



Together...

We Can **WIN**



Gokul Refoils and Solvent Ltd.

An ISO:22000 Certified Company

Corporate Information

BOARD OF DIRECTORS

Mr. Balvantsinh Rajput - *Chairman & Managing Director*
 Mr. Kanubhai Thakkar - *Managing Director*
 Mr. Piyushchandra Vyas - *Independent Director*
 Dr. Dipuba Devada - *Independent Director*
 Mr. Karansinhji Mahida - *Independent Director*
 Mr. Dineshkumar Sharma - *Wholetime Director-Legal*
 (w.e.f 14th May 2012)

AUDIT COMMITTEE

Mr. Piyushchandra Vyas - *Chairman*
 Mr. Kanubhai Thakkar - *Member*
 Mr. Karansinhji Mahida - *Member*
 Dr. Dipuba Devada - *Member*

REMUNERATION COMMITTEE

Dr. Dipuba Devada - *Chairperson*
 Mr. Karansinhji Mahida - *Member*
 Mr. Piyushchandra Vyas - *Member*

SHAREHOLDERS /INVESTORS GRIEVANCES COMMITTEE

Dr. Dipuba Devada - *Chairperson*
 Mr. Kanubhai Thakkar - *Member*
 Mr. Dineshkumar Sharma - *Member*

AUDITORS

M R Pandhi & Associates
 Chartered Accountants
 101, Panchdeep Complex, Nr. Mithakhali Six Roads,
 Navrangpura, Ahmedabad -380 009

MANAGEMENT TEAM

Mr. Hitesh Thakkar *Chief Executive Officer*
 Mr. Praveen Khandelwal *Chief Operating Officer*
 Mr. Rajendra Khiani *Sr. VP Banking & Finance*
 Mr. Joseph Chettiar *VP Exports*
 Mr. Praveen Nehte *VP Technical*
 Mr. Atul Shah *VP Audit & Risk Management*
 Mr. Vinod Rajput *CEO Procurement (Sidhpur)*
 Mr. Ajit Rajput *VP Operations (Gandhidham)*
 Mr. Vinod Rajput *Director Operations (East)*

COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Kalpesh Desai

BANKERS

State Bank of India
 Punjab National Bank
 Central Bank of India
 State Bank of Travancore
 Union Bank of India
 Bank of India
 The Jammu and Kashmir Bank Limited

REGISTERED OFFICE

State Highway No. 41, Nr. Sujanpur Patia,
 Sidhpur -384 151, Gujarat, India

CORPORATE OFFICE

"Gokul House"
 43, Shreemali Co. Op Housing Society Limited,
 Opp. Shikhar Building,
 Navrangpura, Ahmedabad 380 009

SIDHPUR UNIT

State Highway No. 41,
 Nr. Sujanpur Patia,
 Sidhpur-384 151, Gujarat, India

GANDHIDHAM UNIT

89, Meghpar-Borichi, Galpadar Road,
 Nr. Sharma Resort, Taluka Anjar,
 District Kutch- 370 110, Gujarat, India.

SURAT UNIT

N.H No. 8, Near Kamrej Sugar Factory,
 At Navi Pardi, Tal: Kamrej,
 Dist. Surat, Gujarat, India.

HALDIA UNIT

J.L.No-149 Plot, Nr.Essar's Petrol Pump,
 Way to HPCL, Nr.Renuka Sugar's Factory,
 Haldia Development Authority Area,
 P.O.Debhog, Haldia-721657
 Dist – Purba Medinipur, West Bengal, India.

REGISTRAR & TRANSFER AGENTS

Link Intime India Pvt. Ltd.
 (Formerly known as Intime Spectrum Registry Limited),
 C-13, Pannalal Silk Mills Compound,
 LBS Marg, Bhandup(W), Mumbai -400 078

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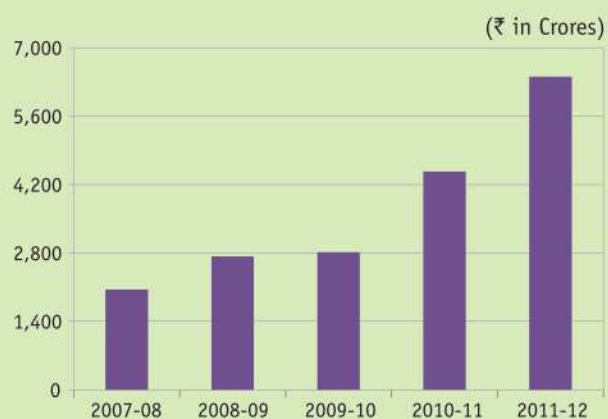
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Financial Highlights

(₹ in Crores)

Particulars	2007-08	2008-09	2009-10	2010-11	2011-12
Sales	2,052.30	2,731.72	2816.28	4464.54	6407.09
Profit Before Tax	81.97	37.76	62.61	89.99	(140.44)
Profit After Tax	53.92	25.68	42.55	61.98	(107.09)
Depreciation	12.22	17.76	25.09	30.19	32.90
Cash Accrual	73.20	41.67	80.76	94.61	—
Share Capital	19.22	26.38	26.38	26.38	26.38
Reserves and Surplus	173.30	316.06	354.40	411.47	304.38
Total Net Worth	208.79	359.14	410.20	437.84	330.76
Total Liabilities	577.09	529.66	850.59	1087.51	3133.86
Total Capital Employed	469.16	568.81	728.92	855.07	655.52
Fixed Asset	168.93	273.16	334.87	347.38	363.56
Net Current Asset	286.96	274.61	377.65	457.32	(11.21)

