	March 31, 2012	March 31, 2011	March 31, 2012	March 31, 2011
Ruchi Infrastructure Ltd.	197.50	548.81	8,128.28	12,497.14

- (c) Loans and advances in the nature of loans where there is :

i) No repayment schedule or repayment beyond seven year or	NIL
ii) No interest or interest below Section 372 A of The Companies Act, 1956.	NIL

- (d) Loans or Advances in the nature of loans to Firms/Companies in which directors are interested. By name and amount

(₹ in lac)

Name of the Company	As at	As at	Maximum balance during	
	March 31, 2012	March 31, 2011	March 31, 2012	March 31, 2011
Evershine Oleochem Limited	2,455.43	943.64	2,455.42	943.64
National Steel & Agro Industries Limited	0.38	-	1,000.33	-
Total	2,455.81	943.64	3,455.75	943.64

- (e) Investment by the loanee in the shares of the company, when the company has made a loan or advance in the nature of loan - NIL

36 Earnings Per Share:

Particulars	2011-12	2010-11
a) Basic earnings per share		
i) Profit after tax	12,231.47	21,320.86
Less : Preference dividend including tax thereon	13.95	2.79
Profit attributable to equity shareholders	12,217.52	21,318.07
ii) Weighted average number of equity shares :		
Equity shares as at the beginning of the year	332,526,472	262,888,860
Add : Adjustment for shares issued during the year on conversion of warrants	559,718	58,972,182
	333,086,190	321,861,042
Basic earning per share of ₹ 2/- each (Previous year ₹ 2/- each)	3.67	6.62
b) Diluted earnings per share		
i) Profit attributable to equity shareholders [As per working in (a)(i) above]	12,217.52	21,318.07
ii) Weighted average number of equity shares [As per working in (a) (ii) above]	333,086,190	321,861,042
Add: Increase in shares on account of dilutive potential equity shares by way of conversion of warrants into equity shares	-	-
Increase in shares on account of exercise of Employee Stock Option scheme.	700,894	353,891
	333,787,084	322,214,933
Diluted earnings per share of ₹ 2/- each	3.66	6.62

Notes

to the financial statements for the year ended March 31, 2012

37 Dividend remitted in Foreign currency

	Paid in 2011-2012 pertaining to		Paid in 2010-2011 pertaining to	
	2011-12	2010-11	2010-11	2009-10
Equity Shares				
- Number of Holders	-	7	-	7
- Shares held by them (in Nos.)	-	32,218,023	-	3,22,18,023
- Amount in lac (INR Equivalent)	-	161.09	-	161.09

38 The Company has entered into the following derivative instruments:

The Company uses foreign currency/forward contracts to hedge its risks associated with foreign currency fluctuations relating to certain firm commitments and forecasted transactions. The Company does not use forward contracts for speculative purposes.

The following are the outstanding Forward Exchange Contracts entered into by the Company as on March 31, 2012:

Particulars	2011-12			2010-11		
	No. of Contracts	Foreign Currency Equivalent (in lac)	INR Equivalent (in lac)	No. of Contracts	Foreign Currency Equivalent (in lac)	INR Equivalent (in lac)
Covers against exports						
US\$	44	US\$ 823.45	42,386.52	41	US\$ 673.75	31,095.92
EUR	1	EUR 30.00	1,522.72	-	-	-
Amount receivable in foreign currency on account of the following :						
Sale of goods	-	-	-	-	-	-
Covers against loans receivable	3	US\$ 130.00	6,663.27	-	-	-
Amount payable in foreign currency on account of the following						
Import of goods and services	194	US\$ 5,444.20	286,133.56	84	US \$ 2,590.35	119,655.19
Loans and interest payable	83	US\$ 5,849.82	303,373.84	40	US \$ 2,071.36	96,705.11

- b) The Company also uses derivative contracts other than forward contracts to hedge the interest rate and currency risk on its capital account. The Company does not use these contracts for speculative purposes.

Particulars	2011-2012			2010-11		
	No. of Contracts	US Dollar Equivalent (in lac)	INR Equivalent (in lac)	No. of Contracts	US Dollar Equivalent (in lac)	INR Equivalent (in lac)
a) Option contracts to hedge against imports	3	1,000.00	51,300.00	15	966.49	43,318.10
b) Coupon Rate Swap to hedge against fluctuation in interest rate	10	1,100.00	56,430.00	9	800.00	35,856.00
c) Currency swaps to hedge against fluctuations in changes in exchange rate and interest rate	-	-	-	-	-	-
d) Options to hedge against exports	-	-	-	-	-	-
e) Options to hedge against FCNR Loan	-	-	-	1	100.00	4,482.00

Notes

to the financial statements for the year ended March 31, 2012

II. The year end foreign currency exposures that have not been hedged by a derivative instrument or otherwise are given below:

Particulars	2011-2012			2010-2011	
	Currency	Value in Foreign Currency (in lac)	INR Equivalent (in lac)	Foreign Currency Equivalent (in lac)	INR Equivalent (in lac)
Amount receivable in foreign currency on account of the following:					
Export Sales	US\$	623.89	31,727.14	-	-
	EUR	96.08	6,486.54	-	-
Merchandise Trade	US\$	827.69	44,385.28	801.35	35,604.18
Amount payable in foreign currency on account of the following:					
Import of goods and services	US\$	1,299.95	66,687.70	1,944.61	87,157.55
Purchase of Merchandise Exports	US\$	857.50	43,989.56	778.33	34,884.73
Loans and interest payable	US\$	1,590.93	81,614.80	97.85	4,385.55
Customer Advances	US\$	2,410.75	123,671.51	-	-

39 Expenditure incurred during construction period has been dealt with as under.

	2011-2012	2010-2011
Opening Balance	39.82	230.89
Power & fuel	30.42	-
Rent	4.15	0.61
Repair & Maintenance	10.07	0.56
Rates & Taxes	0.08	-
Insurance Charges	13.37	-
Freight & Forwarding	73.57	-
Other expenses	127.38	18.34
Staff welfare	1.07	0.21
Adjustment on account of Exchange Fluctuation	93.83	-
Interest & Finance Charges	128.66	22.31
	522.42	272.92
Less: Allocated to buildings & plant & equipments & capitalised	-	233.10
Balance pending allocation to be capitalised	522.42	39.82

40 Changes in accounting policy

The Company has exercised the option provided under paragraph 46A of AS 11: The Effects of Changes in Foreign Exchange Rates inserted vide Notification dated December 29, 2011. Consequently, the exchange differences on long term foreign currency monetary items, which were until now being recognised in the Statement of Profit and Loss are now being dealt with in the following manner:

The exchange difference to the extent it relates to acquisition of depreciable asset, is adjusted to the cost of the depreciable asset, and depreciated over the balance life of the asset.

In other cases, the exchange difference is accumulated in a Foreign Currency Monetary Item Translation Difference Account, and amortised over the balance period of such long term asset/ liability.

- (a) Accordingly, the Company has adjusted the exchange loss of ₹ 5,367.95 lac in respect of long term foreign currency monetary items relating to acquisition of depreciable fixed assets to the cost of fixed assets and

Notes

to the financial statements for the year ended March 31, 2012

- (b) Amortised exchange loss relating to long term foreign currency monetary item in other cases over the life of the long term liability and included ₹.514.06 lac being the unamortised portion in foreign currency monetary item transaction Account (Refer Note 14 and 20)

On account of the above change in the method of accounting, the profit before tax for the year is higher by ₹ 5,667.29 lac.

- 41** The Ministry of Corporate Affairs, Government of India, vide General Circular No. 2 and 3 dated February 8, 2011 and February 21, 2011 respectively has granted a general exemption from compliance with section 212 of the Companies Act, 1956, subject to fulfillment of conditions stipulated in the circular. The Company has satisfied the conditions stipulated in the circular and hence is entitled to the exemption. Necessary information relating to the subsidiaries has been included in the Consolidated Financial Statements.

42 Previous Year Figures:

The financial statements for the year ended March 31, 2011 had been prepared as per the then applicable, pre-revised Schedule VI to the Companies Act, 1956. Consequent to the notification of Revised Schedule VI under the Companies Act, 1956, the financial statements for the year ended March 31, 2012 are prepared as per Revised Schedule VI. Accordingly, the previous year figures have been reclassified to conform to this year's classification. The figures for the previous year have been regrouped wherever necessary to conform to current years classification. Further, the figures for previous year include amounts related to Sunshine Oleochem Limited from July 1, 2010 as against April 1, 2011 for current year. To that extend the figures for current year are not comparable with the previous year.

As per our report of even date attached

For and on behalf of the Board of Directors

For and on behalf of
P.D. Kunte & Co. (Regd.)
Chartered Accountants

D. P. Sapre
Partner
Membership no. 40740

R. L. Gupta
Company Secretary

Kailash Shahra
Chairman

Place : Mumbai
Date: : July 21, 2012

Anil Singhal
GM - Corporate Accounts

Dinesh Shahra
Managing Director

Auditors' Report

On Consolidated Financial Statements of Ruchi Soya Industries Limited, Its Subsidiaries, Associate Companies, Joint Venture and a Trust where the Company is a Beneficiary.

To the Board of Directors of RUCHI SOYA INDUSTRIES LIMITED

- We have examined the attached Consolidated Balance Sheet of **Ruchi Soya Industries Limited** (The Company), its subsidiary companies, associate Companies, Joint Venture and a Trust where the Company is a beneficiary (hereinafter together with the Company referred to as 'Group') as at March 31, 2012, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year ended on that date annexed thereto, in which are incorporated the accounts of the subsidiary companies, associate Companies, Joint Venture and the Trust where the Company is a beneficiary audited by other auditors. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
- We have conducted our audit in accordance with generally accepted auditing standards in India. These standards require that we plan and perform the audit to obtain reasonable assurance whether the financial statements are prepared in all material respects, in accordance with an identified financial reporting framework and are free of material misstatements. An audit also includes assessing the accounting principles used and significant estimates made by the management as well as evaluating the overall financial statements. We believe that our audit provides a reasonable basis for our opinion.
- We did not audit the financial statements of the subsidiary companies, the associate companies, the Joint venture and the trust where the Company is a beneficiary, whose financial statements reflect total assets (net) of ₹ 1,715.00 lac as at March 31, 2012 (previous year ₹ 5,209.67 lac) and total revenues (loss) of ₹ (3,538.98) lac for the year ended on that date (previous year profit of ₹ 2,119.78 lac). These financial statements have been audited by other auditors whose reports have been furnished to us and our opinion, in so far as it relates to the amounts included in respect of the subsidiary companies, the associate companies, the Joint Venture and the trust where the Company is a beneficiary is based solely on the report of the other auditors.
- We report that the consolidated financial statements have been prepared by the Company in accordance with the requirements of Accounting Standard 21 (AS-21) on "Consolidated Financial Statements", Accounting Standard 23 (AS-23) on "Accounting for investments in Associates in Consolidated Financial Statements" and Accounting Standard 27 (AS-27) on "Financial Reporting of Interests in Joint Ventures" as notified by the Companies (Accounting Standards) Rules, 2006 under sub-section 3(C) of Section 211 of the Companies Act, 1956 and on the basis of the separate audited financial statements of the Company and its subsidiary companies, its associate companies, Joint venture and the trust where the Company is a beneficiary, included in the consolidated financial statements.
- One of the Company's subsidiaries has paid Managerial remuneration amounting to ₹ 67.32 lac in excess of limits specified under schedule XIII to the Companies Act, 1956, which is subject to approval of the Central Government.
- Without qualifying our opinion, attention is drawn to Note 2(M) relating to the Scheme of Amalgamation and Arrangement between Mac Oil Palm Limited and the Company and their respective shareholders sanctioned by the Hon'ble High Court of Mumbai in an earlier year pursuant to which an amount of ₹ 4,598.87 lac (previous year ₹ 6,440.04 lac) has been debited to Business Development Reserve as per details given in note 2(M).

Had the Scheme, approved by the Hon'ble High Court, not prescribed the accounting treatment as described in note 2(M), the accumulated balance in the General Reserve and Securities Premium account as at March 31, 2012 would have been higher by ₹ 5,193.54 lac and ₹ 23,842.30 lac respectively, profit for the year would have been lower by ₹ 2,299.38 lac, the accumulated balance in Statement of Profit and Loss as at March 31, 2012 would have been lower by ₹ 9,769.74 lac, the balance in Revaluation Reserve would have been ₹ 29,694.99 lac and the balance in Business Development Reserve would have been ₹ Nil.

However, the aggregate balance in Reserves and Surplus as at March 31, 2012 would have remained the same.
- Subject to our comments in paragraph 5 above, on the basis of the information and based on our audit and on consideration of reports of other auditors on separate financial statements and on the other financial information of the components of the Group as referred, the said financial statements, together with the notes thereon attached thereto, give the information required by the Act, in the prescribed manner and in conformity with the accounting principles generally accepted in India give a true and fair view:
 - in the case of the Consolidated Balance Sheet, of the state of affairs of the Group as at March 31, 2012;
 - in the case of the Consolidated Statement of Profit and Loss, of the consolidated Profit from operations of the Group for the year ended on that date; and
 - in the case of Consolidated Cash Flow Statement, of the cash flows of the Group for the year ended on that date.

For and on behalf of
P.D. Kunte & Co. (Regd.)
Chartered Accountants
Firm Registration No: 105479W

D.P. Sapre

Partner

Place : Mumbai
Date : July 21, 2012

Membership No: 40740

Consolidated Balance Sheet

(₹ in lac)

Particulars	Note No.	As at March 31, 2012	As at March 31, 2011
I. LIABILITIES			
(1) Shareholders' funds			
(a) Share capital	1	6,867.17	6,850.53
(b) Reserves and surplus	2	215,529.77	213,933.55
		222,396.94	220,784.08
(2) Share application money pending allotment		-	-
(3) Minority Interest		3,103.78	2,961.51
(4) Non-current liabilities			
(a) Long-term borrowings	3	87,532.41	74,257.87
(b) Deferred tax liabilities (Net)	4	25,288.03	20,534.21
(c) Other Long term liabilities	5	3,700.75	1,674.62
(d) Long-term provisions	6	174.29	382.93
		116,695.48	96,849.63
(5) Current liabilities			
(a) Short-term borrowings	7	502,025.31	347,525.86
(b) Trade payables	8	446,711.40	385,230.04
(c) Other current liabilities	9	169,069.63	58,474.79
(d) Short-term provisions	10	1,937.30	2,778.49
		1,119,743.64	794,009.18
Total		1,461,939.84	1,114,604.40
II. ASSETS			
(1) Non-current assets			
(a) Fixed assets	11		
(i) Tangible assets		249,224.94	222,944.66
(ii) Intangible assets		457.47	395.30
(iii) Capital work-in-progress (Refer notes 11(iii), 11(v) & 35)		24,063.99	18,314.22
(iv) Intangible assets under development		-	-
		273,746.40	241,654.18
(b) Non-current investments	12	14,158.16	11,771.02
(c) Long-term loans and advances	13	9,843.83	11,633.37
(d) Other non-current assets	14	165.94	30.97
		297,914.33	265,089.54
(2) Current assets			
(a) Current investments	15	44.95	45.80
(b) Inventories	16	416,143.30	320,454.60
(c) Trade receivables	17	335,082.28	263,112.18
(d) Cash and Bank Balances	18	331,505.64	195,474.65
(e) Short-term loans and advances	19	56,506.83	57,324.26
(f) Other current assets	20	24,742.51	13,103.37
		1,164,025.51	849,514.86
Total		1,461,939.84	1,114,604.40
Notes A - B and 1 to 39 form integral part of these financial statements			

As per our report of even date attached

For and on behalf of the Board of Directors

For and on behalf of
P.D. Kunte & Co. (Regd.)
Chartered Accountants

D. P. Sapre
Partner
Membership no. 40740

R. L. Gupta
Company Secretary

Kailash Shahra
Chairman

Place : Mumbai
Date : July 21, 2012

Anil Singhal
GM - Corporate Accounts

Dinesh Shahra
Managing Director

Statement of Consolidated Profit and Loss

(₹ in lac)

Particulars	Note No.	For the year ended on March 31, 2012	For the year ended on March 31, 2011
REVENUE			
I. Revenue from operations (Gross)	21	3,033,178.28	1,821,447.85
Less: Excise Duty		6,184.16	3,114.06
Revenue from operations (Net)		3,026,994.12	1,818,333.79
II. Other income	22	34,252.19	18,960.46
III. Total Revenue (I + II)		3,061,246.31	1,837,294.25
IV. Expenses			
Cost of materials consumed	23	1,509,733.83	1,067,005.60
Purchases of Stock-in-Trade	24	1,304,912.87	629,248.80
Changes in inventories of finished goods, work-in-progress and stock in trade	25	(74,876.57)	(63,616.86)
Employee benefits expense	26	12,496.47	10,011.94
Other expenses	27	208,180.80	122,917.76
Total expenses		2,960,447.40	1,765,567.24
IV-A. Earning before Interest, Tax, Depreciation & amortisation (EBITDA) (III-IV)		100,798.91	71,727.01
Finance costs	28	66,246.21	25,503.78
Depreciation, amortisation and impairment expenses	29	17,286.19	14,583.45
Less: Adjusted to Business Development Reserve		2,299.49	2,171.86
		14,986.70	12,411.59
V. Profit before exceptional and extraordinary items and tax		19,566.00	33,811.64
VI. Exceptional items		-	1.61
VII. Profit before extraordinary items and tax (V - VI)		19,566.00	33,810.03
VIII. Extraordinary Items		-	-
IX. Profit before tax (VII- VIII)		19,566.00	33,810.03
X. Tax expense:			
(1) Current tax		5,350.40	7,154.58
(2) Deferred tax	4	4,753.82	2,900.50
(3) Tax adjustments for earlier years (net)		664.97	314.32
		10,769.19	10,369.40
XI. Profit/(Loss) for the year from continuing operations after taxation before share of Results of Associates and Minority Interest (IX - X)		8,796.81	23,440.63
Share of Net Profit/(Loss) of Associates		37.93	0.02
Minority Interest		142.26	924.09
XII. Profit (Loss) for the year		8,692.48	22,516.56
XIII. Earnings per equity share:			
[Nominal Value per share ₹ 2/- (2011 : ₹ 2/-)]			
(1) Basic	33	2.61	6.99
(2) Diluted	33	2.60	6.99
Notes A - B and 1 to 39 form integral part of these financial statements			