SALES



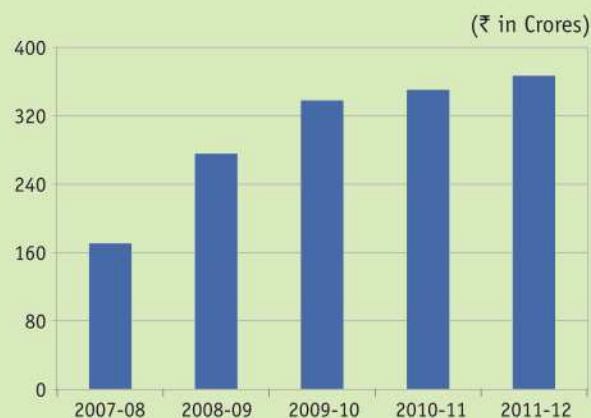
RESERVES AND SURPLUS



NET WORTH



FIXED ASSETS



Chairman's Message

Dear Stakeholders,

My warm greetings to all of you. I would like to take this opportunity to present the 19th Annual Report of the Company.

The year 2011-12 was passed with great uncertainty, rupee depreciation, upward spiraling food prices and uncontrollable inflation. The situation looks unsteady once again, with the problems in the Euro Zone.

Indian industries had to pass through a tough and turbulence time due to falling profits and substantial reduction in industrial growth. In this dismal scenario, where on one end World recession kept global sentiments low and on the other end domestic inflation impacted household spending.



During this year, the Company has achieved turnover of ₹ 640709.16 lacs as compared to ₹ 446453.96 lacs of the previous year, which shows increase of 43.51 % as compared to the previous year. Our export turnover has also been increased to ₹ 146032.71 lacs as compared to ₹ 90631.30 lacs with record growth of 61.13 % as compared to previous year. Though the volume and performance improved, the Company has incurred a net loss after tax of ₹ 10708.62 lacs as compared to previous year net profit after tax of ₹ 6198.07 lacs, primarily due to increase in material cost and foreign exchange loss. This year can be marked as most volatile year as far as US Dollar/Indian Rupee exchange rate is concerned. Between April 2012 to December 2012 the exchange rate of rupee/dollar increased from ₹ 44 to ₹ 53 per dollar. Overall rupee depreciated by about 17.50% in 2011-12.

Oilseeds and edible oils are two of the most sensitive essential commodities in India with it being 4th largest edible oil economy in the world and this sector occupies an important position in our economy. Indian edible oil demand is set to rise from 16mn MT now to 30mn MT by 2015. More importantly, with increasing quality consciousness, rising incomes and consolidation, branded sales are likely to grow at 25-30% over the next few years.

Despite its importance in the Indian household consumption story, the domestic edible oil sector continues to be highly fragmented, with top 10 players taking only 35% of the market. As reliance on imports and integration benefits across the value chain come to fore, the industry will witness continued consolidation. The domestic edible oil growth in retail segment is growing faster than the overall growth. Raw material sourcing has become important in the context of short supplies and spiraling prices.

In difficult circumstances, as is prudent with any entity, your Company has undertaken stringent fiscal control measures to minimize costs. These included contract renegotiations, process improvements, optimization of manpower, controlling loss making areas. These measures will help your company over medium to long term.

Gokul's management team and employees have stood through difficult challenges and learnt from this difficult time and all are fully committed, dedicated and adherence to collective vision. We have realized that with a focused and collective efforts and determination, we can overcome difficult times.

However our work is not yet over. We have set our priorities for the next financial year namely reducing finance cost by better working capital management, reducing operational cost by better productivity and processes, concentrating on retail segment, and controlling fluctuations/volatilities in currency and commodity prices by full proof risk mitigation measures.

To conclude, I would like to thank our shareholders who have continued to repose faith in us. I am grateful to the bankers who have stood by us. I also wish to thank every member of the management and staff of Gokul for their loyalty, dedication and hardwork in overcoming the difficult conditions that the Company is passing through and appreciate the guidance from the members of the Board from time to time. Today, we re-commit ourselves to restoring shareholder value and for making the Company more sustainable for future generations.

With best regards,

BALVANTSINH RAJPUT
Chairman & Managing Director

NOTICE

NOTICE is hereby given that the **19th ANNUAL GENERAL MEETING** of the Company will be held on Saturday, the 29th September, 2012, at 11.00 A.M. at the Registered Office of the Company at State Highway No 41, Nr. Sujanpur Patia, Sidhpur – 384151, North Gujarat, to transact / conduct the following businesses.

ORDINARY BUSINESS :

- 1) To receive, consider and adopt the audited Balance Sheet as at 31st March, 2012 and the audited Statement of Profit & Loss for the year ended and the reports of the Board of Directors and Auditors thereon.
- 2) To appoint Director in place of Shri Dineshkumar Sharma, who retires by rotation and being eligible, offers himself for re-appointment.
- 3) To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution :

“RESOLVED THAT M/s. M. R. Pandhi & Associates, Chartered Accountants (Firm Registration No. 112360W) be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, on such remuneration as shall be fixed by the Managing Director of the Company.”