As per our report of even date attached

For and on behalf of the Board of Directors

For and on behalf of
P.D. Kunte & Co. (Regd.)
Chartered Accountants

D. P. Sapre
Partner
Membership no. 40740

R. L. Gupta
Company Secretary

Kailash Shahra
Chairman

Place : Mumbai
Date : July 21, 2012

Anil Singhal
GM - Corporate Accounts

Dinesh Shahra
Managing Director

Consolidated Cash Flow Statement

(₹ in lac)

	For the year ended on March 31, 2012	For the year ended on March 31, 2011
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit before taxation	19,566.00	33,810.03
Adjustment for :		
Depreciation, amortisation and impairment expenses	14,986.70	12,411.59
Interest expenditure	66,246.21	25,503.78
Exceptional items	-	1.61
Miscellaneous expenditure written off	1.05	16.27
Employee Compensation expenses	2.55	220.40
Provision for wealth tax	10.64	11.00
Interest on Income Tax	10.95	74.94
Foreign Currency Translation Reserve	44.31	12.50
Minority Interest in net assets (other than in cash)	(61.39)	(61.39)
Amount adjusted to Business Development Reserve	(4,598.87)	(6,440.04)
Interest Income	(30,153.75)	(12,668.42)
Dividend Income	(65.36)	(62.41)
Provision for Gratuity and compensated absences	29.23	83.12
Share of loss in Limited Liability Partnership	51.88	14.99
(Gain)/Loss on sale of assets (net)	(17.76)	66.06
Provision for Diminution in value of investments	16.45	17.55
Provision Doubtful Debts and Advances	715.16	1,978.98
Additional Depreciation on account of revaluation	2,299.49	2,171.86
(Gain)/loss on sale of current investments (net)	(13.61)	(122.39)
Net unrealised exchange loss/(gain)	8,833.25	(4,397.00)
	58,337.15	18,833.00
Operating profit before working capital changes	77,903.14	52,643.03
Changes in working capital		
Adjustments for :		
Decrease/(Increase) in inventories	(95,688.70)	(156,158.45)
Decrease/(Increase) in Trade Receivables	(74,827.76)	(107,434.70)
Decrease/(Increase) in Other Balance with Banks	15,184.96	(9,996.83)
Decrease/(Increase) in Long-term loans & advances	1,532.01	(3,158.16)
Decrease/(Increase) in Short-term loans & advances	1,054.56	11,342.91
Decrease/(Increase) in Other current assets and non current assets	(11,502.86)	365.04
Increase /(Decrease)in Other Current and non current Liabilities	109,110.15	40,689.57
Increase /(Decrease)in Trade payables	57,321.85	80,938.64
	2,184.21	(143,411.98)
Cash generated from operations	80,087.35	(90,768.95)
Taxes paid (net of refund) including dividend tax	(7,172.36)	(6,911.19)
NET CASH GENERATED FROM OPERATING ACTIVITIES	72,914.99	(97,680.14)

Consolidated Cash Flow Statement

(₹ in lac)

	For the year ended on March 31, 2012	For the year ended on March 31, 2011
B. CASH FLOW FROM INVESTING ACTIVITIES		
Interest received	30,153.75	12,668.42
Purchase of tangible/intangible assets	(49,538.83)	(37,041.76)
Sale of fixed assets	279.46	130.16
Purchase of current and non current investments	(19,441.04)	(321,545.74)
Sale of current and non current investments	17,113.68	323,383.87
Dividend received	65.36	62.41
NET CASH USED IN INVESTING ACTIVITIES	(21,367.64)	(22,342.64)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Increase/(decrease) in Long Term Borrowings	13,274.53	63.07
Increase/(decrease) in Short Term Borrowings	153,761.29	164,353.72
Dividend paid	(1,667.49)	(1,554.94)
Interest expenditure	(66,246.21)	(25,503.78)
Intercompany deposits (given)/refunded	-	(1,209.54)
Proceeds from Issue/conversion of Warrants	-	7,025.95
Proceeds from Issue/conversion of Shares	546.47	1,799.98
NET CASH FROM FINANCING ACTIVITIES	99,668.59	144,974.46
Net increase/(decrease) in cash and cash equivalents (A+B+C)	151,215.95	24,951.68
Opening balance of cash and cash equivalents	30,352.46	5,076.47
Add: Acquired on amalgamation	-	324.31
Closing balance of cash and cash equivalents	181,568.41	30,352.46
	-	-
Increase/(decrease) in cash or cash equivalents	151,215.95	24,951.68
Cash and cash equivalents comprise of:		
Cash on hand	425.16	357.85
Balances with Banks	181,143.25	29,994.61
Total	181,568.41	30,352.46

As per our report of even date attached

For and on behalf of the Board of Directors

For and on behalf of
P.D. Kunte & Co. (Regd.)
 Chartered Accountants

D. P. Sapre
 Partner
 Membership no. 40740

R. L. Gupta
 Company Secretary

Kailash Shahra
 Chairman

Place : Mumbai
 Date: : July 21, 2012

Anil Singhal
 GM - Corporate Accounts

Dinesh Shahra
 Managing Director

Notes

to consolidated financial statements for the year ended March 31, 2012

A GENERAL INFORMATION

Ruchi Soya Industries Limited ('the Company') is a Public Limited Company engaged primarily in the business of processing of oil-seeds and refining of crude oil for edible use. The Company also produces oil meal, food products from soya and value added products from downstream and upstream processing. The Company is also engaged in trading in various products and generation of power

from wind energy. The Company has manufacturing plants across India and is listed on the Bombay Stock Exchange Limited (BSE), National Stock Exchange of India Limited (NSE) and Delhi Stock Exchange Limited (DSE). The other group entities located in India and abroad are engaged in manufacture/trading in agriculture, other products, biofuels, plantation activities and solar power generation.

A.1 Basis of Consolidation

- a) The consolidated financial statements relate to Ruchi Soya Industries Ltd. (the Company) and its subsidiaries, its associates, Joint Venture and Trust where the Company is a beneficiary as under :

Name of the entity	Country of origin	Relationship	Percentage of holding	
			2011-12	2010-11
Ruchi Worldwide Limited	India	Subsidiary	52.48	52.48
Gemini Edibles and Fats India Private Limited	India	Subsidiary	52.63	58.82 from 01.04.2010 to 10.10.2010 & 52.63 from 11.10.2010 to 31.03.2011
Mrig Trading Private Limited	India	Subsidiary	100	100
Ruchi Industries Pte. Limited	Singapore	Subsidiary	100	100
Ruchi Ethiopia Holdings Limited	Dubai	Subsidiary	100	100
Ruchi Agri Plantations (Cambodia) Pte. Limited	Cambodia	Step down subsidiary	100	100
Ruchi Agri Private Limited Company	Ethiopia	Step down subsidiary	100 from 20.05.2011	-
Ruchi Agritrading Pte Limited	Singapore	Step down subsidiary	100 from 30.12.2011	-
Ruchi Agri SARL	South Africa	Step down subsidiary	100 from 12.12.2011	-
Ruchi Green Energy Private Limited	India	Associate	26	26
GHI Energy Private Limited	India	Associate	49	49
RSIL Beneficiary Trust	India	Trust where Company is the sole beneficiary	100	100
Indian Oil Ruchi Bio Fuels LLP (Limited Liability Partnership)	India	Joint venture where Company is a partner	50	50

Notes

to consolidated financial statements for the year ended March 31, 2012

b) The consolidated financial statements have been prepared in accordance with Accounting Standard 21 (AS-21), Accounting Standard 23 (AS-23) and Accounting Standard 27 (AS-27) as notified by The Companies (Accounting Standard) Rules, 2006 as applicable, on the following basis :

- i) The financial statements of the Company and its subsidiaries (including step down subsidiaries) and the Trust where the Company is a sole beneficiary have been combined on a line to line basis by adding together like items of assets, liabilities, income and expenses after making necessary adjustments for variations in accounting policies, if any whenever practicable.
- ii) The financial statements of Associates have been consolidated using the Equity method of accounting.
- iii) The financial statements of joint venture where the Company is a partner have been consolidated using proportionate consolidation method.
- iv) Intragroup balances, intragroup transactions and resulting unrealised profits / losses have been eliminated in full.
- v) The excess of / shortfall in cost to the Company of its investment over the Company's portion of equity as at the date of investment is recognised in the consolidated financial statements as goodwill / capital reserve. The resultant goodwill, if any, is charged to the Statement of Profit and Loss.
- vi) In case of foreign subsidiaries, revenue items are consolidated at the quarterly average rates prevailing during the year. At the year end, monetary items are translated at rates prevailing at the end of the year.
- vii) Differences on elimination arising on account of translation differences are accumulated in Foreign Currency Translation Reserve.

A.2 Minority interest in the net assets of subsidiaries has been separately disclosed in the consolidated financial

statements. Minority interest in income for the year has been separately disclosed in the Statement of Profit and Loss.

B. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

B.1 Basis of Preparation:

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis, except for certain tangible assets which are being carried at revalued amounts. These financial statements have been prepared to comply in all material aspects with the Accounting Standards notified under Section 211(3C) [Companies (Accounting Standards) Rules, 2006, as amended] and the other relevant provisions of The Companies Act, 1956.

B.2 Tangible and Intangible Assets:

Tangible and intangible assets (other than those acquired under Hire Purchase Schemes) are stated at cost of acquisition / revalued amount, less accumulated depreciation and impairments, if any. Revalued assets are stated at their fair value as at the date of revaluation based on report of approved valuer less accumulated depreciation. Cost of fixed assets includes taxes, duties, freight and other incidental expenses related to acquisition and installation after reducing Cenvat credit received/receivable, if any. With effect from April 1, 2011, gain/loss on account of fluctuation in exchange rates pertaining to long term foreign currency monetary items, to the extent it is related to acquisition of depreciable assets, is adjusted to the cost of the assets.

Items of fixed assets that have been retired from active use and are held for disposal are stated at the lower of their net book value and net realisable value. Any expected loss is recognised immediately in the Statement of Profit and Loss.

Fixed assets acquired under Hire Purchase Schemes are valued at cash price less depreciation.

Borrowing costs attributable to acquisition/construction of a qualifying asset (i.e. an asset requiring substantial period of time to get ready for intended use or sale) are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale in accordance with the requirements of Accounting Standard 16 (AS 16), "Borrowing Costs".

Notes

to consolidated financial statements for the year ended March 31, 2012

Pre-operative expenses incurred during construction period are capitalised, where appropriate.

B.3 Depreciation and Amortisation:

Depreciation is provided on straight line basis at the rates prescribed in Schedule XIV to the Companies Act, 1956 . Depreciation is provided on pro-rata basis with reference to the month of addition/ installation/ disposal of assets, except low value items costing Rs 5,000/- or less which are written off fully in the year of purchase. In respect of intangible assets, the cost is amortised over the period for which the asset's economic benefits are expected to accrue. Expenditure incurred on software acquired is amortised over a maximum period of five years from the date the expenditure is incurred or its useful life, whichever is shorter.

B.4 Impairment of Assets:

The Company reviews the carrying value of tangible and intangible assets for any possible impairment at each Balance Sheet date. An impairment loss is recognised when the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of net selling price and value in use. In assessing the recoverable amount, the estimated future cash flows are discounted to their present value at appropriate discount rates. If at the Balance Sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount.

B.5 Inventories:

Inventories, other than realisable by-products, are valued at lower of cost and net realisable value. The cost of inventories is arrived at on moving average method. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale. The cost of manufactured products comprises direct costs and production overheads including depreciation. Realisable by products are valued at net realisable value. Cost of trading items includes cost of purchase & other costs of acquisition attributable thereto.

B.6 Retirement Benefits:

- (i) Short term employee benefits are recognised as an expense in the Statement of profit and loss of the year in which service is rendered.

- (ii) Contribution to defined contribution schemes such as Provident Fund, Family Pension Fund and Superannuation Fund are charged to the Statement of profit and loss .

- (iii) The Company makes annual contribution to Employees Group Gratuity cum Life Assurance Scheme in respect of qualifying employees and the same is recognised as an expense in the Statement of profit and loss. Additional liability, if any, in respect of gratuity and liability in respect of leave encashment is recognised on the basis of valuation done by an independent actuary applying Project Unit Credit Method. The actuarial gain/loss arising during the year is recognised in the Statement of Profit and Loss of the year.

B.7 Investments:

Investments that are readily realisable and are intended to be held for not more than one year, are classified as current investments. All other investments are classified as non-current investments. Current investments are carried at cost or fair value, whichever is lower. Non-current investments are carried at cost. However, provision for diminution in the value of these investments is made, where in the opinion of Board of Directors the diminution is other than temporary. The same is made for each investment individually.

Investments include investment in shares of companies registered outside India. Such investments are stated at cost by converting relevant foreign currency at the rate of exchange prevailing on the date of acquisition.

B.8 Expenses Incurred for Issue of Shares, Debentures and other Miscellaneous Expenses:

Share issue expenses incurred after April 1, 2003 are either charged to Statement of Profit & Loss or securities premium account. Expenses pertaining to issue of debentures are charged to the Statement of Profit & Loss in the year in which they are incurred.

B.9 Premium on Redemption of Debentures:

Premium payable, if any, on redemption of debentures is spread over the life of debentures.

B.10 Foreign Exchange Transactions:

Transactions in foreign currency are accounted at the exchange spot rate prevailing on the date of the transaction. Year end receivables and payables are translated at year end rate of exchange. With effect from April 1, 2011, gain/

Notes

to consolidated financial statements for the year ended March 31, 2012

loss on account of fluctuation in exchange rates pertaining to long term foreign currency borrowings to the extent they are related to acquisition of depreciable fixed assets is adjusted to the cost of asset, and in case of other long term borrowings, the same is amortised over the life of such long term borrowings.

In all other cases, the difference on account of fluctuation in the rate of exchange is recognised in the statement of profit and loss.

B.11 Forward Exchange Contracts:

In case of forward exchange contracts, premium/discount arising at the inception of the contracts is spread over the life of the contracts. Exchange fluctuation on such contracts is recognised in the Statement of profit & loss in the year in which there is a change in exchange rates.

B.12 Borrowing Costs:

Borrowing costs directly attributable to acquisition, construction or production of a qualifying asset are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale, in accordance with the requirements of Accounting Standard (AS)16, "Borrowing Costs" mandated by Rule 3 of the Companies (Accounting Standards) Rules 2006. Other borrowings costs are charged to the statement of profit and loss.

B.13 Employee Stock Options:

Stock options granted to employees under the "Ruchi Soya Employee Stock Option Plan 2007" are accounted as per accounting treatment prescribed by SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and the 'Guidance Note on Share Based Payments' issued by the Institute of Chartered Accountant of India (ICAI). Accordingly, the excess of market price of the shares as on the date of grant of options over the exercise price is recognised as deferred employee compensation and is charged to Statement of Profit and Loss on straight-line basis over the vesting period of the respective option. The number of options expected to vest is based on the best available estimate and is revised, if necessary, where subsequent information indicates that the number of stock options expected to vest differs from the previous estimates.

B.14 Revenue Recognition :

Sale of goods:

Domestic sales are recognised at the point of dispatch of goods when the substantial risks and rewards of ownership

in the goods are transferred to the buyer as per the terms of the contract and are net of returns. Sales are stated net of trade discounts and sales taxes.

Export sales are recognised when significant risks and rewards in respect of ownership of goods are transferred to the buyer as per the terms of the contract.

Export entitlements are recognised as income when the right to receive the same as per the terms of the scheme is established in respect of the exports made and where there is no significant uncertainty regarding the ultimate realisation.

Sale of Services:

Revenue from services is recognised on rendering of the services.

Other Income:

- (i) Dividend income on investment is recognised when the right to receive dividend is established.
- (ii) Interest and other income are recognised on accrual basis on time proportion basis.

B.15 Lease Accounting:

As a Lessee

Operating lease payments are recognised as expenditure in the Statement of Profit and Loss as per the terms of the respective lease agreements.

As a Lessor

The Company has given assets on an operating lease basis. Lease rentals are accounted on accrual basis in accordance with the respective lease agreements.

B.16 Accounting of Taxes on Income:

Tax expense comprises of current tax and deferred tax. Current tax is measured at amount expected to be paid to tax authorities using the applicable tax rates. Deferred tax assets and liabilities are recognised for future tax consequences attributable to timing difference between taxable income and accounting income that are capable of reversal in one or more subsequent years and are measured using relevant enacted tax rates.

Minimum Alternative Tax (MAT) credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer

Notes

to consolidated financial statements for the year ended March 31, 2012

a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

B.17 Provisions and Contingent Liabilities:

Provisions:

Provisions are recognised when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation.

Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date and are not discounted to its present value.

Contingent Liabilities :

Contingent liabilities are disclosed in respect of possible obligations that may arise from past events but their existence will be confirmed by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company. A provision is made based on a reliable estimate when it is probable that an outflow of resources will be required to settle an obligation and in respect of which a reliable estimate can be made. Provision is not discounted and is determined based on best estimate required to settle the obligation at the year end date.

Contingent assets are not recognised in the financial statements.

(₹ in lac)

Note-1 SHARE CAPITAL		As at March 31, 2012	As at March 31, 2011
A Authorised			
i) Equity Shares			
1,01,02,50,000 (Previous year 1,01,02,50,000)face value of ₹ 2/- each		20,205.00	20,205.00
ii) Cumulative Redeemable Preference Shares			
51,00,000 (Previous year 51,00,000) face value of ₹ 100/- each		5,100.00	5,100.00
		25,305.00	25,305.00
B Issued,Subscribed and paid-up			
i) Equity Shares			
33,33,58,572 (Previous year 33,25,26,472) face value of ₹ 2/- each fully paid-up		6,667.17	6,650.53
ii) Cumulative Redeemable Preference Shares			
2,00,000 (Previous year 2,00,000) face value of ₹ 100/- each fully paid-up		200.00	200.00
		6,867.17	6,850.53

(a) Reconciliation of numbers of shares

Particulars	As at March 31, 2012		As at March 31, 2011	
	Number of Shares	₹ in lac	Number of Shares	₹ in lac
i) Equity Shares:				
Balance as at the beginning of the year	332,526,472	6,650.53	262,888,860	5,257.78
Add:				
Shares issued pursuant to a scheme of amalgamation	-	-	56,638,462	1,132.77
Share issued on conversion of warrants	-	-	12,500,000	250.00
Shares issued under Employee Stock option during the year	832,100	16.64	499,150	9.98

Notes

to consolidated financial statements for the year ended March 31, 2012

(a) Reconciliation of numbers of shares (Contd.)

Particulars	As at March 31, 2012		As at March 31, 2011	
	Number of Shares	₹ in lac	Number of Shares	₹ in lac
Balance as at the end of the year	333,358,572	6,667.17	332,526,472	6,650.53
ii) Preference Shares				
Balance as at the beginning of the year	200,000	200.00	-	-
Add:				
Shares issued pursuant to a scheme of amalgamation	-	-	200,000	200.00
Balance as at the end of the year	200,000	200.00	200,000	200.00

(b) Rights, Preferences and Restrictions attached to shares

A-Equity Shares:

The Company has one class of equity shares having a par value of ₹ 2 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion to their shareholding.

Lock in Restrictions

7,05,59,616 (Previous year 7,05,59,616) Equity shares are subjected to Lock in period ranging from January 29, 2013 to March 28, 2014.

B-Preference Shares:

The 6% Non-Convertible Redeemable Cumulative Preference Shares of ₹ 100/- each were issued pursuant

to the Scheme of Amalgamation and Arrangement between Sunshine Oleochem Limited, Ruchi Soya Industries Limited and their respective shareholders sanctioned by the Hon'ble High Court of Mumbai in the preceding year on the same terms and conditions as originally issued by Sunshine Oleochem Limited.

The preference shares are redeemable as follows:-

- First installment of ₹ 33/- per preference share on completion of 144 months from March 31, 2009.
- Second installment of ₹ 33/- per preference share on completion of 156 months from March 31, 2009.
- Third installment of ₹ 34/- per preference share on completion of 168 months from March 31, 2009.

- (c) For Shares allotted under Employee Stock Option Plan Scheme, 2007 as modified from time to time. Refer Note no. 2(L).

(d) Details of shares held by shareholder's holding more than 5% of the aggregate shares in the Company.

	As at March 31, 2012	%	As at March 31, 2011	%
EQUITY SHARES				
Mr. Dinesh Shahra (in the capacity of Trustee of Shiva Foundation)	47,274,013	14.18	47,874,013	14.40
Dinesh Shahra (HUF)	18,705,836	5.61	16,279,221	4.90
Soyumm Marketing Private Limited	23,358,049	7.01	19,000,000	5.71
Spectra Realities Private. Ltd.	18,000,000	5.40	18,000,000	5.41
Sawit Plantations PTE Limited	19,612,913	5.88	19,612,913	5.90
VS Net Limited	21,973,459	6.59	21,973,459	6.61
Total Equity Shares	148,924,270	44.67	142,739,606	42.93

Notes

to consolidated financial statements for the year ended March 31, 2012

(d) Details of shares held by shareholder's holding more than 5% of the aggregate shares in the Company. (Contd.)

	As at March 31,2012	%	As at March 31,2011	%
Preference Shares				
Ruchi Infrastructure Limited	200,000	100.00	200,000	100.00
Total Preference Shares	200,000	100.00	200,000	100.00

- (e) The issued, subscribed and paid-up share capital includes 5,66,38,462 Equity Shares and 2,00,000 Preference Shares issued pursuant to Schemes of Amalgamation, Arrangement and Mergers during the last five years.

(₹ in lac)

Note-2 RESERVES AND SURPLUS		As at March 31,2012	As at March 31,2011
A Securities Premium Account			
Balance as at the beginning of the year		46,513.66	39,429.63
Add: Receipt on issue of shares		-	1,724.98
Add: Receipt on conversion of warrants and exercise pursuant to employee stock options		529.83	8,930.25
Add: Acquired pursuant to scheme of Amalgamation and Arrangement between Sunshine Oleochem Limited, Ruchi Soya Industries Limited and their respective shareholders.		-	916.80
Less: Cancellation of warrants pursuant to scheme of Amalgamation and Arrangement between Sunshine Oleochem Limited, Ruchi Soya Industries Limited and their respective shareholders.		-	4,488.00
Balance as at the end of the year		47,043.49	46,513.66
B Capital Redemption Reserve			
Balance as at the beginning of the year		8,770.98	8,770.98
Less: Utilised during the year		-	-
Balance as at the end of the year		8,770.98	8,770.98
C General Reserve			
Balance as at the beginning of the year		36,300.94	28,686.91
Add: Excess of share capital issued over the share capital of the transferee company pursuant to scheme of Amalgamation and Arrangement between Sunshine Oleochem Limited, Ruchi Soya Industries Limited and their respective shareholders.		-	5,114.03
Add: Transfer from Statement of Profit and Loss		1,000.00	2,500.00
Balance as at the end of the year		37,300.94	36,300.94
D Business Development Reserve [Refer Note M]			
Balance as at the beginning of the year		53,559.96	60,000.00
Less:			
Additional Depreciation/Impairment on account of revaluation of fixed assets		2,299.49	2,171.86
Provision for/write off of bad/doubtful debts and doubtful advances (net of current/deferred tax)		220.30	3,939.38
Advertisement Expenses for Business Development (net of current tax)		2,032.72	328.80
Additional loss on sale of revalued assets		46.36	-
Balance as at the end of the year		48,961.09	53,559.96

Notes

to consolidated financial statements for the year ended March 31, 2012

(₹ in lac)

Note-2 RESERVES AND SURPLUS		As at March 31, 2012	As at March 31, 2011
E Capital Reserve			
Balance as at the beginning of the year		4,855.28	4,855.28
Less: Utilised during the year		-	-
Balance as at the end of the year		4,855.28	4,855.28
F Capital Investment subsidy			
Balance as at the beginning of the year		30.00	30.00
Less: Utilised during the year		-	-
Balance as at the end of the year		30.00	30.00
G Revaluation Reserve			
Balance as at the beginning of the year		704.85	704.85
Less: Utilised during the year		-	-
Balance as at the end of the year		704.85	704.85
H Foreign currency translation reserve			
Balance as at the beginning of the year		(47.27)	-
Add: Addition during the year		44.32	(47.27)
Balance as at the end of the year		(2.95)	(47.27)
I Hedge Reserve (Net of taxes)(Refer Note N)			
Balance as at the beginning of the year		-	-
Less: Addition during the year		1,820.04	-
Balance as at the end of the year		(1,820.04)	-
J Share Options Outstanding Account			
Options outstanding as at the beginning of the year		810.35	887.96
Add: Compensation for options granted during the year		139.59	161.37
Less: Transfer to securities premium on exercise during the year		255.23	152.53
Less: Options cancelled during the year		114.50	86.45
		580.21	810.35
Less: Deferred Employees Compensation Expenses		175.94	408.63
Balance as at the end of the year		404.27	401.72
K Surplus in Statement of Statement of Profit and Loss			
Balance brought forward from previous year		62,843.43	43,749.15
Add Adjustment on amalgamation of Sunshine		-	1,015.71
Profit (Loss) for the period		8,692.48	22,516.56
Less: Appropriations			
Transferred to General Reserve		1,000.00	2,500.00
Transferred to Proposed Dividend:-			
- Preference		12.00	2.40
- Equity		1,067.01	1,665.09
- Dividend Distribution tax		175.04	270.50
Balance as at the end of the year		69,281.87	62,843.43
		215,529.77	213,933.55

Notes

to consolidated financial statements for the year ended March 31, 2012

L EMPLOYEES STOCK OPTIONS

- (a) The shareholders of the Company vide resolution passed at their Extra Ordinary General Meeting held on November 28, 2007 as modified by resolution passed at the Extra Ordinary Meeting held on June 16, 2009 approved grant of up to 54,71,000 options to eligible directors and employees of the Company and its subsidiary Ruchi Worldwide Limited.
- (b) In terms of the said approval, the eligible employees / directors are entitled against each option to subscribe for one equity share of face value of ₹ 2/- each at a premium of ₹ 33/- per share.
- (c) The holders of the Employee Stock Options are entitled to exercise the option within a period of three years from the date of first vesting, failing which they stand cancelled. In the case of termination of employment, all options, vested or not, stand cancelled immediately. In case of voluntary resignation all un-vested options stand cancelled. The resigning employees may exercise the vested option concurrently with the resignation, beyond which such options stand cancelled. In the event of death of an employee, retirement or the employee becoming totally and permanently disabled, all unvested options vest immediately and can be exercised during the original term of the option.
- (d) The Company had granted options to its directors and employees as follows:

Date of Grant	Number of Options	Exercise Price	Particulars of vesting		
			20%	50%	50%
April 1, 2008	1,237,000	₹ 35/-	April 1, 2009	April 1, 2010	April 1, 2011
October 1, 2009	1,495,000	₹ 35/-	October 1, 2010	October 1, 2011	October 1, 2012
April 1, 2010	253,500	₹ 35/-	April 1, 2011	April 1, 2012	April 1, 2013
April 1, 2011	198,000	₹ 35/-	April 1, 2012	April 1, 2013	April 1, 2014
Total	3,183,500				

The movement in the Employee Stock Options during the year ended March 31, 2012 is as follows:

Date of Grant	Opening Balance as on April 1, 2011	Issued during the year	Particulars of vesting		
			Cancelled	Exercised during the year	Closing Balance as on March 31, 2012
April 1, 2008	590,450	-	52,000	455,350	83,100
October 1, 2009	1,118,600	-	148,500	354,550	615,550
April 1, 2010	253,500	-	50,000	22,200	181,300
April 1, 2011	-	198,000	-	-	198,000
Total	1,962,550	198,000	250,500	832,100	1,077,950

- (a) In an earlier year, the Hon'ble High Court of Mumbai, u/s. 391-394, had approved the Scheme of Amalgamation and Arrangement of 'Mac Oil Palm Limited' with Ruchi Soya Industries Limited and its shareholders, which was effective from April 1, 2009
- (b) Pursuant to the Scheme referred to in (a) above, the Company had, in an earlier year, created Business Development Reserve.

In terms of the Scheme, as and when deemed fit by the Board, the said Business Development Reserve

is available for adjusting various expenses, including advertisement, sales promotion, development of brands, research and development activities, provision / write off of doubtful debtors/current assets/loans and advances, additional depreciation necessitated by revaluation of fixed assets and expenses of amalgamation, incurred on or after April 1, 2009, after adjusting for any tax effects, both current and deferred tax thereon.

Notes

to consolidated financial statements for the year ended March 31, 2012

- (c) An amount of ₹ 4,598.87 lac (previous year ₹ 6,440.04 lac) comprising of the following has been debited during the year to Business Development Reserve in accordance with the said Scheme:

(₹ in lac)

Particulars	2011-12	2010-11
Provision for Doubtful Advances (net of deferred tax)	-	758.37
Bad Debts written off (net of current tax)	-	2,510.81
Provision for Doubtful Debtors (net of deferred tax)	220.30	670.20
Advertisement Expenses (net of current tax)	2,032.72	328.79
Additional depreciation on account of revaluation.	2,299.49	2,171.87
Additional loss on sale of revalued assets	46.36	-
Total	4,598.87	6,440.04

- (d) Had the Scheme, approved by the Hon'ble High Court, not prescribed the accounting treatment as described in (b) and (c) above,

- i) The Company would have been required to :

- * Credit an amount of ₹ 36,157.70 lac to Revaluation Reserve instead of the Business Development Reserve.
- * Debit the additional depreciation arising from the revaluation of fixed assets of ₹ 2,299.49 lac (previous year ₹ 2,171.86 lac), Debit the additional loss on the sale of revalued assets amounting to ₹ 46.36 lac (Previous year ₹ Nil) to Revaluation Reserve instead of Business Development Reserve and credit an equivalent amount to the Statement of Profit and Loss by debit to the Revaluation Reserve. Accordingly there would be no impact on the Statement of Profit and Loss.
- * Debit the Advertisement and Sales Promotion expenses of ₹ 2,032.72 lac (net of current tax thereon) (previous year ₹ 328.79 lac) to the Statement of Profit and Loss.
- * Debit the amount of ₹ 220.30 lac (previous year ₹ 3,939.38 lac) being the provision for / write off of doubtful debts / advances [net of current tax and deferred tax thereon] to the Statement of Profit and Loss.

- ii) As a cumulative impact of the treatment described in para (i) above, the accumulated balance in the General Reserve and Securities Premium account as at 31st March 2012 would have been higher by ₹ 5,193.54 lac and ₹ 23,842.30 lac respectively, profit for the year would have been lower by ₹ 2,299.38 lac, the accumulated balance in Statement of Profit and Loss as at March 31, 2012 would have been lower by ₹ 9,769.74 lac, the balance in Revaluation Reserve would have been higher by ₹ 29,695 lac and the balance in Business Development Reserve would have been ₹ Nil.

However, the aggregate balance in Reserves and Surplus as at March 31, 2012 would have remained the same .

- N** With effect from April 1, 2011, the Company has adopted the principles of derivatives and hedge accounting of Accounting Standard (AS) 30 "Financial Instruments: Recognition and Measurement", to account for interest rate swaps. Accordingly, mark to market losses (net of taxes) of ₹ 1,820.04 lac (Previous year ₹ Nil) for and upto the year ended March 31, 2012 on account of interest rate swaps designated as effective hedge has been recognized in the balance sheet under the head "Hedge Reserve". The corresponding derivative liability has been disclosed under other long term liabilities in Note no. 5.

Notes

to consolidated financial statements for the year ended March 31, 2012

(₹ in lac)

Note-3 LONG -TERM BORROWINGS		As at March 31, 2012	As at March 31, 2011
A Secured			
Term Loans			
- Rupee Loans (Refer note D below)		25,423.31	26,048.02
- Foreign Currency Loans (Refer note D below)		56,102.30	44,037.05
B Unsecured			
- Deferred Sales Tax Liability (Refer Note E below)		5,105.27	2,972.04
- From Others		1.53	-
C Loan from related party		900.00	1,200.76
(Refer Note 32 of related party disclosure)			
		87,532.41	74,257.87

D Nature of Security and terms of repayment for secured borrowings

Name of the lender	Rate of Interest	Nature of Security	Terms of Repayment
Term loan from IDBI Bank amounting to ₹ 856.00 lac (March 31, 2011: ₹ 3,064.00 lac)	BBR+2.5% p.a.	Secured by a first pari passu charge over the fixed assets, both present & future, located at Washim unit (Maharashtra) of the Company.	Repayable in 60 monthly installments (commenced from December, 2010) of sanctioned amount of ₹ 11,000.00 lac.
Term loan from IDBI Bank amounting to ₹ 7,888.89 (March 31, 2011: ₹ 9,000.00 lac)	BBR+3.5% p.a.	Secured by a first pari passu charge over all the fixed assets, both present and future, located at Haldia unit/s (West Bengal), Patalganga and Nagpur unit/s (Maharashtra) of the Company together with first exclusive charge on the entire fixed assets, both present and future, located at Washim unit (Maharashtra) of the Company.	Repayable in 18 equal quarterly installments (commenced from September, 2011) of sanctioned amount of ₹ 10,000.00 lac .
Term loan from EXIM Bank amounting to ₹ 571.43 lac (March 31, 2011: ₹ 1,142.86 lac)	LTMLR+2.20% p.a.	Secured by a first pari passu charge over the fixed assets, both present and future, located at Manglia unit (Madhya Pradesh) of the Company, and first charge over the properties, both present and future, located at Jaora (Madhya Pradesh), Dhule (Maharashtra) and Coimbatore (Tamil Nadu), wind farm locations of the Company, having total capacity of 7.4 MW.	Repayable in 21 equal quarterly installments (commenced from March, 2008) of sanctioned amount of ₹ 3,000.00 lac.
Foreign Currency Term loan from EXIM Bank amounting to ₹ 899.32 lac (March 31, 2011: ₹ 1,414.30 lac)	LIBOR 6 Months + 500 BPS p.a.	Secured by a first pari passu charge over the fixed assets, both present and future, located at Manglia unit (Madhya Pradesh) of the Company, and first charge over the properties, both present and future, located at Jaora (Madhya Pradesh), Dhule (Maharashtra) and Coimbatore (Tamil Nadu), wind farm locations of the Company, having total capacity of 7.4 MW.	Repayable in 21 equal quarterly installments (commenced from June, 2008) of sanctioned amount of ₹ 3,000.00 lac .

Notes

to consolidated financial statements for the year ended March 31, 2012

D Nature of Security and terms of repayment for secured borrowings

Name of the lender	Rate of Interest	Nature of Security	Terms of Repayment
Term loan from State Bank of India amounting to ₹ 3,686.36 lac (March 31, 2011: ₹ 5,606.67 lac)	BBR + 4% p.a.	Secured by a first exclusive charge over the fixed assets, both present and future, located at Palsodi (Madhya Pradesh) Wind farm location of the Company, having total capacity of 22.5 MW.	Repayable in 20 equal quarterly installments (commenced from June, 2009) of sanctioned amount of ₹ 9,500.00 lac .
Corporate Loan I from State Bank of India amounting to ₹ 5,081.27 lac (March 31, 2011: ₹ 12,595.84 lac)	BBR + 4.25% p.a.	Secured by a first exclusive charge over the fixed assets, both present and future, located at Kota (Rajasthan), Chennai (Tamil Nadu) and Shriganganagar unit (Rajasthan) of the Company and first pari passu charge over the fixed assets, both present and future, located at Haldia (West Bengal), Patalganga & Nagpur unit/s (Maharashtra), Mangalore (Karnataka) and Manglia (Madhya Pradesh) of the Company.	Repayable in 17 quarterly installments (commenced from March, 2008) of sanctioned amount of ₹ 25,000.00 lac out of that first 13 installments shall be of ₹ 1,000.00 lac per installments & next 4 shall be of ₹ 3,000.00 per installments.
Corporate Loan II from State Bank of India amounting to ₹ 7,605.95 lac (March 31, 2011: ₹ 12,694.50 lac)	BBR + 4.25% p.a.	Secured by a first exclusive charge over the fixed assets, both present and future, located at Kota (Rajasthan), Chennai (Tamil Nadu) and Shriganganagar unit (Rajasthan) of the Company and first pari passu charge over the fixed assets, both present and future, located at Haldia (West Bengal), Patalganga & Nagpur unit/s (Maharashtra), Mangalore (Karnataka) and Manglia (Madhya Pradesh) of the Company.	Repayable in 18 quarterly installments (commenced from December, 2008) of sanctioned amount of ₹ 25,000.00 lac out of that first 14 installments shall be of ₹ 1,250.00 lac per installments & next 4 shall be of ₹ 1,875.00 lac per installments.
Corporate Loan III from State Bank of India amounting to ₹ 22,796.77 lac (March 31, 2011: ₹ Nil)	BBR + 4.25% p.a.	Secured by a first exclusive charge over the fixed assets, both present and future, located at Kota (Rajasthan), Chennai (Tamil Nadu) and Shriganganagar (Rajasthan) of the Company, and first pari passu charge over the fixed assets, both present and future, located at Haldia (West Bengal), Patalganga & Nagpur (Maharashtra), Mangalore (Karnataka) and Manglia (Madhya Pradesh) of the Company.	Repayable in 20 equal quarterly installments (commenced from September 2011) of sanctioned amount of ₹ 25,000.00 lac.
Term loan from State Bank of India amounting to ₹ 325.78 lac (March 31, 2011: ₹ 486.87 lac)	PLR-1.25% p.a	Secured by a first pari passu charge over the entire fixed assets, both present and future, located at Oleochem division, Kandala (Gujarat) of the Company.	Repayable in 25 quarterly installments (commenced from October, 2006) of sanctioned amount of ₹ 1,500.00 lac out of that first 22 installments shall be of ₹ 53.20 lac per installments, then next 2 shall be of ₹ 109.96 lac per installments and last installments shall be of 109.68 lac.
Term loan from State Bank of India amounting to ₹ 179.33 lac (March 31, 2011: ₹ 388.58 lac)	PLR-1% p.a		Repayable in 22 quarterly installments (commenced from October, 2007) of sanctioned amount of ₹ 1,000.00 lac out of that first installments shall be of ₹ 23.50 lac, then next 13 shall be of ₹ 43.21 lac per installments, then next 7 installments shall be of ₹ 51.85 lac per installments and last installments shall be of ₹ 51.82 lac .