SPECIAL BUSINESS :

- 4) To consider and if thought fit, to pass with or without Modification(s), the following resolution as **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309 & 317 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof approval of the Company be and is hereby accorded to the appointment of Shri Dineshkumar Sharma, as the Wholtime Director- Legal of the Company, for a period of one year with effect from 14th May, 2012 on the terms and conditions including remuneration as set out in the explanatory statement annexed to the notice convening this Meeting and agreement executed with the Company, with liberty to the Board of Directors to alter and vary the terms and conditions of appointment and/or remuneration, subject to the same not exceeding the limits specified under Schedule XIII to the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof.”

“RESOLVED FURTHER THAT the remuneration, benefits and perquisites as fixed by the Board be paid to Shri Dineshkumar Sharma, as minimum remuneration notwithstanding the absence or inadequacy of profit in the financial year, during the term of his office as Whole time Director- Legal of the Company.”

“RESOLVED FURTHER THAT Shri Dineshkumar Sharma shall be entirely responsible for the day to day affairs of the Company and he will be solely responsible for all Statutory and Legal Compliances under all laws applicable to the Company and he will be considered as “Officer in Default” as prescribed under Section 5 of the Companies Act, 1956 and that he will be acting as the “Occupier” under Section 2(n) of the Factories Act, 1948 for all the plants of the Company.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

- 5) To consider and if thought fit, to pass with or without Modification(s), the following resolution as **ORDINARY RESOLUTION**:

“RESOLVED THAT the consent of the company be and is hereby accorded in terms of section 293(1) (a) and all other applicable provisions, if any, of the companies act, 1956 (including any statutory modification or re-enactment thereof, for the time being in force), to the Board of Directors of the Company to create a further mortgage and/or charge on such terms and conditions and at such time(s) and in such form and manner and with such raking as to priority, as the Board in its absolute discretion thinks fit, on the whole or substantially the whole of the company's undertakings or all of the undertakings, including the present and/or future properties, whether movable or immovable as may be agreed to be in favor of Banks/Financial Institutions/Trustees/other Investors hereafter referred to as lenders and/or Debenture Trustees and/or Trustees upto an aggregate amount not exceeding ₹ 4000 crores (Rupees Four Thousand Crores) over and above the aggregate of the paid up share capital and free reserve, to secure the term loan facility/working capital facilities/Debentures/Bonds, to be issued in one or more tranches, other instruments including foreign currency borrowing tied up/to be tied up by the company together with the interest on the principal amounts compound interest, additional interest, liquidated damages, accumulated interest, premium on prepayment or on redemption, commitment charges, cost, charges, expenses, remuneration of agents/ trustees at the respective agreed rates if any, and all other monies payable by the company to the concerned banks/ financial institutions/ trustees/other investors under the respective Debenture trust deed/Loan Agreement/other relevant agreements entered into/ to be entered into by the company.”

“RESOLVED FURTHER THAT the security to be created by the company as aforesaid may rank prior/pari passu/subservient with/ to the mortgages and /or charges already created or to be created in future by the company and as may be agreed to between the concerned parties.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board or any committee or person authorized by the Board/Committee be and is hereby authorized to finalize, settle, and execute such documents/deed/writings/papers/agreements as may be required and to do all the acts, deeds, matters and things as it may in its absolute discretion, deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating the Mortgage/ Charge as aforesaid or otherwise considered to be in the best interest of the company.”

- 6) To consider and if thought fit, to pass with or without modification(s), the following resolution as **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 314(1) (b) and other applicable provisions, if any, of the Companies Act, 1956 consent of the Company be and is hereby accorded to the appointment of Shri Digeeshsinh Rajput a relative of Shri Balvantsinh Rajput, Chairman & Managing Director to hold an office or place of profit as Business Development Manager Export (BDM) with effect from 1st April, 2012 on the remuneration and terms mentioned below:

- i. Remuneration ₹ 50,000/- per month with an annual increment as per the rules of the Company but not exceeding ₹ 2,50,000/- per month.
- ii. During his tenure, he will be governed by the Rules and Regulations of the Company as may be applicable to the employees of the Company from time to time including change in designation and responsibilities."

- 7) To consider and if thought fit, to pass with or without modification(s), the following resolution as **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 198, 269, 309, 310, 316, 317 and all other applicable provisions, if any, of the Companies Act, 1956 (the Act) read with Schedule XIII of the Act (including any statutory modifications or re-enactment thereof, for the time being in force), and all guidelines and clarifications, for managerial remuneration issued by the Central Government from time to time and also subject to such other approvals as may be necessary and in furtherance to and in partial modification to the Ordinary Resolution passed by the Members of the Company at the 18th Annual General Meeting of the Company held on 24th September, 2011, in respect of re-appointment of Shri Balvantsinh Rajput, as a Managing Director of the Company, for a further period of 5 years w.e.f. 15th June, 2011 with payment of remuneration as recommended by Remuneration Committee, Shri Balvantsinh Rajput shall be paid remuneration, as mentioned in the Explanatory Statement attached hereto, for a period of 3 years w.e.f. 1st April, 2011 (keeping appointment for a period of 5 years) within the limits prescribed under Clause (B) of the Section II of Part II of the Schedule XIII of the Companies Act."

"RESOLVED FURTHER THAT the remuneration payable shall not exceed the limits prescribed in Clause(B) of Section II of Part II of Schedule XIII to the Act as amended from time to time subject to the compliance of provisions thereof."

"RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorised to do all such acts, deeds, things and matters as may be necessary and to execute necessary documents/ agreements/applications/ letters on behalf of the Company."

- 8) To consider and if thought fit, to pass with or without modification(s), the following resolution as **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 198, 269, 309, 310, 316, 317 and all other applicable provisions, if any, of the Companies Act, 1956 (the Act) read with Schedule XIII of the Act (including any statutory modifications or re-enactment thereof, for the time being in force), and all guidelines and clarifications, for managerial remuneration issued by the Central Government from time to time and also subject to such other approvals as may be necessary and in furtherance to and in partial modification to the Ordinary Resolution passed by the Members of the Company at the 18th Annual General Meeting of the Company held on 24th September, 2011, in respect of re-appointment of Shri Kanubhai Thakkar, as a Managing Director of the Company, for a further period of 5 years w.e.f. 15th June, 2011 with payment of remuneration as recommended by Remuneration Committee, Shri Kanubhai Thakkar shall be paid remuneration as mentioned in the Explanatory Statement attached hereto, for a period of 3 years w.e.f. 1st April, 2011 (keeping appointment for a period of 5 years) within the limits prescribed under Clause (B) of the Section II of Part II of the Schedule XIII of the Companies Act."

"RESOLVED FURTHER THAT the remuneration payable shall not exceed the limits prescribed in Clause (B) of Section II of Part II of Schedule XIII to the Act as amended from time to time subject to the compliance of provisions thereof."

"RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorised to do all such acts, deeds, things and matters as may be necessary and to execute necessary documents/ agreements/applications/ letters on behalf of the Company."

- 9) To consider and if thought fit, to pass with or without modification(s), the following resolution as **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provision of Section 61 and other applicable provisions, if any, of the Companies Act, 1956 along with the other laws, rules and regulations for the time being in force, the consent be and is hereby accorded to amend the object/ utilization of the fund raised by Initial Public Offer of the Company in terms of prospectus dated 20th May, 2008 with respect to unutilised amount of ₹ 1084.09 lacs on account of brand building, which will be now proposed to be utilized for setting up sunflower dewaxing plant for ₹ 400 lacs and balance ₹ 684.09 lacs to be utilized for General Corporate purposes."

"RESOLVED FURTHER THAT Shri Balvantsinh Rajput, Chairman and Managing Director or Shri Kanubhai Thakkar, Managing Director be and is hereby severally authorized to use/deploy the unutilized funds out of the proceeds of the said initial public offerings of its Equity Shares, pending utilization for the purposes as described in this resolution, for investment in Mutual funds, interest/dividend bearing securities, Inter Corporate Deposits and for any other purposes as they may deem expedient in the interest of the Company."

By Order of the Board of Directors

Kalpesh Desai

Company Secretary

Place : Ahmedabad
Date : 13th August, 2012

Registered Office:
State Highway No 41,
Nr. Sujapur Patia,
Sidhpur - 384151.

NOTES:

1. **A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy should, however, be deposited at the Corporate Office of the Company not less than forty-eight hours before the commencement of the Meeting.**
2. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
4. Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, the 25th September, 2012 to Saturday, the 29th September, 2012 (both days inclusive) for the purpose of Annual General Meeting.
6. Relevant documents referred to in the accompanying notice are open for inspection by the Members at the Registered Office of the Company on all working days except Sundays, between 11.00 a.m. and 1.00 p.m. up to the date of the Meeting.
7. In case of any change of particulars including address, bank mandate and nomination for shares held in demat form should be notified only to the respective Depository Participants where the Members has opened their demat accounts. The Company or its Share Transfer Agent will not act on any direct request from these Members for change of such details. However, request for any change in particulars in respect of shares held in physical form should be sent to the Registrar and Share Transfer Agent of the Company.
8. Members wishing to claim dividend, which remain unclaimed are requested to correspond with Shri Kalpesh Desai, Company Secretary at the Company's Corporate Office. Members are requested to note that dividend not encashed or claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund as per Section 205C of the Companies Act, 1956.
9. Members are requested to bring their attendance slip along with the copy of Annual Report to the Meeting.
10. Members desirous of asking any questions at the Annual General Meeting are requested to send their questions to the Company's Corporate Office at least 7 days before the Annual General Meeting so that the same can be suitably replied to.
11. The Company has implemented the "Green Initiative" as per Circular Nos. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011 issued by the Ministry of Corporate Affairs (MCA) to enable electronic delivery of notices/documents and annual reports to shareholders. Henceforth, the email addresses indicated in your respective Depository Participant (DP) accounts which will be periodically downloaded from NSDL/CDSL will be deemed to be your registered email address for serving notices/documents including those covered under Section 219 of the Companies Act, 1956. The Notice of Annual General Meeting and the copies of Audited Financial Statements, Directors' Report, Auditors' Report etc. will also be displayed on the website www.gokulgroup.com of the Company and the other requirements of the aforesaid MCA circular will be duly complied with. Members holding shares in electronic mode are therefore requested to ensure to keep their email addresses updated with the Depository Participants. Members holding shares in physical mode are also requested to update their email addresses by writing to the Registrar and Transfer Agent of the Company at the address mentioned in Corporate Governance Report.