Notes

to consolidated financial statements for the year ended March 31, 2012

D Nature of Security and terms of repayment for secured borrowings

Name of the lender	Rate of Interest	Nature of Security	Terms of Repayment
Term loan from State Bank of India amounting to ₹ 236.62 lac (March 31, 2011: ₹ 519.16 lac)	PLR-1% p.a		Repayable in 26 quarterly installments (commenced from September, 2006) of sanctioned amount of ₹ 1,500.00 lac out of that first 2 installments shall be of ₹ 63.00 lac per installments, then next 8 installments shall be of ₹ 45.00 lac per installments, then next 4 installments shall be of ₹ 60.00 lac per installments, then next 4 installments shall be of ₹ 65.00 lac per installments, then next 7 installments shall be of ₹ 70.00 lac per installment & last installment shall be of ₹ 24.00 lac.
Term loan from State Bank of India amounting to ₹ 395.55 lac (March 31, 2011: ₹ 772.13 lac)	PLR+1.25% p.a		Repayable in 22 quarterly installments (commenced from December, 2007) of sanctioned amount of ₹ 1,800.00 lac out of that first 2 installments shall be of ₹ 67.00 lac per installments, then next 4 shall be of ₹ 57.00 lac per installments, then next 8 installments shall be of ₹ 82.00 lac per installments, then next 4 installments shall be of ₹ 98.20 lac per installments and last 4 installments shall be of ₹ 97.40 lac per installments.
Term loan from State Bank of Mysore amounting to ₹ 150.83 lac (March 31, 2011: ₹ 352.48 lac)	PLR-1.75% p.a		Repayable in 25 quarterly installments (commenced from October 2006) of sanctioned amount of ₹ 1,229.00 lac out of that first 2 installments shall be of ₹ 40.00 lac per installment, then next 22 shall be of ₹ 50.00 lac per installment, and last installment shall be of ₹ 49.00 lac.
Term loan from Yes Bank amounting to ₹ 6,125.00 lac (March 31, 2011: ₹ 7,061.23 lac)	10.3% p.a.	Secured by a first pari passu charge over the fixed assets, both present & future, located at Mangalore (Karnataka) of the Company.	Repayable in 16 equal quarterly installments (commenced from August, 2011) of sanctioned amount of ₹ 7,000.00 lac.
Term loan from ICICI Bank amounting to ₹ 814.58 lac (March 31, 2011: ₹ 1,445.83 lac)	BBR+2.5% p.a.	Secured by a first charge over the specific fixed assets, both present and future, located at Ampapuram, Bapulapadu Mandai in Krishna District (Andra Pradesh).	Repayable in 48 equal monthly installments (commenced from February, 2010) of sanctioned amount of ₹ 2,000.00 lac.
ECB I in foreign currency from DBS Bank Ltd. Amounting to ₹ 10,260.00 lac (March 31, 2011: ₹ 8,964.00 lac)	LIBOR 6 months + 340 bps p.a.	Secured by a first charge over the fixed assets, both present and future, located at Guna (Madhya Pradesh), Daloda (Madhya Pradesh), Baran (Rajasthan) and Gadawara (Madhya Pradesh) of the Company.	Repayable in 5 semi annual installments (to be commenced from March, 2013) of 15%, 20%, 20%, 20% & 25% of sanctioned amount of US \$ 200.00 lac.
ECB II in foreign currency from DBS Bank Ltd. Amounting to ₹ 10,260.00 lac (March 31, 2011: ₹ 6,723.00 lac)	LIBOR 6 months + 290 bps p.a.	Secured by a first charge over the fixed assets, both present and future, located at refinery Kandla (Gujarat) of the Company.	Repayable in 6 semi annual installments (to be commenced from Sep, 2014) of 13%, 13%, 13%, 13% 24% & 24% of sanctioned amount of US \$ 2,00.00 lac.

Notes

to consolidated financial statements for the year ended March 31, 2012

D Nature of Security and terms of repayment for secured borrowings

Name of the lender	Rate of Interest	Nature of Security	Terms of Repayment
ECB III in foreign currency from DBS Bank Ltd. Amounting to ₹ 7,695.00 lac (March 31, 2011: ₹ Nil)	LIBOR 6 months + 370 bps p.a.	Secured by a first charge over the fixed assets, both present and future, located at Guna unit (Madhya Pradesh), Daloda unit (Madhya Pradesh), Baran unit (Rajasthan) and Gadarwara unit (Madhya Pradesh) and Kandla refinery unit (Gujarat) of the Company.	Repayable in 5 semi annual installments (to be commenced from March, 2016).Of 19.67%, 20%, 20%, 20% & 20.33% of sanctioned amount of US \$ 300.00 lac.
ECB I in foreign currency from Standard Chartered Bank amounting to ₹ 10,260.00 lac (March 31, 2011: ₹ 8,964.00 lac)	LIBOR 3 months + 260 bps p.a.	Secured by a first charge over the fixed assets, both present & future, located at Maliya Miyana (Gujarat), Piploda (Madhya Pradesh), Fatehgrah (Rajasthan), Shergrah (Rajasthan), & Osiyan (Rajasthan) wind farm locations of the Company, having total capacity of 26.1 MW .	Repayable in 16 quarterly installments (to be commenced from June, 2012) out of that first eight installments shall be 5% & next 8 installments shall be 7.5% of sanctioned amount of US \$ 200.00 lac.
ECB II in foreign currency from Standard Chartered Bank amounting to ₹ 10,260.00 lac (March 31, 2011: ₹ 8,964.00 lac)	LIBOR 3 months + 225 bps p.a.	Secured by a first charge over the fixed assets, both present & future, located at Piploda (Madhya Pradesh), Palsodi (Madhya Pradesh) & Fatehgrah (Rajasthan) wind farm locations of the Company, having total capacity of 19.8 MW.	Repayable in 6 semi annual equal installments (to be commenced from June, 2013) of sanctioned amount of US \$ 200.00 lac.
Term loan from Axis Bank amounting to ₹ 4,087.00 lac (March 31, 2011: ₹ 4,475.00 lac)	PLR+ 4.25%	Secured by first Pari Passu charge on fixed assets and second charge on current assets of subsidiary "Gemini Edibles & Fats India Private Limited".	Repayable in 24 quarterly installments (started from June, 2011) of sanctioned amount of ₹ 5,000.00 lac. Against ₹ 5,000.00 lac a sum of 2,500.00 lac was availed as Buyers Credit against import Capes Item repayable in 3 years.
Term loan from ICICI Bank amounting to ₹ 3,333.33 lac (March 31, 2011: ₹ 4,000.00 lac)	9.5 % p.a		Repayable in 24 equal quarterly installments (started from June, 2011) of sanctioned amount of ₹ 4,000.00 lac.
Term loan from Development Bank Of Ethiopia amounting to ₹ 12,833.02 lac (Birr 4100.70 lac) (March 31, 2011: Nil)	8.5 % p.a	First degree mortgage upon the hole assets and property of the project with principal Registration Certificate number EIA-PC-01/3349/09 at Ethiopia.	Repayable in every four months for 21 installments from April 30, 2014.

BBR-Base Bank Rate

PLR-Prime Lending Rate

LIBOR-London Interbank Offered Rate

LTMLR- Long Term Minimum Lending Rate

- In addition to the securities specified above, loans amounting to ₹ 58,094.42 lac (March 31, 2011: ₹ 57,838.33 lac) are secured by personal guarantee of Director/s.
- The charges referred to above, rank pari passu inter se the lenders at each locations, wherever applicable.

E Deferred Sales tax denotes interest free sales tax deferral under Schemes of State Government of Andhra Pradesh & Tamil Nadu. The same are repayable in annual installments beginning from June 2013 in case of Andhra Pradesh and from August 2015 in case of Tamilnadu.

Notes

to consolidated financial statements for the year ended March 31, 2012

(₹ in lac)

Note - 4 DEFERRED TAX LIABILITIES (NET)		
	As at March 31, 2012	As at March 31, 2011
Deferred Tax Liabilities		
Depreciation	29,276.94	23,646.18
Deferred Tax Assets		
Provision for doubtful debts & advances	1,657.55	1,430.83
Other timing differences	1,139.81	1,331.02
Unabsorbed Depreciation/loss	1,191.55	350.12
Total	25,288.03	20,534.21

The break-up of the deferred tax liability up to the year ended March 31, 2012 is as under:

(₹ in lac)

Liability / (Assets) on account of	Up to March 31, 2011	For the year ended March 31, 2012	Total up to March 31, 2012
Depreciation	23,646.18	5,630.76	29,276.94
Provision for doubtful debts & advances	(1,430.83)	(226.72)	(1,657.55)
Other timing differences	(1,331.02)	191.21	(1,139.81)
Unabsorbed Depreciation/loss	(350.12)	(841.43)	(1,191.55)
Net deferred tax liability (Asset)	20,534.21	4,753.82	25,288.03

(₹ in lac)

Note-5 OTHER LONG-TERM LIABILITIES		
	As at March 31, 2012	As at March 31, 2011
Agency & Other Deposits	1,780.92	1,656.29
Other Liabilities	1,919.83	18.33
	3,700.75	1,674.62

a) Other liabilities includes ₹. 1,820.04 lac [Previous Year ₹. Nil] on account of Derivative Liability.[Refer Note No 2 N].

(₹ in lac)

Note-6 LONG TERM PROVISIONS		
	As at March 31, 2012	As at March 31, 2011
A Provision for employee benefits		
i) Provision for Gratuity	5.80	26.89
ii) Provision for compensated absences	1.81	249.05
B Other Provision		
Provision for Taxation	166.68	106.99
	174.29	382.93

Notes

to consolidated financial statements for the year ended March 31, 2012

(₹ in lac)

Note-7 SHORT TERM BORROWINGS		As at March 31, 2012	As at March 31, 2011
A	Loans repayable on demand		
	i) Secured		
	Short Term Loan from Banks (Refer B & C below)	17,703.35	-
	Working Capital Loans from banks (Refer B & C below)	50,697.97	52,588.35
	ii) Unsecured		
	From Banks / Financial Institutions (Refer Note D below)	433,623.69	294,937.21
	From Others	0.30	0.30
		502,025.31	347,525.86

B	Name of the lender	Rate of Interest	Nature of Security	Terms of Repayment
	Short Term loan from Barclays Bank amounting to ₹ 2,617.35 lac (March 31, 2011: ₹ Nil)	6.30133% p.a.	Specific charge over the current assets acquired out of facility or book debts pertaining to current assets acquired out of facility to the extent of INR 2,500.00 lac .	Repayable on demand within tenure of 90 days or at the end of 90 days from date of drawdown.
	Short Term loan from IDBI Bank amounting to ₹ 10,000.00 lac (March 31, 2011: ₹ Nil)	BBR+50bps p.a.	Pledge of stocks held in approved Warehouse(s) with duly endorsed Warehouse receipts in favour of the lender.	Repayable on demand within tenure of 180 days or at the end of 180 days from date of release of facility.
	Short Term loan from ICICI Bank Ltd amounting to ₹ 5,086.00 lac (March 31, 2011: ₹ Nil)	LIBOR+3.0% p.a.	Secured by supplier advances and all other assets of the subsidiary Ruchi Industries Pte. Limited	Repayable as a bullet payment on the maturity date.
	Working Capital Loans from Banks amounting to ₹ 50,697.97 lac (March 31, 2011: ₹ 52,588.35 lac)	Packing Credit Loans (Ranging from 10.50% p.a to 13.00% p.a.) and other working capital loans(Ranging from 10.5% p.a. to 14.75% p.a.)	First pari passu charge within the Consortium Member banks over the current assets, both present and future of The Company and second pari passu charge within the Consortium Member banks over the movable and immovable fixed assets , both present and future, of the Company.	Repayable on demand during the facility tenure of 12 months.

- C** In addition to the securities specified above, loans amounting to ₹ 60,697.97 lac (March 31, 2011: ₹ 52,588.35 lac) are secured by personal guarantee of Director/s.
- D** During the year, the Company has availed buyer's credit. The amount of ₹ 4,30,702.05 lac (Previous year ₹ 2,22,680.53 lac) outstanding on account of buyer's credit is guaranteed by the banks against fixed deposits of ₹ 3,09,911.10 lac (Previous year ₹ 1,76,156.64 lac) placed with them and against credit lien of non fund based limit of ₹ 1,23,928.45 lac (Previous year ₹ 52,214.76 lac.)

Notes

to consolidated financial statements for the year ended March 31, 2012

(₹ in lac)

Note-8 TRADE PAYABLES		
	As at March 31, 2012	As at March 31, 2011
Sundry Creditors		
- Due to Micro and Small	259.26	82.72
- Due to others	446,452.14	385,147.32
	446,711.40	385,230.04
Due to others includes		
Bills Payable	59,631.63	100,708.18
Amount payable to Related parties (Refer note 32)	77.56	36.02

The Company has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'). The disclosures pursuant to the said MSMED Act are as follows:

(₹ in lac)

	As at March 31, 2012	As at March 31, 2011
Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	231.15	73.37
Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	28.12	9.35
Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	3,514.48	2,377.73
Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest due and payable towards suppliers registered under MSMED Act, for payments already made	28.12	9.35
Interest remaining due and payable for earlier years	9.35	2.60

(₹ in lac)

Note-9 OTHER CURRENT LIABILITIES		
	As at March 31, 2012	As at March 31, 2011
a Current maturities of long-term debt		
- From Banks	32,289.09	29,460.58
b Current maturities of finance lease obligations	-	2.92
c Interest accrued but not due on borrowings	3,943.93	985.18
d Interest accrued and due on borrowings	738.40	551.11
e Unclaimed Dividends (Refer Note below)	42.91	49.74
f Non-Trade payables	-	-
- Due to Micro, Small and Medium Enterprises		
- Due to others	302.56	84.07
g Customer's Advances	123,686.17	20,777.10
h Other Liabilities	8,066.57	6,564.09
	169,069.63	58,474.79

There are no amounts due for payment to the Investor Education and Protection Fund under Section 205C of the Companies Act, 1956 as at the year end.

Notes

to consolidated financial statements for the year ended March 31, 2012

(₹ in lac)

Note-10 SHORT TERM PROVISIONS		As at March 31, 2012	As at March 31, 2011
A	Provision for employee benefits		
i)	Provision for Gratuity	25.00	109.83
ii)	Provision for compensated absences	417.60	53.22
B	Others		
	Taxation (Net)	415.69	947.95
	Dividend Payable	1,079.01	1,667.49
		1,937.30	2,778.49

C Disclosure pursuant to AS-15

(₹ in lac)

	2011-12		2010-11	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
Change in obligation during the year				
Obligation at the beginning of the year	771.97	313.25	584.27	229.12
Acquired on amalgamation	-	-	2.71	1.10
Current Service cost	116.32	109.87	82.24	203.74
Past Service cost	-	-	22.64	-
Interest Cost	63.65	25.80	47.82	0.12
Actuarial (Gains)/Losses	87.57	27.06	82.67	(0.32)
Benefits payments	(63.88)	(1.52)	(40.76)	(109.48)
Obligations at the end of the year	975.63	474.46	781.59	324.28
Change in the fair value of plan assets				
Fair value of plan assets at the beginning of the year	645.23	37.04	472.80	-
Adjustment in Opening Balance	-	-	-	-
Acquired on amalgamation	-	-	-	-
Expected return on plan assets	51.84	3.33	37.82	-
Contributions	295.04	17.85	172.03	22.00
Benefits paid	(63.88)	(0.98)	(40.76)	-
Actuarial Gains/(Losses)	17.80	(2.18)	4.32	-
Fair value of plan assets at the end of the year	946.03	55.06	646.21	22.00
Amount recognised in balance sheet	-	-		
Present value of defined benefit obligation at the end of the year	975.63	474.46	781.59	324.28
Fair value of plan assets at the end of the year	946.03	55.06	646.21	22.00
Unrecognised Past Service Cost -Non Vested Benefit	0.21			
Liability recognised in balance sheet (see note below)	(29.39)	(419.40)	(135.38)	(302.28)
Balance sheet reconciliation	-	-		
Net liability at the beginning of the year	126.33	276.22	111.47	229.12

Notes

to consolidated financial statements for the year ended March 31, 2012

C Disclosure pursuant to AS-15 (Contd.)

(₹ in lac)

	Total For 2011-12		2010-11	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
Acquired on amalgamation	-	-	2.71	1.10
Expenses recognised during the year	198.10	161.54	193.22	198.14
Contributions during the year	(295.04)	(18.35)	(172.03)	(126.08)
Net liability as at the end of the year	29.39	419.40	135.38	302.28
Amounts recognised in the Statement of Profit and Loss				
Current service cost	116.32	109.87	82.24	203.74
Past service cost	0.20	-	22.63	-
Interest cost	63.65	25.80	47.82	0.12
Expected return on plan assets for the year	(51.84)	(3.33)	(37.82)	-
Actuarial (Gains)/Losses	69.77	29.20	78.35	(5.72)
Expenditure recognised in the Statement of Profit and Loss	198.10	161.54	193.22	198.14
Actual return on plan assets	-	-	-	-
Expected return on plan assets for the year	49.81	-	37.82	-
Actuarial Gains/(Losses)	19.83	1.15	7.22	-
Actual return on plan assets	69.64	1.15	45.04	-
Percentage of each category of plan assets to fair value of plan assets	-	-	-	-
Insurer managed funds	100%	100%	100%	0%
Actuarial assumptions	-	-	-	-
Discount Rate Current	8.50	8.50	8.25%	8.25%
Salary escalation Current	6.00	6.00	6%	6%
Rate of return on plan assets Current	8.60	8.60	8%	-
Retirement Age	58 Years	58 Years	58 Year	58 Year
Attrition Rate	2% (Age Related) 13.98% (Service Related)	2% (Age Related) 13.98% (Service Related)	2% Age Related 12.66% (Service Related)	2% Age Related 12.66% (Service Related)
Mortality Rate	LIC (1994-96) Ultimate	LIC (1994-96) Ultimate	LIC(1994-96) Ultimate	LIC(1994-96) Ultimate

Other disclosures

Gratuity is payable to all employees at the rate of 15 days salary for each completed year of service. In respect of employees covered by the Payment of Gratuity Act, 1965 the same is subject to a maximum of ₹10.00 lac.

Salary escalation is considered in line with the industry practice considering promotion and demand and supply of the employees.

ii) Defined contribution plan :

The Company has recognised ₹ 563.28 lac (Previous year ₹ 459.10 lac) towards contribution to Provident Fund and ₹ 84.45 lac (Previous year ₹ 73.10 lac) towards Employee State Insurance in Statement of Profit and Loss.

Notes

to consolidated financial statements for the year ended March 31, 2012

iii) Expected Contribution to the Funds in the next year

(₹ in lac)

	2011-2012	2010-11
Gratuity	144.46	110.64
Provident Fund	716.74	569.91

iv) Amounts recognised in current year and previous four years

(₹ in lac)

Particulars	March 31, 2012	March 31, 2011	March 31, 2010	March 31, 2009	March 31, 2008
Gratuity					
Defined benefit obligation	975.63	781.59	584.06	378.96	264.09
Fair Value of Plan Assets	946.03	646.21	468.33	255.48	234.52
Unrecognised Past Service Cost -Non Vested Benefit	0.21	-	-	-	-
Surplus / (Deficit)	(29.39)	(135.38)	(115.73)	(123.48)	(29.57)
Experience adjustments on plan liabilities Loss / (Gains)	110.05	93.93	139.10	66.43	32.47
Experience adjustments on plan assets Loss / (Gains)	19.80	4.39	(8.54)	2.26	0.77
Leave Salary					
Defined benefit obligation	474.46	324.28	227.64	203.35	109.51
Fair Value of Plan Assets	55.06	22.00	-	-	-
Surplus / (Deficit)	(419.40)	(302.28)	(227.64)	(203.35)	(109.51)
Experience adjustments on plan liabilities Loss / (Gains)	56.30	-	-	-	-
Experience adjustments on plan assets Loss / (Gains)	1.15	-	-	-	-

Note: Net of planned asset of ₹ 1.41 lac (Previous year ₹ 1.36 lac) in respect of one of the subsidiaries not recognised in the books.

Notes

to consolidated financial statements for the year ended March 31, 2012

(₹ in lac)

Note-11		FIXED ASSETS												
PARTICULARS	GROSS BLOCK					DEPRECIATION					NET BLOCK			
	As on April 1, 2011	Assets Vested on amalgamation	Additions	Disposal/ adjustment	As on March 31, 2012	Upto March 31, 2011	Vested on amalgamation	for the year	Translation exchange difference	Disposal/ adjustment	Provision for impairment as on March 31,2012	Upto March 31, 2012	As on March 31, 2011	As on March 31, 2012
(i)	TANGIBLE ASSETS													
Own Assets:														
Free Hold Land	19,964.92	-	308.45	-	20,273.37	-	-	-	-	-	-	-	20,273.37	19,964.92
Lease Hold Land	1,087.36	-	759.96	-	1,847.32	170.97	-	41.50	-	-	-	212.47	1,634.85	916.39
Buildings	51,010.83	-	5,413.27	26.17	56,397.93	7,577.51	-	1,510.72	-	4.02	-	9,084.21	47,313.72	43,433.32
Plant & Equipments	171,083.35	-	27,967.56	278.43	198,772.48	55,457.61	-	12,571.67	-	140.30	-	67,888.98	130,883.50	115,625.74
(refer note viii below)														
Windmills	43,295.68	-	7,726.05	-	51,021.73	4,098.54	-	2,328.87	-	-	-	6,427.41	44,594.32	39,197.14
Furniture & Fixtures	1,531.63	-	435.65	0.59	1,966.69	519.26	-	157.31	2.88	0.51	-	678.94	1,287.75	1,012.37
Vehicles	2,162.36	-	679.68	104.16	2,737.88	911.02	-	247.58	-	54.48	-	1,104.12	1,633.76	1,251.34
Office Equipments	2,691.21	-	352.00	22.36	3,020.85	1,462.34	-	263.27	0.44	10.95	-	1,715.10	1,305.75	1,228.87
Assets given on Operating Lease:														
Lease Hold Land	12.73	-	-	-	12.73	0.84	-	0.25	-	-	-	1.09	11.64	11.89
Building	158.65	-	-	-	158.65	23.29	-	5.30	-	-	-	28.59	130.06	135.36
Plant & Equipments	233.64	-	-	-	233.64	66.32	-	11.10	-	-	-	77.42	156.22	167.32
Total	293,232.36	-	43,642.62	431.71	336,443.27	70,287.70	-	17,137.57	3.32	210.26	-	87,218.33	249,224.94	222,944.66
(ii)	INTANGIBLE ASSETS													
Own Assets:														
Trade Marks	36.00	-	-	-	36.00	36.00	-	-	-	-	-	36.00	-	-
Computer Software	939.76	-	210.79	-	1,150.55	544.46	-	148.62	-	-	-	693.08	457.47	395.30
Total	975.76	-	210.79	-	1,186.55	580.46	-	148.62	-	-	-	729.08	457.47	395.30
Total	294,208.12	-	43,853.41	431.71	337,629.82	70,868.16	-	17,286.19	3.32	210.26	-	87,947.41	249,682.41	223,339.96
Previous year	251,400.09	11,663.28	31,817.78	673.03	294,208.12	55,102.80	1,655.68	14,547.34	-	473.77	36.11	70,868.16	223,339.96	196,297.29

Notes :

(i) Execution/registration of lease deeds in respect of certain lands acquired on lease during the year are pending.

(ii) Buildings include ₹ 2,250/- (Previous year ₹ 2,250/-) being cost of Shares in Co-operative Societies. Title deeds in respect of shares amounting to ₹ 500/- are in the process of transfer.

(iii) Additions during the year includes:

a) Interest capitalised ₹ 1,370.79 lac (Previous year ₹ 457.77 lac) (including ₹ 705.41 lac (Previous year ₹ 147.93 lac) under capital work in progress).

b) Adjustment on account of exchange differences ₹ 5,367.95 lac (Previous year ₹ Nil) (including ₹ 707.63 lac (Previous year ₹ Nil) under capital work in progress). Refer Note 36.

(iv) Depreciation for the year includes ₹ 2,299.49 lac (Previous year ₹ 2,171.86 lac) being additional depreciation on account of revaluation which has been charged to Business Development Reserve pursuant to Scheme approved by the High Court. (Refer Note 2 M)

(vi) Fixed assets include assets having written down value of ₹ 283.48 lac (Previous year ₹ 462.18 lac) representing plant & equipment which are not wholly used. The Company is in the process of finding alternate use of such assets or their ultimate disposal.

(vii) During last five years, the Company, based on reports of an approved valuer, has recorded in its books, land, buildings & immovable plant & equipment at their fair value as at April 1, 2009 and credited the difference amounting to ₹ 36,157.70 lac between book values and the fair values as at April 1, 2009 to General Reserve and has thereafter transferred an equivalent amount to Business Development Reserve.

(viii) Gross Block at the beginning of the year includes assets given on lease for part of the year ₹ 3,475.84 lac.

(ix) One of the subsidiary Company with intangible assets carrying value of ₹ 95.97 lac (Previous year ₹ 117.91 lac) are subject to the first charge to secure term loans and second charge on the cash credits.

(₹ in lac)

Capital Work-In-Progress		As at March 31, 2012	As at March 31, 2011
TANGIBLE ASSETS			
Buildings		1,841.44	2,193.91
Plant & Equipment		19,607.04	12,697.54
Office Equipments		-	5.23
Furniture & Fixtures		-	121.26
Expenditure during construction period (Refer Note no.35)		522.42	39.82
Inventory of Capital Items		2,093.09	3,256.46
INTANGIBLE ASSETS			
Total		24,063.99	18,314.22

Notes

to consolidated financial statements for the year ended March 31, 2012

(₹ in lac)

Note-12 NON -CURRENT INVESTMENTS

(At cost less provision for other than temporary diminution)

	As at March 31, 2012	As at March 31, 2011
A Investment in Equity Instruments:		-
a) Quoted		
Non-Trade Investments		
i) 8,83,500 (Previous year 8,83,500) Equity Shares of ₹ .10/- each fully paid up in National Steel & Agro Industries Ltd.	264.87	264.87
ii) 4,00,000 (Previous year 4,00,000) Equity Shares of ₹ 10/- each fully paid up in Anik Industries Limited	100.00	100.00
iii) 2,73,24,239 (Previous year 2,73,24,239) Equity Shares of ₹ 1/- each fully paid up in Ruchi Infrastructure Limited (Refer Note iii below)	10,180.23	10,180.23
iv) 17,75,000 (Previous year 17,75,000) Equity Shares of ₹10/- each fully paid up in Ruchi Strips & Alloys Ltd.	185.00	185.00
v) 1,19,300 (Previous year 1,19,300) Equity Shares of ₹10/- each fully paid up in Sarthak Global Limited	11.93	11.93
vi) 1,80,000 (Previous year 1,80,000) Equity Shares of ₹ 2/- each fully paid up in Blue Chip India Ltd.	17.38	17.38
Less: Provision for diminution in value of investments	15.67	-
	1.71	17.38
b) Unquoted -		
In associate companies		
Non-Trade Investments		
i) Ruchi Green Energy Private Limited 26,000 (Previous year 26,000) Equity Shares of each fully paid up , Cost of acquisition (including goodwill of ₹ Nil)	2.60	2.60
Add/(Less) : Group Share of Profits/(Losses) upto 31.03.2011	(2.32)	(2.15)
	0.28	0.45
ii) GHI Energy Private Limited 4,900 (Previous year Nil) Equity Shares of ₹ 10/- each fully paid up , Cost of acquisition (including goodwill of ₹ Nil)	1,305.94	0.49
Add/(Less) : Group Share of Profits/(Losses) upto 31.03.2011	38.24	0.14
	1,344.18	0.63
Others		
Non-Trade Investments		
i) 25,000 (Previous year 25,000) Equity shares of ₹ 10/- each fully paid-up in Ruchi Infotech Ltd.	2.50	2.50
ii) 6,00,000 (Previous year 6,00,000) Equity shares of ₹ 10/- each fully paid-up in Ruchi Acroni Industries Ltd.	60.00	60.00
iii) 35,000 (Previous year 35,000) Equity shares of ₹ 10/- each fully paid-up in E-Ruchi Marketing (P) Ltd.	3.50	3.50
iv) 16,100 (Previous year 16,100) Equity Shares of ₹ 10/- each fully paid up in National Board of Trade Private Limited	0.01	0.01

Notes

to consolidated financial statements for the year ended March 31, 2012

(₹ in lac)

Note-12 NON -CURRENT INVESTMENTS (Contd.)		
(At cost less provision for other than temporary diminution)		
	As at March 31,2012	As at March 31,2011
v) 35,000 (Previous year 35,000) Equity Shares of ₹ 10/- each fully paid up in Sharadraj Tradelink Ltd.	3.82	3.82
Less: Provision for diminution in value of investments	3.82	3.82
	-	-
vi) 21,500 (Previous year 21,500) Equity Shares of ₹ 10/- each fully paid up in Hereld Commerce Limited	11.38	11.38
Less: Provision for diminution in value of investments	11.38	11.38
	-	-
B Investment in Preference Shares		
Unquoted		
In associate companies		
Non-Trade Investments		
10,46,435 (Previous year Nil) 6% Non cumulative ,Non convertible Redemable Preference Shares of ₹100/- each fully paid up in GHI Energy Private Limited	1,046.44	-
C Government & Trust Securities		
National Saving Certificates/Kisan Vikas Patra (deposited with Government authorities)	2.60	2.54
D Other Investments		
i) Right, title & interest in Ruchi Soya Industries Ltd. Beneficiary Trust (Refer Note (iv) below)	936.97	936.97
ii) Investment in Limited Liability Partnership (LLP) (Refer Note v below)		
Balance in Capital account of Indian Oil Ruchi Biofuels LLP	84.80	20.00
Balance in Current account of Indian Oil Ruchi Biofuels LLP	(66.86)	(14.99)
	17.94	5.01
Total	14,158.16	11,771.02
i) Aggregate amount of quoted investments	10,759.41	10,759.41
Market Value of quoted investment	4,906.22	6,556.45
Aggregate amount of unquoted investments	10,300.18	7,935.31
Aggregate provision for diminution in value of quoted investments	15.67	-
Aggregate provision for diminution in value of unquoted investments	15.20	15.20
ii) In an earlier year, the Company has entered into a joint venture by investing in the shares of Gemini Edibles and Fats India Pvt. Ltd. for setting up a port based edible oil refinery in Andhra Pradesh. The financial statements of the said Company have been consolidated in accordance with Accounting Standard 21 (AS-21).		
iii) In the opinion of the directors, based on report of valuers, the diminution in the value of shares is temporary in nature and accordingly, no provision for diminution is considered necessary.		
iv) Pursuant to Schemes u/s. 391-394, approved by the Hon'ble High Court of Mumbai and Delhi in an earlier year, 76,30,115 Equity shares of the Company are held by a Trust for the benefit of the Company and its successors. The right, title and interest in the Trust has been shown under the head 'Non-current Investments' at cost in accordance with the accounting policy of the Company. The dividend received by the Trust in respect of these shares is included under the head 'Dividend' under 'Other Income' in Note 22.		
v) The Company holds 50% share as partner in the Limited Liability Partnership (LLP).		

Notes

to consolidated financial statements for the year ended March 31, 2012

(₹ in lac)

Note-13 LONG-TERM LOANS & ADVANCES		
	As at March 31,2012	As at March 31,2011
Unsecured, considered good (unless otherwise stated):		
Capital Advances	3,065.86	4,808.75
Security and Other Deposits	3,605.85	3,236.84
Advance Income-Tax including tax deducted at source (Net)	1,860.50	2,118.04
Other Loans and advances	1,311.62	1,469.74
	9,843.83	11,633.37

(₹ in lac)

Note-14 OTHER NON-CURRENT ASSETS		
	As at March 31,2012	As at March 31,2011
Interest Accrued but not due		
On Investments	0.74	0.59
On Fixed Deposits With Bank	38.04	29.65
Unamortised Expenses:		
Preliminary Expenses	-	0.05
Pre-operative Expenses	-	0.48
Share Issue Expenses	-	18.08
Less: Adjusted/Written off	-	(17.88)
	-	0.73
Foreign Currency Monetary Item Translation Difference Account (Refer Note 36)	127.16	-
	165.94	30.97

(₹ in lac)

Note-15 CURRENT INVESTMENTS		
(At cost or market value, whichever is less)		
	As at March 31,2012	As at March 31,2011
A) Mutual Funds(Quoted)		
i) 1,00,000 Units (Previous year 1,00,000 Units) of SBI Magnum Multicap Fund- Growth of ₹ 10/- each .	10.00	10.00
ii) 2,50,000 Units (Previous year 2,50,000 Unit) of SBI One India Fund- Growth of ₹ 10/- each .	25.00	25.00
iii) 50,000 Units (Previous year 50,000 Unit) of SBI Infrastructure Fund-I Growth of ₹ 10/- each .	5.00	5.00
Less: Provision for diminution in value of investments	1.10	0.32
	3.90	4.68
iv) 774.45 Units (Previous year 774.45 Units) of PNB Principal Emerging Blue Chip Fund - Regular Growth of ₹ 10/- each .	0.17	0.17

Notes

to consolidated financial statements for the year ended March 31, 2012

(₹ in lac)

Note-15 CURRENT INVESTMENTS (Contd.)		
(At cost or market value,whichever is less)		
	As at March 31,2012	As at March 31,2011
B. Government & Trust Securities		
National Saving Certificates/Kisan Vikas Patra (deposited with Government authorities)	5.88	5.95
Total	44.95	45.80
Aggregate amount of quoted investments	40.17	40.17
Market Value of quoted investment	46.32	49.64
Aggregate provision for diminution in value of investments	1.10	0.32

(₹ in lac)

Note-16 INVENTORIES		
(As valued and certified by the Management)		
	As at March 31,2012	As at March 31,2011
Stock-in-trade (At lower of cost and net realisable value except realisable by-products which are valued at net realisable value)		
a) Raw Materials (including packing material)		
Goods in transit	6,817.42	12,984.73
Others	184,818.43	154,863.00
b) Work-in-progress	2,130.93	2,964.84
c) Finished goods		
Goods in transit	393.71	57.91
Others	91,225.12	110,125.41
d) Traded goods	113,259.15	23,782.30
e) Realisable by-products	9,444.80	4,815.73
f) Consumables, Stores & Spares	8,053.74	10,860.68
	416,143.30	320,454.60

(₹ in lac)