ANNEXURE TO NOTICE EXPLANATORY STATEMENT (Pursuant to Section 173 (2) of the Companies Act, 1956)

Item no. 4

Shri Dineshkumar Sharma is a Director of the Company, the Board of Directors of the Company in its Meeting held on 14th May, 2012 appointed Shri Dineshkumar Sharma as Wholetime Director- Legal of the Company for a period of one year effective from 14th May, 2012 subject to the approval of Members on the terms and conditions as set out in the agreement executed with him. Shri Dineshkumar Sharma would liable to retire by rotation in terms of the Articles of Association of the Company.

The Board of Directors consider that in view of the background and experience of Shri Dineshkumar Sharma, it would be in the interest of the Company to appoint him as Wholetime Director-Legal of the Company. Shri Dineshkumar Sharma has been associated with the Company as whole time Director since March 1999 upto February, 2009 and further appointed as whole time Director- legal from 1st August, 2009 to 31st July, 2010 and at present he is Director and having vast knowledge of dealing in edible and non edible oil industry.

Shri Dineshkumar Sharma will be paid ₹ 1,00,000/ (Rupees one lacs only) per month including salary and all other perquisites. The remuneration proposed to be paid to Shri Dineshkumar Sharma is within the limits of Schedule XIII as amended.

Shri Dineshkumar Sharma shall be entirely responsible for the day to day affairs of the Company and he will be solely responsible for all Statutory and Legal Compliances under all laws applicable to the Company and he will be considered as "Officer in Default" as prescribed under Section 5 of the Companies Act, 1956 and that he will be acting as the "Occupier" under Section 2(n) of the Factories Act, 1948 of all the plants of the Company."

The Board recommends the resolutions as set out at item no. 4 for approval of the shareholders.

Shri Dineshkumar Sharma is interested or concerned in the proposed Resolution. None of the other Directors are interested or concerned in the proposed Resolution.

The Notice read with explanatory statement should be considered as an abstract of the terms of appointment and remuneration of Shri Dineshkumar Sharma as Wholetime Director- Legal and a Memorandum as to the nature of the concern or interest of the Director as required under Section 302 of the Companies Act, 1956.

The Agreement for appointment of the Wholetime Director- Legal referred to in Ordinary Resolution at item no. 4 of the Notice is available for inspection by the Members at the Registered Office of the Company on any working day except Sundays and Holidays between 11.00 a.m. to 1.00 p.m. upto the date of Annual General Meeting.

Item no. 5

By resolution passed at the 18th Annual General Meeting held on 24th September, 2011 the Company had authorized the Board of Directors to Borrow from time to time for an on behalf of the company sums not exceeding ₹ 4000 crores (Rupees Four Thousand Crores) in terms of section 293 (1) (d) of the Companies Act, 1956 required for the company's Modernization/ Expansion Scheme and Green Field projects which the company has already undertaken and also those contemplated by the company. It is intended to secure the said borrowings by mortgage/charge on such of the immovable and fixed assets and other movable assets of the company as may be decided by the Board of Directors of the company in consultation with the relevant parties.

Section 293(1)(a) of the Companies Act 1956, provides, inter alia, that the Board of Directors of the Company shall not except with the consent of such members of the Company in General Meeting, sell, lease, or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the company has more than one undertaking of the whole or substantially the whole of each such undertaking. Since the Mortgage and /or charge to be created in respect of the aforesaid Borrowings may be considered as a disposal of the company's undertaking(s), it is felt advisable by way of abundant caution that the proposed creation of the Mortgage and/or Charge in favor of various Banks/ Institutions/Security Trustees/Debtenture Trustees/Other investors be approved by the members of the company by an ordinary resolution pursuant to section 293(1)(a) of the Companies Act 1956.

The Board recommends the resolutions as set out at item no. 5 for approval of the shareholders.

None of the Director is interested in the resolution.

Item No. 6

Shri Digeeshsinh Rajput is son in law of Shri Balvantsinh Rajput, Chairman & Managing Director and hence, provisions of Section 314 of the Companies Act, 1956 would be applicable for payment of remuneration to Shri Digeeshsinh Rajput.

Shri Digeeshsinh Rajput has done MBA in Finance and Marketing from the Indian Institute of Planning and Management. Considering his qualification he has been appointed as Business Development Manager Export with effect from 1st April, 2012 and looking after export related activities of the Company.

His scope of work includes overall responsibilities of export related activities of the Company. His presence in the said field would be beneficial for the Company.

In view of the above, Shri Digeeshsinh Rajput would be paid remuneration of ₹ 50,000 per month and the total remuneration not exceeding ₹ 2,50,000 per month.

Section 314 provides that appointment of relative of a Director to an office of profit at a remuneration exceeding ₹ 50,000 per month but not exceeding ₹ 2,50,000 per month shall require approval of the shareholders by a Special Resolution.

Approval of the shareholders is, therefore, sought for payment of remuneration to Shri Digeeshsinh Rajput as detailed in Resolution No. 6 of the Notice.

Shri Balvantsinh Rajput, Chairman & Managing Director being a relative of Shri Digeeshsinh Rajput is deemed to be interested in the resolution.

You are requested to grant your consent to the resolution as set out at item No. 6 of the accompanying notice.

None of the other Directors of the Company is in any way concerned or interested in the resolution.

The Board recommends the resolution for your approval.