	As at March 31,2012	As at March 31,2011
(a) Details of Inventory		
(i) Details of Work in Progress		
Vanaspati	734.94	529.27
Oils	473.15	400.51
Others	922.84	2,035.06
	2,130.93	2,964.84

Notes

to consolidated financial statements for the year ended March 31, 2012

(₹ in lac)

	As at March 31, 2012	As at March 31, 2011
(ii) Details of Finished goods (including Realisable Byproducts)		
Seed Extractions	15,294.22	21,627.56
Vanaspati	6,693.14	6,670.12
Oils	67,026.17	76,984.40
Food Products	2,235.67	2,837.61
Others	369.63	2,063.63
Realisable by-products	9,444.80	4,815.73
	101,063.63	114,999.05

(₹ in lac)

	As at March 31, 2012	As at March 31, 2011
(iii) Details of Traded goods		
Seed Extractions	37,582.41	-
Oils	1,508.87	1,302.92
Others	74,167.87	22,479.38
	113,259.15	23,782.30

(₹ in lac)

Note-17 TRADE RECEIVABLES

	As at March 31, 2012	As at March 31, 2011
Outstanding for a period exceeding 6 months from the date they were due for payment		
Unsecured, considered good	4,527.55	7,463.21
Considered Doubtful	3,291.21	2,833.23
	7,818.76	10,296.44
Other trade receivables		
Unsecured, considered good	330,554.73	255,648.97
	338,373.49	265,945.41
Less: Provision for doubtful debts	3,291.21	2,833.23
	335,082.28	263,112.18

Notes

to consolidated financial statements for the year ended March 31, 2012

(₹ in lac)

Note-18 CASH AND BANK BALANCES		
(Including cash & cash equivalents)		
	As at March 31, 2012	As at March 31, 2011
A Cash and cash equivalents		
Cash on hand	425.16	357.85
Bank Balances		
i) In Current Accounts	8,299.75	6,933.49
ii) In Demand Deposit Accounts with less than or equal to 3 months maturity	-	-
- Against Buyers Credit (Refer Note No.7 D)	168,140.00	21,418.00
- Others	4,703.50	1,643.12
Total A	181,568.41	30,352.46
B Other Balances with Banks		
Earmarked Unpaid Dividend Accounts	42.91	49.70
In Deposit Accounts		
Maturity less than 3 months or equal to 3 months	-	-
- Against Margin Money [Under lien]	3,005.00	3,070.50
Maturity more than 3 months but less than or equal to 12 months		
- Against Buyers Credit (Refer Note No.7 D)	140,242.17	154,738.27
- Against Margin Money [Under lien]	3,692.63	5,471.60
- Others	-	12.74
Maturity more than 12 months		
- Against Buyers Credit (Refer Note No.7 D)	1,528.92	0.38
- Against Margin Money [Under lien]	1,425.60	1,743.93
- Others	-	35.07
Total B	149,937.23	165,122.19
Total (A + B)	331,505.64	195,474.65

(₹ in lac)

Note-19 SHORT-TERM LOANS AND ADVANCES		
(Unsecured considered good, unless otherwise stated)		
	As at March 31, 2012	As at March 31, 2011
Loans and advances to related parties		
(Refer Note no. 32)	126.73	44.48
Other Loans and Advances		
- Advances recoverable in cash or in kind or for value to be received		
Considered good	51,414.89	50,798.95
Considered doubtful	1,817.62	1,576.81
Intercompany Deposits	3,724.14	3,642.58
Security and Other Deposits	424.10	337.21
	57,507.48	56,400.03
Less: Provision for doubtful loans and advances	1,817.62	1,576.81

Notes

to consolidated financial statements for the year ended March 31, 2012

(₹ in lac)

Note-19 SHORT-TERM LOANS AND ADVANCES (Contd.)		
(Unsecured considered good, unless otherwise stated)		
	As at March 31, 2012	As at March 31, 2011
	55,689.86	54,823.22
Share Application Money Pending Allotment	-	2,080.46
Advance Income-Tax including tax deducted at source (Net)	816.97	420.58
	56,506.83	57,324.26

In respect of certain advances included under inter-corporate deposits, the Company has charged interest on advances given on net daily products of balances due from/payable to these companies during the year. The Company has been advised that this is in compliance with the provisions of Section 372A of the Companies Act, 1956.

(₹ in lac)

Note-20 OTHER CURRENT ASSETS		
(Unsecured considered good)		
	As at March 31, 2012	As at March 31, 2011
Interest Accrued		
On Non-Current Investments	4.10	4.01
On Fixed Deposits with Banks	8,708.02	2,573.24
On Other deposits	535.28	664.38
Unamortised Expenses		
Foreign Currency Monetary Item Translation Difference Account (Refer Note 36)	386.90	-
Share issue expenses	-	0.14
Other receivables	15,108.21	9,861.60
	24,742.51	13,103.37

(₹ in lac)

Note-21 REVENUE FROM OPERATIONS		
	For the year ended on March 31, 2012	For the year ended on March 31, 2011
A Sales of products	3,013,017.43	1,804,680.03
Less: Excise duty	6,184.16	3,114.06
	3,006,833.27	1,801,565.97
B Sale of Services		
Processing charges received	871.09	980.00
C Other Operating revenue		
Export Incentives	12,078.36	9,283.38
Vat/Excise Refund/Remission	2,059.12	2,492.05
Income from Power generation	4,595.76	3,456.12
Other operating income	556.52	556.27
	3,026,994.12	1,818,333.79

Notes

to consolidated financial statements for the year ended March 31, 2012

(₹ in lac)

Note-21 REVENUE FROM OPERATIONS (Contd.)			
		For the year ended on March 31, 2012	For the year ended on March 31, 2011
D Details of Sales			
Textured Soya Proteins		30,415.14	31,202.83
Realisable by-products		60,996.47	47,555.27
Seed Extractions (DOC)		510,321.42	486,969.25
Oils		1,962,900.06	1,092,713.41
Vanaspati		104,442.74	90,562.09
Pulses/Grains/Other		230,114.82	31,410.22
Raw materials		105,438.12	15,442.44
Seedling		965.81	442.75
Scrap Sales		5,032.50	4,290.36
Others		2,390.35	4,091.41
		3,013,017.43	1,804,680.03
E Earning in Foreign Currency-			
F.O.B value of Exports		424,287.68	260,569.45
F.O.B value of Merchandise Trade		108,439.19	90,634.70

(₹ in lac)

Note-22 OTHER INCOME			
		For the year ended on March 31, 2012	For the year ended on March 31, 2011
A Dividend Income			
- From Other than Subsidiary Company		65.36	62.41
B Net gain/(loss) on sale of current investments		13.61	122.39
C Lease Rent (Gross)		118.49	232.32
D Other Non-Operating Income (Refer (ii) below)		984.72	642.62
E Interest received		30,153.75	12,668.42
F Exchange Difference (Net)		2,916.26	5,232.30
		34,252.19	18,960.46

i) As a lessor:

The Company has given certain assets - Land, building and plant and equipments on operating leases. These lease arrangements range for a period between 6 and 12 months and include both cancellable and non-cancellable leases. Most of the leases are renewable for further period on mutually agreeable terms and also include escalation clauses.

Notes

to consolidated financial statements for the year ended March 31, 2012

(₹ in lac)

Particulars	Year ended March 31, 2012	Year ended March 31, 2011
Lease rental Receipts for the year	91.25	188.00

(₹ in lac)

	As at March 31, 2012	As at March 31, 2011
With respect to non-cancellable operating leases, the future minimum lease receipts are as follows:		
- Not later than one year	4.33	142.33
- Later than one year but not later than five years	-	138.00
- Later than five years	-	-

(₹ in lac)

	2011-2012	2010-2011
ii) Other Non-Operating Income comprises		
Liabilities no longer required written back	693.99	465.18
Sales Tax Refund	19.75	3.56
Other Receipts	270.98	173.88
	984.72	642.62

(₹ in lac)

Note-23 COST OF MATERIAL CONSUMED

	For the year ended on March 31, 2012	For the year ended on March 31, 2011
Raw Material	1,467,533.77	1,033,029.27
Packing Material	42,200.06	33,976.33
	1,509,733.83	1,067,005.60
(a) Details of Raw Material Consumed:		
ITEM	March 31, 2012	March 31, 2011
Soya DOC/Flour	0.79	6.69
Seeds	543,081.96	395,695.01
Oil Cake	7,372.00	4,584.29
Oils	830,431.49	621,846.97
Fresh Fruit Bunches	13,756.78	8,087.55
Realisable By Product	-	1,712.46
Others	72,890.75	1,096.30
	1,467,533.77	1,033,029.27

Notes

to consolidated financial statements for the year ended March 31, 2012

Value of imported and indigenous raw material consumed & percentage thereof to total consumption.

	2011-2012		2010-2011	
	₹ in lac	% to the total consumption	₹ in lac	% to the total consumption
Imported	835,823.67	56.95	599,953.16	58.08
Indigenous	631,710.10	43.05	433,076.11	41.92

(b) Details of Packing Material Consumed:

	2011-2012		2010-2011	
	₹ in lac	% to the total consumption	₹ in lac	% to the total consumption
Imported	-	-	12.30	0.04
Indigenous	42,200.06	100.00	33,964.03	99.96

(₹ in lac)

Note-24 PURCHASES OF STOCK-IN-TRADE

	2011-2012	2010-2011
Purchases of stock-in-trade	1,304,912.87	629,248.80
a) Details of Purchases (Items traded in)		
Textured Soya Proteins/Flour	1,134.67	850.39
Realisable by product	5,770.73	1,778.06
Seed Extractions(DOC)	193,851.35	75,638.21
Oil	865,136.61	451,922.42
Vanaspati	2,464.78	434.80
Pulses/Grains/Other traded items	236,497.56	98,623.35
Seedling	57.17	1.57
	1,304,912.87	629,248.80

(₹ in lac)

	2011-2012	2010-2011
b) Value of imports on C.I.F basis		
Capital Goods	60.72	507.12
Purchase of Oil (CIF)	856,582.57	633,088.85
Purchases for Merchandise exports	93,348.97	88,834.83
Purchase of Consumables/packing materials (CIF)	13,318.25	63.14

Notes

to consolidated financial statements for the year ended March 31, 2012

(₹ in lac)

Note-25	CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK-IN-PROGRESS		
		2011-2012	2010-2011
Finished goods			
Opening Stock		114,999.05	70,240.55
Add: Stocks acquired on amalgamation		-	1,031.79
Closing Stock		101,063.63	114,999.05
		(13,935.42)	43,726.71
Work-in-progress			
Opening Stock		2,964.84	1,225.18
Add: Stocks acquired on amalgamation		-	606.37
Closing Stock		2,130.93	2,964.84
		(833.91)	1,133.29
Traded Goods			
Opening Stock		23,782.30	4,198.22
Closing Stock		113,259.15	23,782.30
		89,476.85	19,584.08
Variation in Excise duty on closing stock		169.05	(827.22)
For breakup of inventories under broad heads refer Note 16.		74,876.57	63,616.86

(₹ in lac)

Note-26	EMPLOYEE BENEFITS EXPENSE		
		2011-2012	2010-2011
Salary, Wages and Bonus (Net of recoveries)		10,724.35	8,368.70
Contribution to Provident and Other Funds		659.98	536.71
Gratuity		205.36	196.47
Employee Stock Option Scheme (ESOP)		257.78	372.93
Workmen & Staff Welfare expenses		649.00	537.13
		12,496.47	10,011.94

(₹ in lac)

Note-27	OTHER EXPENSES		
		For the year ended on March 31, 2012	For the year ended on March 31, 2011
Processing Charges		117.54	104.95
Manufacturing expenses		9,507.74	7,608.48
Consumables		9,615.97	7,196.53
Consumption of Stores & Spare parts		7,231.76	5,038.87
Power & Fuel (net of recoveries)		30,829.23	23,647.91
Rent (net of recoveries)		5,420.17	4,547.08
Repairs to Buildings		498.19	323.89
Repairs to Plant & Equipments		2,325.07	1,947.43

Notes

to consolidated financial statements for the year ended March 31, 2012

(₹ in lac)

Note-27	OTHER EXPENSES (Contd.)		
		For the year ended on March 31, 2012	For the year ended on March 31, 2011
	Repairs to Others	365.52	283.60
	Rates & Taxes	2,615.32	1,078.22
	Insurance (net of recoveries)	1,307.07	1,120.43
	Freight & forwarding (net of recoveries)	48,833.84	38,938.63
	Donation	49.24	55.03
	Share of loss in Limited Liability Partnership	51.88	14.99
	Provision/ Write-off of Doubtful/ Bad Debts and Advances (Refer Note D below)	494.86	1,980.67
	Provision for Diminution in value investments	16.45	17.55
	Miscellaneous expenses written off	1.05	16.27
	Net (Gain)/Loss on Sale/Discard of Fixed Assets (Refer Note E below)	(17.76)	66.06
	Net (Gain)/ Loss on foreign currency transaction/translation	49,187.47	(399.88)
	Export expenses	8,954.23	7,223.18
	Commission & rebate	5,372.26	3,778.23
	Advertisement & sales promotion (Refer Note F below)	1,882.57	2,365.76
	Travelling & conveyance (Net of recoveries)	1,963.95	1,668.70
	Bank Commission & charges	5,922.51	3,570.68
	Other expenses (Net of recoveries)	15,634.67	10,724.50
		208,180.80	122,917.76

A. Operating leases

As a lessee:

The Company has significant operating leases for premises. These lease arrangements range for a period between 1 month and 360 months, which include both cancellable and non-cancellable leases. Most of the leases are renewable for further period on mutually agreeable terms and also include escalation clauses.

	Year ended March 31, 2012	Year ended March 31, 2011
With respect to all operating leases:		
Lease payments recognised in the Statement of Profit and Loss during the year.	2,047.52	1,771.40

(₹ in lac)

	As at March 31, 2012	As at March 31, 2011
With respect to non-cancellable operating leases, the future minimum lease payments are as follows:		
Not later than one year	985.45	743.51
Later than one year but not later than five years	881.82	494.76
Later than five years	173.17	6.31

Notes

to consolidated financial statements for the year ended March 31, 2012

B. Details Of Stores & Spares Consumed:

	2011-2012		2010-2011	
	₹ in lac	% to the total consumption	₹ in lac	% to the total consumption
Imported	132.74	0.49	165.43	1.03
Indigenous	27,101.37	99.51	15,893.13	98.97

NOTE: Including store items ₹ 20,002.35 lac (Previous year ₹ 11,019.69 lac) capitalised.

(₹ in lac)

C. Expenditure in Foreign currency

	2011-12	2010-11
Foreign Travel	233.47	197.78
Commission and rebate	220.73	161.69
Other expenses	789.58	331.91

- D.** Excludes ₹ 220.30 lac (Previous year ₹ 3,939.38 lac) [both years net of current/deferred tax thereon] debited to Business Development Reserve[Refer Note 2(M)].
- E.** Excludes ₹ 46.36 lac (Previous year ₹ Nil) pertaining to revalued assets debited to Business Development Reserve[Refer Note 2(M)].
- F.** Excludes ₹ 2,032.72 lac (Previous year ₹ 328.79 lac) [both years net of current tax thereon] debited to Business Development Reserve[Refer Note 2(M)].

(₹ in lac)

Note-28	FINANCE COSTS		
		2011 - 2012	2010 - 2011
Interest			
-On Loans		28,234.28	17,984.04
-On Others		3,934.21	5,209.17
Other borrowing costs		3,317.14	1,568.35
Net loss on foreign currency transactions and translation		30,760.58	742.22
		66,246.21	25,503.78

(₹ in lac)

	As at March 31, 2012	As at March 31, 2011
Expenditure in Foreign currency Interest on Loans	9,934.95	4,086.88

(₹ in lac)

Note-29	DEPRECIATION AND AMORTISATION EXPENSE		
		As at March 31, 2012	As at March 31, 2011
Depreciation on Tangible assets		17,137.57	14,409.07
Amortisation on Intangible assets		148.62	174.38
		17,286.19	14,583.45

Notes

to consolidated financial statements for the year ended March 31, 2012

(₹ in lac)

Note-30 CONTINGENT LIABILITIES AND COMMITMENTS		As at March 31, 2012	As at March 31, 2011
(to the extent not provided for)			
A Contingent liabilities			
a) Claims against the Company not acknowledged as debts		883.15	906.76
b) Outstanding bank guarantees		20,907.41	5,548.34
c) Outstanding letter of credit		-	21.64
d) Income tax/Sales tax/Excise/Octroi/Custom duty/ESIC/ Electricity Duty/demand disputed		25,621.71	29,493.85
e) Bills discounted		68,427.72	28,021.78
f) Interest liability, if any, in respect of advance from customers in the event of default.		2,047.66	-
B Commitments			
a) Estimated amount of contracts remaining to be executed on capital account (Net of advances)		15,876.07	6,246.13

- b) The Company has provided comfort letters to three banks in connection with amounts borrowed by a subsidiary of the Company pursuant to which the Company has agreed to lend support and direction to the operations of the Subsidiary and in the event of failure on the part of the said Subsidiary to repay the loan or meet its obligation, to ensure that the Subsidiary meets its obligations by using their best efforts, good office and such other pragmatic measures as may be deemed necessary. The maximum amount of support in this regard is to the extent of 50% of the sanctioned amount i.e. ₹ 17,900.00 lac (Previous Year ₹ 13,750.00 lac) or 50% of the amount outstanding as at March 31, 2012 i.e. ₹ 16,936.63 lac (Previous Year ₹ 11,211.70 lac), whichever is lower. The said Subsidiary has not defaulted in repayment of loans or meet its obligations as at March 31, 2012.

31 SEGMENT RELATED INFORMATION:

- (a) Segment information required to be disclosed in accordance with Accounting Standard 17 (AS-17) relating to 'Segment Reporting' is given in Para (e) below.
- (b) The Company has disclosed business segments as the primary segments. Segments have been identified taking into account the type of products, the differing risks and returns and the internal reporting system. The various segments identified by the Company comprise as under:

Extractions	All types of seed extractions
Vanaspati	Vanaspati
Oils	Crude oils, refined oils
Food Products	Textured Soya protein, Soya flour, Fruit Juice and Soya Milk
Wind Power Generation	Electricity Generation from Wind Mills
Others	Gram, Wheat, Rice, Maize, Corn, Seeds, Coffee, Marine Products, Tuar, Peas, Barley, Soap, Fresh Fruit Bunch, seedling and Plant and Equipments, Cotton Bales, Toiletry preparations.

By products related to each segment have been included under the respective segment.

- (c) Extraction is considered as the primary product resulting from the solvent extraction process and crude oil as the secondary product. While computing segment results, all costs related to solvent extraction process are charged to the extraction segment and recovery on account of crude oil is credited to the said segment. Credit for recovery of crude oil is taken on the basis of average monthly market price.
- (d) Segment revenue, segment results, segment assets and segment liabilities include respective amounts directly identified with the segment and also an allocation on reasonable basis of amounts not directly identified. The expenses which are not directly relatable to the business segments are shown as unallocated corporate cost. Assets and liabilities that can not be allocated between the business segments are shown as unallocated corporate assets and liabilities respectively.

Notes

to consolidated financial statements for the year ended March 31, 2012

(e) Segment Information:	Extractions		Vanaspati		Oils		Food Products		Others		Wind Turbine Power Generation		Unallocable		Total	
	2011-12	2010-11	2011-12	2010-11	2011-12	2010-11	2011-12	2010-11	2011-12	2010-11	2011-12	2010-11	2011-12	2010-11	2011-12	2010-11
SEGMENT REVENUE																
External Revenue																
- Domestic Sales	298,489.77	64,235.95	105,102.65	114,208.88	1,971,907.44	1,222,199.42	26,993.76	27,765.55	90,188.30	39,860.02	4,595.76	3,456.12	302,14.97	11,408.91	2,527,492.65	1,483,134.85
- Export Sales	336,513.42	260,030.73	484.22	250.25	765,09.90	32,277.75	4,022.87	3,514.49	116,223.25	58,086.18	-	-	-	-	533,753.66	354,159.40
Total External Revenue	635,003.19	324,266.68	105,586.87	114,459.13	2,048,417.34	1,254,477.17	31,016.63	31,280.04	206,411.55	97,946.20	4,595.76	3,456.12	302,14.97	11,408.91	3,061,246.31	1,837,294.25
Add: Intersegment Sales	268,273.79	212,099.72	-	-	82,200.35	83,467.48	-	-	-	-	1,080.32	-	-	-	351,554.46	295,567.20
Total Segment Revenue	903,276.98	536,366.40	105,586.87	114,459.13	2,130,617.69	1,337,944.65	31,016.63	31,280.04	206,411.55	97,946.20	5,676.08	3,456.12	302,14.97	11,408.91	3,412,800.77	2,132,861.45
Segment Results before Interest & Tax	29,975.50	11,960.87	701.28	6,557.62	23,626.46	25,158.71	1,360.33	1,538.33	(2,368.92)	1,681.31	2,816.75	1,312.20	29,700.81	11,106.38	85,812.21	593,154.42
Less: Finance Costs															66,246.21	25,503.78
Profit before exceptional and extraordinary items and tax															19,566.00	33,811.64
Exceptional items															-	1.61
Profit before extraordinary items and tax															19,566.00	33,810.03
Extra ordinary item															-	-
Profit before taxation															19,566.00	33,810.03
Current tax															5,350.40	71,54.58
Deferred tax															4,753.82	2,900.50
Tax adjustments for earlier years (net)															664.97	314.32
Profit after tax															8,796.81	23,440.63
SEGMENT ASSETS	248,056.31	232,217.56	65,050.09	38,453.44	519,100.68	519,879.47	14,303.54	9,703.13	165,511.70	66,430.83	45,781.18	41,712.12	40,145.87	189,931.21	1,459,262.37	1,098,327.76
SEGMENT LIABILITIES	109,846.24	71,159.88	325.39	745.30	369,850.63	257,979.54	958.10	1,110.01	59,410.62	8,269.26	444.33	377.38	47,148.20	79,799.13	587,983.51	418,441.50
Total cost incurred during the year to acquire segment assets	3,365.98	2,390.98	2,445.20	1,489.22	22,371.94	20,849.18	6,496.89	1,578.09	1,701.86	8,891.42	7,851.05	10,102.24	3,277.99	2,853.84	47,510.91	48,154.97
Depreciation, amortisation and impairment expenses	3,518.57	3,314.71	1,566.77	1,358.78	6,111.47	4,947.43	210.28	206.02	37,356	179.63	2,343.46	1,688.81	862.59	716.21	14,986.70	12,411.59
Non-Cash expenses other than Depreciation, amortisation and impairment expenses	0.03	2.82	0.01	0.99	0.10	10.24	-	0.28	0.01	0.40	-	-	0.91	1.54	1.06	16.27
Unallocable assets																
Current investments															44.95	45.80
Non-current investments															14,158.16	11,771.02
Short term Advance Income Tax including TDS (Net)															816.97	420.58
Long term Advance Income Tax including TDS (Net)															1,860.50	2,118.04
Unallocable liabilities																
Long -Term Borrowings Secured															81,525.61	70,085.07
Unsecured															6,006.80	4,172.80
Short -Term Borrowings Secured															101,428.81	82,602.96
Unsecured															433,623.99	294,937.51
Deferred Tax liabilities (Net)															25,288.03	20,534.21
Long term Provision for taxation (Net)															1,666.68	1,066.99
Short term Provision for taxation (Net)															415.69	947.95

Notes

to consolidated financial statements for the year ended March 31, 2012

- 32** Disclosure of transactions with related parties as required by Accounting Standard 18 (AS-18), relating to Related Party Disclosure has been given in (iv) below. Related parties as defined under clause 3 of the Accounting Standard have been identified on the basis of representation made by key managerial personnel and information available with the Company.

Related party relationships

i) Parties where control exists

Ruchi Worldwide Limited (Subsidiary)
Mrig Trading Private Limited (Subsidiary)
Gemini Edibles & Fats India Private Limited (Subsidiary)
Ruchi Industries Pte. Limited, Singapore (Subsidiary)
Ruchi Ethiopia Holdings Limited, Dubai (Subsidiary)
Ruchi Agri Plantation (Cambodia) Pte. Limited (Step-down subsidiary)
Ruchi Agri Trading Pte. Limited, Singapore (Step-down subsidiary) (with effect from December 30, 2011)
Ruchi Agri SARM (Madgasker) (Step-down subsidiary) (with effect from December 12, 2011)
Ruchi Agri Private Limited Company (Step-down subsidiary) (with effect from May 20, 2011)
GHI Energy Private Limited (Associate)
Ruchi Green Energy Private Limited (Associate)
Indian Oil Ruchi Bio Fuels, Limited Liability Partnership
Ruchi Infrastructure Limited

ii) Key Management Personnel & their relatives

Mr. Dinesh Shahra, Managing Director
Mr. Kailash Shahra, Brother of Managing Director
Mr. Suresh Shahra, Brother of Managing Director
Mr. Santosh Shahra, Brother of Managing Director
Mrs. Abha Devi Shahra, Wife of Managing Director
Mr. Sarvesh Shahra, Son of Managing Director
Ms. Amrita Shahra, Daughter of Managing Director
Mr. Ankesh Shahra, Son of Managing Director
Ms. Amisha Shahra, Daughter of Managing Director
Mr. Ashutosh B Rao, Whole-time Director
Mr. V. K. Jain, Whole-time Director
Mr. Pradeep Kumar Chowdhry
Mr. Akshay Chowdhry
Ms. Shweta Chowdhry

iii) Entities where Key Management Personnel or relatives of Key Management Personnel have significant influence.

Aaradhya Buildtech Private Limited
Alison Builders & Construction Private Limited
Ankesh Resorts & Hotels Private Limited
Aparaa Buildtech Private Limited
Arav Construction & Developers Private Limited
Archer Construction & Builders Private Limited
Aseem Infracon Private Limited
Avid Constructions Private Limited
Bright Star Buildtech Private Limited
Bright Star Housing Private Limited

Notes

to consolidated financial statements for the year ended March 31, 2012

Deepti Housing Private Limited
Deepti Properties Private Limited
Delite Ventures Private Limited
Great Eastern Infrastructure Corporation Private Ltd.
High Tech Realities Private Limited
I Farm Equity Advisors Private Limited
I Farm Venture Advisors Private Limited
Indivar Wellness Private Limited
Leo Global Commodities Private Limited
Mahadeo Shahra Sukrut Trust
Mahakosh Amusement Private Limited
Mahadeo Shahra & Sons
Mahadeo Shahra & Sons Private Limited
Mangalore Liquid Impex Private Limited
Navaagat Infratech Private Limited
Navodit Infracon Private Limited
Neha Resorts & Hotels Private Limited
Neha Securities Private Limited
Nibodh Infradevelopers Private Limited
Nirvana Housing Private Limited
Nischit Infratech Private Limited
RSIL Beneficiary Trust
Ruchi Marketrade Private Limited
Ruchi Bio-fuels Private Limited
Ruchi Corporation Limited
Ruchi Multitrade Private Limited
Ruchi Realty Private Limited
Sadashay Construction Private Limited
Saharsh Brokers Private Limited
Sakushal Buildtech Private Limited
Sanchit Buildtech Private Limited
Secunderabad Oils Limited
Shahra Brothers Private Limited
Shahra Estate Private Limited
Shahra Sons Private Limited
Shalin Infratech Private Limited
Sharsha Infracon construction and Developers Private Limited
Shiva Foundation (Trust)
Soyumm Marketing Private Limited
Spectra Realities Private Limited
Suramya Infratech Private Limited
Vishal Warehousing Private Limited

Notes

to consolidated financial statements for the year ended March 31, 2012

iv) Related party transactions

(Previous year's figures are mentioned in brackets below current year's figures)

(₹ in lac)

Particulars	Parties where control exists	Key Management Personnel (KMP)	Relatives of Key Management Personnel	Enterprises over which KMP & their relatives exercise significant influence	Total
Purchase of goods					
Secunderabad Oils Limited	-	-	-	-	-
	-	-	-	(904.37)	(904.37)
Ruchi Infrastructure Limited	42,776.70	-	-	-	42,776.70
	(20,513.29)	-	-	-	(20,513.29)
Mahadeo Shahra & Sons	-	-	-	11,653.32	11,653.32
	-	-	-	(12,404.10)	(12,404.10)
Ruchi Marktrade Private Limited	-	-	-	-	-
	-	-	-	(3,303.47)	(3,303.47)
Contract Settlement Received					
Secunderabad Oils Limited	-	-	-	174.90	174.90
	-	-	-	-	-
Ruchi Infrastructure Limited	95,117.21	-	-	-	95,117.21
	(58,050.37)	-	-	-	(58,050.37)
Ruchi Marktrade Private Limited	-	-	-	-	-
	-	-	-	(138.35)	(138.35)
Commission & Brokerage					
Leo Global Commodities Private Limited	-	-	-	17.31	17.31
	-	-	-	(5.54)	(5.54)
Issue / Conversion of Equity Shares					
Mr. Ashutosh B. Rao	-	4.90	-	-	4.90
14,000 Shares (Previous Year 8,400 Shares)	-	(2.94)	-	-	(2.94)
Mr. Vijay Kumar Jain	-	2.89	-	-	2.89
8,250 Shares (Previous Year 4,950 Shares)	-	(1.73)	-	-	(1.73)
Shiva Foundation (Trust)	-	-	-	-	-
Nil Shares (Previous Year 1,25,00,000 Shares)	-	-	-	(4,375.00)	(4,375.00)
Issue of Share Capital					
Secunderabad Oils Limited	-	-	-	37.50	37.50
Security Premium Received					
Secunderabad Oils Limited	-	-	-	862.50	862.50
	-	-	-	-	-
Issue of Preference Shares					
Ruchi Infrastructure Limited	-	-	-	-	-
Nil Shares (Previous Year 2,00,000 6% preference shares of ₹ 100/- each)	(200.00)	-	-	-	(200.00)
Processing Charges Received /Receivable					
Ruchi Infrastructure Limited	13.26	-	-	-	13.26
	-	-	-	-	-

Notes

to consolidated financial statements for the year ended March 31, 2012

(₹ in lac)

Particulars	Parties where control exists	Key Management Personnel (KMP)	Relatives of Key Management Personnel	Enterprises over which KMP & their relatives exercise significant influence	Total
Reimbursement of expenses received					-
GHI Energy Private Limited	73.05				73.05
	-				-
Storage charges paid					-
Ruchi Infrastructure Limited	809.04	-	-	-	809.04
	(992.54)	-	-	-	(992.54)
Port hire charges paid					-
Ruchi Infrastructure Limited	506.15	-	-	-	506.15
	(378.76)	-	-	-	(378.76)
Remuneration including Perquisites					
Mr. Dinesh Shahra (Refer Note 2 below)	-	213.38	-	-	213.38
	-	(163.92)	-	-	(163.92)
Ms. Amrita Shahra	-	-	68.56	-	68.56
	-	-	(49.61)	-	(49.61)
Mr. Sarvesh Shahra (Refer Note 3 below)	-	-	51.11	-	51.11
	-	-	(35.20)	-	(35.20)
Mr. A.B.Rao	-	36.84	-	-	36.84
	-	(23.16)	-	-	(23.16)
Mr. V.K.Jain	-	31.19	-	-	31.19
	-	(22.04)	-	-	(22.04)
Mr. Kailash Shahra (Commission)	-	-	40.00	-	40.00
	-	-	(49.30)	-	(49.30)
Mr. Akshay Chowdhry (Refer Note 4 below)	-	12.94	-	-	12.94
	-	(5.68)	-	-	(5.68)
Ms. Shweta Chowdhry (Refer Note 4 below)	-	1.75	-	-	1.75
	-	(3.97)	-	-	(3.97)
		-			-
Mr. Pradeep Kumar Chowdhry (Refer Note 4 below)	-	87.91	-	-	87.91
	-	(74.90)	-	-	(74.90)
Loan Repaid					-
Secunderabad Oils Limited	-	-	-	300.76	300.76
	-	-	-	(1,800.00)	(1,800.00)
Sitting fees paid					-
Mr. Kailash Shahra	-	-	0.35	-	0.35
	-	-	(0.11)	-	(0.11)
Interest received/ receivable (net)					-
Ruchi Infrastructure Limited	2.46	-	-	-	2.46
	(7.03)	-	-	-	(7.03)

Notes

to consolidated financial statements for the year ended March 31, 2012

(₹ in lac)

Particulars	Parties where control exists	Key Management Personnel (KMP)	Relatives of Key Management Personnel	Enterprises over which KMP & their relatives exercise significant influence	Total
Ruchi Marktrade Limited	-	-	-	-	-
	-	-	-	(3.87)	(3.87)
Interest Paid (Gross)					-
Secunderabad Oils Limited	-	-	-	106.37	106.37
	-	-	-	(291.02)	(291.02)
Rent Paid					-
Mahadeo Shahra & Sons	-	-	-	0.84	0.84
	-	-	-	(0.84)	(0.84)
Secunderabad Oils Limited	-	-	-	55.20	55.20
	-	-	-	(51.50)	(51.50)
Shahra Brothers Private Limited	-	-	-	1.32	1.32
	-	-	-	(1.32)	(1.32)
Mrs. Abhadevi Shahra	-	-	12.00	-	12.00
	-	-	(12.00)	-	(12.00)
Mr. Sarvesh Shahra	-	-	0.48	-	0.48
	-	-	(0.48)	-	(0.48)
Mr. Ankesh Shahra	-	-	0.48	-	0.48
	-	-	(0.48)	-	(0.48)
Deepti Housing Private Limited	-	-	-	1.08	1.08
	-	-	-	(1.08)	(1.08)
Ruchi Infrastructure Limited	110.89				110.89
	79.85				79.85
High Tech Realities Private Limited	-	-	-	6.00	6.00
	-	-	-	(6.00)	(6.00)
Shiva Foundation (Trust)	-	-	-	35.00	35.00
	-	-	-	(31.91)	(31.91)
Rent Deposit					-
Secunderabad Oils Limited	-	-	-	11.73	11.73
	-	-	-	(11.73)	(11.73)
Donation Given					-
Mahadeo Shahra Sukrat Trust	-	-	-	40.59	40.59
	-	-	-	(28.11)	(28.11)
	-	-	-	-	-
Dividend Received					
Ruchi Infrastructure Limited	21.86				21.86
	(21.86)				(21.86)
Dividend Paid					-
Ruchi Infrastructure Limited	24.10	-	-	-	24.10
	(24.10)	-	-	-	(24.10)

Notes

to consolidated financial statements for the year ended March 31, 2012

(₹ in lac)

Particulars	Parties where control exists	Key Management Personnel (KMP)	Relatives of Key Management Personnel	Enterprises over which KMP & their relatives exercise significant influence	Total
	-	-	-	-	-
Mr. Dinesh Shahra	-	10.56	-	-	10.56
	-	-	-	-	-
	-	-	-	-	-
Mr. Kailash Shahra	-	-	0.99	-	0.99
	-	-	(0.99)	-	(0.99)
	-	-	-	-	-
Mr. Suresh Shahra	-	-	1.27	-	1.27
	-	-	(1.27)	-	(1.27)
	-	-	-	-	-
Mr. Santosh Shahra	-	-	2.28	-	2.28
	-	-	(2.28)	-	(2.28)
	-	-	-	-	-
Mrs. Abha Devi Shahra	-	-	19.14	-	19.14
	-	-	(7.38)	-	(7.38)
	-	-	-	-	-
Mr. Sarvesh Shahra	-	-	26.53	-	26.53
	-	-	(26.32)	-	(26.32)
	-	-	-	-	-
Ms. Amrita Shahra	-	-	21.58	-	21.58
	-	-	(21.58)	-	(21.58)
	-	-	-	-	-
Mr. Ashutosh B Rao	-	-	-	-	-
	-	(0.05)	-	-	(0.05)
	-	-	-	-	-
Mr. Vijay Kumar Jain	-	0.03	-	-	0.03
	-	(0.04)	-	-	(0.04)
	-	-	-	-	-
Soyumm Marketing Private Limited	-	-	-	97.00	97.00
	-	-	-	(95.00)	(95.00)
	-	-	-	-	-
Spectra Realty Private Limited	-	-	-	90.00	90.00
	-	-	-	(90.00)	(90.00)
	-	-	-	-	-
Shahra Estate Private Limited	-	-	-	5.06	5.06
	-	-	-	(5.06)	(5.06)
	-	-	-	-	-
Shahra Brothers Private Limited	-	-	-	14.66	14.66
	-	-	-	(14.66)	(14.66)