Item Nos. 7 & 8

Shri Balvantsinh Rajput and Shri Kanubhai Thakkar are the promoters and have been associated with the Company since its inception. The shareholders had at the 18th Annual General Meeting of the Company held on 24th September, 2011 re-appointed them as the Managing Directors for a period of 5 (five) years with effect from 15th June, 2011, on the terms and conditions as per the agreement executed with them on remuneration of ₹ 1,50,00,000 per annum to each Managing Director respectively.

During the financial year 2011-12 the Company has incurred a net Loss of ₹ 10708.62 lacs. Consequently, Maximum Remuneration now payable as per the Clause (B) of Section II of Part II of Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 works out to be ₹ 4,00,000 per month which is as per effective capital of the Company, subject to a special Resolution to be passed at the General Meeting and other terms and condition to be fulfilled for the period not exceeding 3 years.

The Board of Directors at its Meeting held on 13th August, 2012 have, also pursuant to the recommendation of Remuneration committee, approved the payment of such remuneration for the period from 1st April, 2011 to 31st March, 2014.

Under the able leadership efforts and guidance of Shri Balvantsinh Rajput and Shri Kanubhai Thakkar, the Company has grown year after year and recorded highest turnover of ₹ 640709.16 lacs in the year 2011-12. Their efforts have made the Company one of the leading player in the field of Agro based commodities in India. Today, Gokul is established brand name. They have together articulated, designed and implemented a growth story of the Company.

The Supplemental Agreement entered into by the Company with Shri Balvantsinh Rajput and Shri Kanubhai Thakkar are available for inspection by the members at the Registered Office of the Company between 11.00 a.m to 1 p.m on all working days except Sunday and public holidays till the conclusion of the ensuing Annual General Meeting.

The above terms and conditions shall deemed to be an abstract under Section 302 of the Companies Act, 1956

The resolution for the reduction in remuneration of Shri Balvantsinh Rajput and Shri Kanubhai Thakkar, Managing Directors of the Company are recommended for approval by the shareholders as set out at item No. 7 & 8.

None of the Directors other than Shri Balvantsinh Rajput and Shri Kanubhai Thakkar are concerned or interested in the resolution.

Statement pursuant to sub clause (iv) of clause 1(B) of Section II of Part II of Schedule XIII of the Companies Act, 1956 for payment of remuneration to Shri Balvantsinh Rajput and Shri Kanubhai Thakkar, Managing Directors.

I. General Information:

1. Nature of Industry.

Company operates in Agro based commodities which incorporates product groups viz. Soya bean oil, Palmolin, Cotton seed oil, sunflower oil, mustard seed oil, castor oil, oil cakes, de oiled cakes, vanaspati, oil seeds, it's by products and other agro-commodities.

2. Date of commencement of commercial production.

Existing Company, already commenced from 1992.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.

The Company is in existence since 1992.

4. Financial performance based on given indicators. (₹ In lacs)

Financial Year	Income from Operations	Net profit /(loss) before Tax	Net Profit /(loss) after tax
2009-10	2,81,628.40	6,260.94	4,255.18
2010-11	4,53,631.55	8,999.04	6,198.07
2011-12	6,48,717.16	(140,44.49)	(10,708.62)

5. Export performance and net foreign exchange collaboration. (₹ In lacs)

Financial Year	Export (FOB value)
2009-10	41,528.19
2010-11	90631.30
2011-12	1,46,032.71

6. Foreign investments or collaborators, if any.

The Company has made investment in share Capital of its wholly-owned subsidiary Company namely:

1. Maurigo International Ltd (Mauritius)
2. Maurigo pte. Ltd (Singapore)

The Company has not made any foreign collaboration.

II. Information about the appointee:

	Shri Balvantsinh Rajput, Managing Director	Shri Kanubhai Thakkar, Managing Director
Background Details	He is Matriculate. He has an experience of more than two decades in the field of Agro Commodities. He is the founder promoter of the Company.	He is Matriculate. He has an experience of more than two decades in the field of Agro Commodities. He is the founder promoter of the Company.
Past Remuneration	Shareholders in its Meeting held on 24.9.2011 have passed the resolution for the payment of Remuneration of ₹ 1,50,00,000 per annum including salary and all other perquisites and 1% commission on Net Profit. However, due to loss in the year under review, the remuneration is to be restricted to ₹ 48,00,000 per annum as per the Schedule XIII of the Companies Act, 1956.	Shareholders in its Meeting held on 24.9.2011 have passed the resolution for the payment of Remuneration of ₹ 1,50,00,000 per annum including salary and all other perquisites and 1% commission on Net Profit. However, due to loss in the year under review, the remuneration is to be restricted to ₹ 48,00,000 per annum as per the Schedule XIII of the Companies Act, 1956.
Recognition or awards	He is co-chairman of the Vegetable Oil Processing Committee constituted by Solvent Extractors Association of India (SEA). He is also associated with various Trade Associations.	He has been conferred the honor of "The Oil Man of the Year-2005" by 'Globeoil India', one of world's premier vegetable oil research organization. He is also the Chairman of Western Zone Solvent Extractors Association of India and office bearer of various committees like SEA international oil and Oil Meal Traders Council, SEA Imports Vegetable Oil Processors Council, SEA Castor seed and Oil Promotion Council.
Job Profile and his suitability	He is involved in overall management, forming business strategy and implementing strategic initiatives of the Company. Mr. Balvantsinh Rajput has articulated, designed and implemented the growth story of the Company.	He is actively involved in the business development activities and major expansion initiatives undertaken by the Company.
Remuneration Proposed	₹ 4 lacs per month.	₹ 4 lacs per month.
Comparative remuneration profile with respect to industry, size of the Company, person (in case expatriates the relevant details would be w.r.t. the country of his origin)	The remuneration for the similar position in the industry, having regard to the Size of Company and profile of person is not less than the proposed remuneration of Shri Balvantsinh Rajput.	The remuneration for the similar position in the industry, having regard to the Size of Company and profile of person is not less than the proposed remuneration of Shri Kanubhai Thakkar.
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personal, if any.	Shri Balvantsinh Rajput is a Promoter Director holding 18742500 shares consisting of 14.21% of the paid-up capital of the Company. Apart from receiving remuneration as stated above and dividend as a member of the Company, he does not receive any emoluments from the Company.	Shri Kanubhai Thakkar is a Promoter Director holding 18517500 shares consisting of 14.04% of the paid-up capital of the Company. Apart from receiving remuneration as stated above and dividend as a member of the Company, he does not receive any emoluments from the Company.