Notes

to consolidated financial statements for the year ended March 31, 2012

(₹ in lac)

Particulars	Parties where control exists	Key Management Personnel (KMP)	Relatives of Key Management Personnel	Enterprises over which KMP & their relatives exercise significant influence	Total
	-	-	-		-
Mr. Ankesh Shahra	-	-	16.81	-	16.81
	-	-	17.00	-	17.00
Ms. Amisha Shahra	-	-	15.16	-	15.16
	-	-	(15.16)	-	(15.16)
Shiva Foundation Trust	-	-	-	239.37	239.37
	-	-	-	(141.00)	(141.00)
Amount Receivable					-
Advances					-
Leo Global Commodities Private Limited	-	-	-	-	-
	-	-	-	(2.01)	(2.01)
Shiva Foundation	-	-	-	-	-
	-	-	-	(44.45)	(44.45)
Mr. Kailash Shahra	-	-	-	-	-
	-	-	(0.03)	-	(0.03)
Mr. Sarvesh Shahra	-	-	1.56	-	1.56
	-	-	-	-	-
Ruchi Bio Fuels Limited	-	-	-	52.12	52.12
	-	-	-	-	-
GHI Energy Private Limited	73.05				73.05
	-				-
Intercompany Deposit Taken	-	-	-	-	-
Ruchi Infrastructure Limited	195.28	-	-	-	195.28
	(542.48)	-	-	-	(542.48)
Ruchi Marktrade Private Limited	-	-	-	-	-
	-	-	-	(32.22)	(32.22)
Secunderabad Oils Limited	-	-	-	900.00	900.00
	-	-	-	(1,200.76)	(1,200.76)
Accrued Interest receivable	-	-	-		-
Ruchi Infrastructure Limited	2.22	-			2.22
	(6.33)	-			(6.33)
Ruchi Marktrade Private Limited		-		-	-
		-		(3.48)	(3.48)
Trade Receivable		-			-
Ruchi Infrastructure Limited	904.37	-			904.37
	(2,380.85)	-			(2,380.85)

Notes

to consolidated financial statements for the year ended March 31, 2012

(₹ in lac)

Particulars	Parties where control exists	Key Management Personnel (KMP)	Relatives of Key Management Personnel	Enterprises over which KMP & their relatives exercise significant influence	Total
Ruchi Marktrade Private Limited	-	-		-	-
	-	-		(490.08)	(490.08)
Ruchi Bio Fuels Limited	-	-		214.11	214.11
	-	-		(214.71)	(214.71)
Security Deposit receivable	-	-			-
High Tech Realities Private Limited	-	-		750.00	750.00
	-	-		(750.00)	(750.00)
	-	-			-
Shiva Foundation	-	-		900.00	900.00
	-	-		(900.00)	(900.00)
	-	-			-
Amount Payable					
Creditors					
Shahra Brothers Private Limited	-	-		-	-
	-	-		(7.18)	(7.18)
Deepti Housing Private Limited	-	-		3.24	3.24
	-	-		(2.16)	(2.16)
Mahadeo Shahra & Sons	-	-		53.54	53.54
	-	-		(26.68)	(26.68)
Leo Global Commodities Private Limited	-	-	-	17.60	17.60
				-	-
Shiva Foundation	-	-		3.19	3.19
	-	-		-	-
Sitting Fees Payable					-
Mr. Kailash Shahra	-	-	-		-
	-	-	(0.23)		(0.23)

Note :

1. 'Others' includes enterprise where control exists.
2. Remuneration paid to the Managing Director (Key Management Personnel) excludes expenditure on rent free accommodation since rent is paid to relative of key management personnel and the same has been disclosed separately.
3. Of the total remuneration ₹ 13.08 lac was subject to approval of Central Government which is received subsequently after the end of year.
4. Gemini Edibles & Fats India Private Limited (Subsidiary) has no profits in the current year, hence it would require Central Government approval for payment of remuneration in excess of the prescribed limits under the relevant provision of the Act. The Company is in the process of making application for the same. Pending final outcome of the Company's application, no adjustment has been made to the accompanying financial statements in this regard.

Notes

to consolidated financial statements for the year ended March 31, 2012

33 EARNINGS PER SHARE:

Particulars	2011-2012	2010-2011
a) Basic earnings per share		
i) Profit after tax	8,692.48	22,516.56
Less : Preference dividend including tax thereon	13.95	2.79
Profit attributable to equity shareholders	8,678.53	22,513.77
ii) Weighted average number of equity shares :		
Equity shares as at the beginning of the year	332,526,472	262,888,860
Add : Adjustment for shares issued during the year on conversion of warrants	559,718	58,972,182
	333,086,190	321,861,042
Basic earning per share of ₹ 2/- each (Previous year ₹ 2/- each)	2.61	6.99
b) Diluted earnings per share		
i) Profit attributable to equity shareholders [As per working in (a)(i) above]	8,678.53	22,513.77
ii) Weighted average number of equity shares [As per working in (a) (ii) above]	333,086,190	32,18,61,042
Add: Increase in shares on account of dilutive potential equity shares by way of conversion of warrants into equity shares	-	-
Increase in shares on account of exercise of Employee Stock Option scheme.	700,894	3,53,891
	333,787,083	322,214,933
Diluted earnings per share of ₹ 2/- each	2.60	6.99

34 THE COMPANY HAS ENTERED INTO THE FOLLOWING DERIVATIVE INSTRUMENTS:

The Company uses foreign currency/forward contracts to hedge its risks associated with foreign currency fluctuations relating to certain firm commitments and forecasted transactions. The Company does not use forward contracts for speculative purposes. The following are the outstanding Forward Exchange Contracts entered into by the Company as on March 31, 2012:

Particulars	2011-12			2010-11		
	No. of Contracts	Foreign Currency Equivalent (In lac)	INR Equivalent (In lac)	No. Of Contracts	Foreign Currency Equivalent (In lac)	INR Equivalent (In lac)
Covers against exports						
USD	97	US\$ 1007.65	51,921.71	42	US\$ 679.38	31,498.98
EUR	1	EUR 30	1,522.73	-	-	-
Amount receivable in foreign currency on account of the following :						
Sale of goods	-	-	-	-	-	-
Covers against loans receivable	3	US\$ 130	6,663.28	-	-	-
Amount payable in foreign currency on account of the following						
Import of goods and services	300	US\$ 8237.14	428,980.13	116	US \$ 3855.00	178,283.04
Loans and interest payable	83	US\$ 5849.82	303,373.84	40	US \$ 2,071.36	96,705.11

Notes

to consolidated financial statements for the year ended March 31, 2012

- b) The Company also uses derivative contracts other than forward contracts to hedge the interest rate and currency risk on its capital account. The Company does not use these contracts for speculative purposes.

Particulars	2011-12			2010-11		
	No. of Contacts	US\$ Equivalent (In lac)	INR Equivalent (In Lac)	No. of Contacts	US\$ Equivalent (In Lac)	INR Equivalent (In Lac)
a) Option contracts to hedge against imports	3	1,000.00	51,300.00	15	966.49	43,318.10
b) Coupon Rate Swap to hedge against fluctuations in interest rate	10	1,100.00	56,430.00	9	800.00	35,856.00
c) Currency swaps to hedge against fluctuations in changes in exchange rate and interest rate	-	-	-	-	-	-
d) Options to hedge against exports	-	-	-	-	-	-
e) Options to hedge against FCNR Loan	0	0.00	0.00	1	100.00	4,482.00

- II. The year end foreign currency exposures that have not been hedged by a derivative instrument or otherwise are given below:

Particulars	2011-12			2010-11	
	Currency	Value in Foreign Currency (In lac)	INR Equivalent (In lac)	Foreign Currency Equivalent	INR Equivalent
Amount receivable in foreign currency on account of the following:					
Export Sales	US\$	626.45	31,857.57	40.00	1,789.71
	EUR	96.08	6,486.54	-	-
Merchandise Trade	US\$	872.69	44,385.28	801.35	35,604.18
Amount payable in foreign currency on account of the following:					
Import of goods and services	US\$	1,379.17	70,700.22	2,340.04	104,880.66
Purchase of Merchandise Exports	US\$	861.05	44,171.68	778.33	34,884.73
Loans and interest payable	US\$	1,732.23	88,956.73	99.86	4,475.74
Customer Advances	US\$	2,711.48	139,098.84	-	-

35 EXPENDITURE INCURRED DURING CONSTRUCTION PERIOD HAS BEEN DEALT WITH AS UNDER.

(₹ in lac)

	2011-2012	2010-2011
Opening Balance	39.82	230.89
Power & fuel	30.42	-
Rent	4.15	0.61
Repair & Maintenance	10.07	0.56
Rates & Taxes	0.08	-
Insurance Charges	13.37	-
Freight & Forwarding	73.57	-
Other expenses	127.38	18.34
Staff welfare	1.07	0.21
Adjustment on account of Exchange Fluctuation	93.83	

Notes

to consolidated financial statements for the year ended March 31, 2012

35 EXPENDITURE INCURRED DURING CONSTRUCTION PERIOD HAS BEEN DEALT WITH AS UNDER. (contd.)

(₹ in lac)

	2011-2012	2010-2011
Interest & Finance Charges	128.66	22.31
	522.42	272.92
Less: Allocated to buildings & plant & equipments & capitalised	-	233.10
Balance pending allocation to be capitalised	522.42	39.82

36 CHANGES IN ACCOUNTING POLICY

The Company has exercised the option provided under paragraph 46A of AS 11: The Effects of Changes in Foreign Exchange Rates inserted vide Notification dated December 29, 2011. Consequently, the exchange differences on long term foreign currency monetary items, which were until now being recognised in the Statement of Profit and Loss are now being dealt with in the following manner:

The exchange difference to the extent it relates to acquisition of depreciable asset, is adjusted to the cost of the depreciable asset, and depreciated over the balance life of the asset.

In other cases, the exchange difference is accumulated in a Foreign Currency Monetary Item Translation Difference Account, and amortised over the balance period of such long term asset/ liability.

- Accordingly, the Company has adjusted the exchange loss of ₹ 5,367.95 lac in respect of long term foreign currency monetary items relating to acquisition of depreciable fixed assets to the cost of fixed assets and
- Amortised exchange loss relating to long term foreign currency monetary item in other cases over the life of the long term liability and included ₹ 514.06 lac being the unamortised portion in foreign currency monetary item transaction Account (Refer Note 14 and 20)

On account of the above change in the method of accounting, the profit before tax for the year is higher by ₹ 5,667.29 lac.

- The Ministry of Corporate Affairs, Government of India, vide General Circular No. 2 and 3 dated February 8, 2011 and February 21, 2011 respectively has granted a general exemption from compliance with section 212 of the Companies Act, 1956, subject to fulfillment of conditions stipulated in the circular. The Company has satisfied the conditions stipulated in the circular and hence is entitled to the exemption. Information required to be furnished in terms of the circular is enclosed herewith by way of 'Annexure A' to the Consolidated Financial Statements.

38 PREVIOUS YEAR FIGURES:

The financial statements for the year ended March 31, 2011 had been prepared as per the then applicable, pre-revised Schedule VI to the Companies Act, 1956. Consequent to the notification of Revised Schedule VI under the Companies Act, 1956, the financial statements for the year ended March 31, 2012 are prepared as per Revised Schedule VI. Accordingly, the previous year figures have been reclassified to conform to this year's classification. The figures for the previous year have been regrouped wherever necessary to conform to current years classification. Further, the figures for previous year include amounts related to Sunshine Oleochem Limited from July 1, 2010 as against April 1, 2011 for current year. To that extend the figures for current year are not comparable with the previous year.

- Additional information as required under Part IV of Schedule VI to the Companies Act, 1956 is enclosed in the Annexure A.

As per our report of even date attached

For and on behalf of the Board of Directors

For and on behalf of
P.D. Kunte & Co. (Regd.)
Chartered Accountants

D. P. Sapre
Partner
Membership no. 40740

R. L. Gupta
Company Secretary

Kailash Shahra
Chairman

Place : Mumbai
Date : July 21, 2012

Anil Singhal
GM - Corporate Accounts

Dinesh Shahra
Managing Director

Annexure - 'A'

Statement under section 212(8) relating to Subsidiary Companies pursuant to General Circular No. 2/2011 dated 8th February 2011.

Sr. No.	Name of the Subsidiary Company	Relation	Country of Incorporation	Date from which it is subsidiary	Reporting currency	Exchange rate	Capital	Reserves	Total Assets (Including Investments other than in Subsidiary Companies)	Total Liabilities (Excluding Capital and Reserves)	Investments (other than in Subsidiary Companies)	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend
Domestic Subsidiaries																
1	Ruchi Worldwide Limited	Subsidiary	India	08.10.1996	INR	-	1,894.07	5,722.86	72,609.92	64,992.99	0.50	354,491.82	2,470.29	800.28	1,670.01	-
2	Mrig Trading Private Limited	Subsidiary	India	10.01.2009	INR	-	1.00	-	1.67	0.67	-	-	-	-	-	-
3	Gemini Edibles and Fats India Private Limited	Subsidiary	India	29.03.2010	INR	-	712.50	5,644.37	124,510.73	118,153.86	0.16	144,078.66	(2,005.27)	(630.30)	(1,374.97)	-
Foreign Subsidiaries																
4	Ruchi Industries Pre. Limited*	Subsidiary	Singapore	20.08.2010	USD	50.86	30.00	4.21	114.89	100.73	-	854.31	1.28	(0.04)	1.32	-
5	Ruchi Ethiopia Holdings Limited*	Subsidiary	Dubai	30.11.2010	USD	50.86	1,399.42	216.46	5,843.24	5,122.87	-	41,439.63	62.63	(1.90)	64.53	-
					INR	12.48	(136.83)	66.80	3,510.53	-	-	3.07	-	3.07	-	
6	Ruchi Agri Plantation (Cambodia) Pte. Limited*	Step down subsidiary	Cambodia	20.08.2010	USD	50.86	20.00	(1.60)	34.61	16.21	-	-	(0.96)	-	(0.96)	-
					INR	893.00	42.95	1,760.19	824.24	-	-	(45.99)	-	(45.99)	-	
7	Ruchi Agri Private Limited Company*	Step down subsidiary	Ethiopia	20.05.2011	BIRR	2.94	1,076.12	(253.88)	1,076.81	254.58	-	0.41	(253.88)	-	(253.88)	-
					INR	3,166.05	(660.19)	3,161.09	747.33	-	1.21	(653.27)	-	(653.27)	-	
8	Ruchi Agritrading Pre Ltd.*	Step down subsidiary	Singapore	30.12.2011	USD	50.86	0.001	-	-	-	-	-	(0.03)	-	(0.03)	-
					INR	0.05	-	0.05	-	-	-	(1.38)	-	(1.38)	-	
9	Ruchi Agri SARL*	Step down subsidiary	South Africa	12.12.2011	Ariary	0.02	100.00	-	100.46	4.38	-	-	(3.42)	0.50	(3.92)	-
					INR	2.47	(0.07)	2.51	0.11	-	-	(0.08)	0.01	(0.09)	-	

Note: * Indicates all figures are converted at year end rate.

Abbreviations

AED	United Arab Emirates Dirhams (Dubai Currency)
AGM	Annual General Meeting
AS	Accounting Standard
BSE	Bombay Stock Exchange Limited
CIF	Cost, Insurance and Freight
CAGR	Compound Annual Growth Rate
CDSL	Central Depository Services (India) Limited
CEO	Chief Executive Officer
CII	Confederation of Indian Industry
Crore	One Hundred Lacs
DOC	De-Oiled Cake
DSE	Delhi Stock Exchange Limited
EBITDA	Earnings Before Interest, Depreciation, Tax and Amortisation
EPS	Earning per share
ESOS	Employees Stock Option Scheme
F.O.B.	Free on Board
FCNR	Foreign Currency Non-Resident
FIIs	Foreign Institutional Investors
FMCG	Fast moving consumer goods
GDRs	Global Depository Receipts
GMP	Good Manufacturing Practices
INR	Indian Rupee
ISO	Indian Standard Organisation
JV	Joint Venture
KMP	Key Management Personnel
KWH	Kilowatt Per Hour
Lac	One Hundred Thousand
LLP	Limited Liability Partnership
MFs	Mutual Funds
MN	Million
MSMED Act	Micro, Small & Medium Enterprises Development Act, 2006
MT	Metric tonne
MTPA	Metric tonnes per annum
NACAS	National Advisory Committee on Accounting Standards
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
PAT	Profit after tax
PBT	Profit before tax
₹	Indian Rupee
R&D	Research and Development
SAP	Systems, Applications and Products in data processing
SKO	Super Kerosene Oil
US\$	Unites States of America Dollar
USA	United States of America
USFDA	United States Food and Drug Administration

Corporate Information

Board of Directors

Chairman

Kailash Shahra

Managing Director

Dinesh Shahra

Directors

A.B. Rao – Director (Legal)

V.K. Jain – Director (Commercial)

Sanjeev Kumar Asthana

P.D. Dwivedi

Sajeve Deora

N. Murugan

Navin Khandelwal

Company Secretary

R.L. Gupta

Auditors

P.D. Kunte & Co. (Regd.)

Cost Auditors

K.G. Goyal & Co.

Registered Office

614, Tulsiani Chambers,

Nariman Point

Mumbai – 400 021

Tel: + 91 22 6656 0600

Share Transfer Agent

Sarthak Global Limited,

170/10, Film Colony,

R.N.T. Marg, Indore – 452 001

Tel: + 91 731 427 9626, 252 6388

Administrative & Head Office

301, Mahakosh House,

7/5, South Tukoganj,

Nath Mandir Road,

Indore – 452 001

Tel: + 91 731 251 3281/282/283

Bankers

Axis Bank Limited

Bank of Baroda

Bank of India

Central Bank of India

Corporation Bank

Dena Bank

ICICI Bank Limited

IDBI Bank Limited

Oriental Bank of Commerce

Punjab National Bank

State Bank of Bikaner & Jaipur

State Bank of Hyderabad

State Bank of India

State Bank of Mysore

State Bank of Patiala

State Bank of Travancore

Syndicate Bank

The Karur Vysya Bank Limited

UCO Bank

RUCHI SOYA INDUSTRIES LIMITED

614, Tulsiani Chambers,
Nariman Point, Mumbai – 400 021
Tel: + 91 22 6656 0600