III. Other Information:

1. Reason of loss or inadequate profit.

Increase in materials cost and foreign exchange loss.

2. Steps taken or proposed to be taken for improvement.

The Company has formulated a comprehensive risk mitigation policy, so as to reduce losses on account of fluctuation in commodity prices and currency. The Company has adopted hedge instruments and other measures like budgetary and cost control are also implemented.

3. Expected increase in productivity and profits in measurable terms.

In view of the steps taken as mentioned above it is expected that same will results in overall increase in productivity and profitability of the Company.

IV. Disclosures:

1. The shareholders of the Company shall be informed of the remuneration package of the managerial person.

The Details of remuneration of Shri Balvantsinh Rajput and Shri Kanubhai Thakkar, managing Directors as mentioned above in part II.

2. The following disclosures shall be mentioned in the Board of Director's report under the heading "Corporate Governance Report", if any, attached to the Annual Report.

i	All element of remuneration package such as salary, benefits, Bonuses, Stock option, Pension, Etc. of all the Directors;	Provided in the Corporate Governance Report
ii	Details of fixed component and performance linked incentives along with the performance criteria;	
iii	Service Contracts, Notice Period, Severance Fees;	
iv	Stock option Details, if any, and whether the Share has been issued at a discount as well as the period over which accrued and over which exercisable.	

Item No.9

As per the Resolution passed by the Members at an Extra Ordinary General Meeting held on 27/2/2010, the utilization of the funds raised through IPO was approved and it is further proposed to the changes in utilization of fund, the unutilized amount of ₹ 1084.09 lacs on account of brand building is to be utilized for the purpose of setting up Sunflower Dewaxing Plant and general corporate purposes.

(₹ In Lacs)

Purpose	Amount to be utilized as per EOGM 27/2/2010	Amount utilized upto 30/6/2012	Proposed to be Add the unutilised amount of Brand building
Setting of new 1500 TPD Soyabean Processing plant near Gandhidham, Gujarat	5109.92	5109.92	-
Expansion of existing edible oil refinery at Surat from 100 TPD to 400 TPD	685.00	685.00	-
Further investment in our wholly owned subsidiary in Singapore	2500.00	2500.00	-
Further part of our long term working capital	6069.86	6069.86	-
Brand building activities	1500.00	415.91	(1084.09)
Investment in increasing warehousing capacities and continuous capex for existing units	1001.68	1001.68	-
Setting up sunflower Dewaxing plant	-	-	400.00
General Corporate purposes	1541.82	1541.82	684.09
Public issue expenses	875.58	875.58	-
Total	19283.86	19283.86	1084.09

The Company has manufacturing/processing facilities for mustard oil, soya oil, palmoil, cottonseed oil, castor oil and vanaspati but does not have such facility for Sunflower oil. Sunflower oil is an important premium oil and to enlarge the product basket the management has decided to install a Sunflower Dewaxing plant at Gandhidham of 100 TPD capacity at an estimated cost of ₹ 400 lacs. The Company has been incurring various expenditures on expansion and upgradation of its existing capacities as well as on utilities. It is proposes to utilize the balance amount of ₹ 684.09 lacs for general corporate purposes.

However, considering the financial/business plan over a period of time and view of highly competitive and dynamic nature of industry in which the Company operates, inter-se allocation is done at the discretion of the Management. The aforesaid proposed change is not significant as compared to the total utilization envisaged. There is only an interchange in effective utilization of funds and this would not have any adverse effect on the working of the Company. The Management is confident that the proposed changes would yield better returns in the long run.

Based on above, the revised objects & utilization of issue proceeds proposed as under:

(₹ In lacs)

Purpose	Amount
Setting of new 1500 TPD Soyabean Processing plant near Gandhidham, Gujarat	5109.92
Expansion of existing edible oil refinery at Surat from 100 TPD to 400 TPD	685.00
Further investment in our wholly owned subsidiary in Singapore	2500.00
Further part of our long term working capital	6069.86
Brand building activities	415.91
Investment in increasing warehousing capacities and continuous capex for existing units	1001.68
Setting up of sunflower dewaxing plant	400.00
General Corporate purposes	2225.91
Public issue expenses	875.58
Total	19283.86

Considering the change in the business plan over a period of time it is felt that more flexibility be accorded for utilization of the IPO proceeds. Though the change in objects as above is not significant as a matter of abundant caution, it is prudent to get approval from shareholders in a General Meeting as required under Section 61 of the Companies Act, 1956. In light of the said provisions, it has become necessary to seek approval of Members for change in object/deployment of IPO proceeds for the purposes as stated above, which was earlier amended at an Extra Ordinary General Meeting held on 27.2.2010. Accordingly this resolution is being put before the shareholders for their permission on the same.

The detailed project cost along with necessary details for the new objectives shall be available for inspection and information of the members at the Corporate Office of the Company during business hours from 11 a.m. to 1 p.m. on all working days.

The Board recommends the resolution as set out at item no. 9 for approval of the shareholders in overall interest of the Company.

None of the Directors are interested or concerned in the proposed Resolution.

By Order of the Board of Directors

Kalpesh Desai

Company Secretary

Ahmedabad
13th August, 2012

Registered Office:
State Highway No 41,
Nr. Sujapur Patia,
Sidhpur - 384151.

**Details of Directors seeking Re-Appointment at the forthcoming Annual General Meeting
[Pursuant to Clause 49 of the Listing Agreement]**

Name of Director	Shri Dineshkumar Sharma
Date of birth	13 th June, 1965
Date of appointment	5 th March, 1999
Qualification	Metric
	Shri Dineshkumar Sharma, 46 years is a Whole-time Director (upto 28 th February, 2009 and again appointed as whole time Director w.e.f 1 st August, 2009 to 31 st July, 2010) of our Company.. He has experience of over Eighteen years in the Edible Oil Industry.
Directorship in other Indian public limited Companies as on 31/03/2012	None
Chairmanship / Membership of Committees in other Indian public limited Companies as on 31/03/2012	None

By Order of the Board of Directors

Kalpesh Desai

Company Secretary

Place : Ahmedabad
Date : 13th August, 2012

Registered Office:
State Highway No 41,
Nr. Sujapur Patia,
Sidhpur - 384151.

DIRECTORS' REPORT

Dear Stakeholders,

Your Directors have pleasure in presenting the 19th Annual Report on the affairs of the Company along with the audited statement of Accounts for the year ended 31st March, 2012. The Report also includes the Management Discussion and Analysis in accordance with the provisions of the Clause 49 of the Listing Agreement.

Financial Highlights

(₹ In Lacs)

Sr. No.	Particulars	31.03.2012	31.03.2011
1.	Sales	640709.16	446453.96
2.	Operating and Other Income	14629.21	8256.63
3.	Total Revenue	655338.37	454710.59
4.	Profit before interest, Depreciation, Exceptional items and Taxes (EBIDTA)	4208.08	19600.51
5.	Interest and Financial Cost	14962.90	7582.82
6.	Depreciation and Amortisation	3289.67	3018.65
7.	Profit/(Loss) before Taxation (PBT)	(14044.49)	8999.04
8.	provision of Taxation including Deferred Tax liability/(Assets)	(3335.87)	2800.97
9.	Profit/(Loss) after Taxation (PAT)	(10708.62)	6198.07

Operational Performance

During this year, the Company has achieved turnover of ₹ 640709.16 lacs as compared to ₹ 446453.96 lacs of the previous year, which shows increase of 43.51 % as compared to the previous year. Our export turnover has also been increased to ₹ 146032.71 lacs as compared to ₹ 90631.30 lacs with record growth of 61.13 % as compared to previous year. Though the volume and performance improved compared to previous year, the Company made a net loss after tax of ₹ 10708.62 lacs as compared to previous year net profit after tax of ₹ 6198.07 lacs, primarily due to increase in material cost and foreign exchange loss.

Dividend

Due to loss and with a view to conserve resources for operational purposes, your Directors have not recommended any dividend on equity shares for the year under review.

Expansion of Existing Projects and Status of New Projects

The Company has strengthened manufacturing facilities by enhancing castor seed processing capacity from 1100 TPD to 2000 TPD, castor solvent extraction capacity from 600 TPD to 1200 TPD and castor refining capacity from 400 TPD to 600 TPD at Gandhidham Plant.

The capacity for Bakery shortening added by 100 TPD at Gandhidham Plant in addition to Vanaspati/IEF capacity increased from 200 TPD to 300 TPD. At Sidhpur plant Mustared Solvent extraction capacity increased from 400 TPD to 700 TPD. At Haldia plant Fractionation capacity increased from 600 TPD to 800 TPD.

To meet Company requirement of power, Company is in process of installing wind turbine generators at Porbander with an installed capacity of 2.5 MW. After the installation the Company will have wind power generation capacity of 7.5 MW which is meant for captive use.

Website

As per the Clause 54 of the Listing Agreement, the Company has maintained a functional website www.gokulgroup.com which has all the details i.e. details of its business, financial information, shareholding pattern, compliance with corporate governance, contact information of the designated officials of the Company who are responsible for assisting and handling investor grievances, details of agreements entered into with the media companies and/or their associates, etc.

The contents of the said website are updated on regular basis.

**Fixed Deposits**

The Company has not accepted any Fixed Deposits from the public and it is therefore not required to comply with the requirement under Non-Banking Non-Financial companies (Reserve Bank) Directions, 1966 and Companies (Acceptance of Deposits) Rules, 1975.

Subsidiary Companies

Your Company has three wholly owned subsidiary companies namely Maurigo International Ltd, Mauritius, Maurigo Pte Ltd, Singapore and Professional Commodity Services Private Limited. In line with Section 212 of the Companies Act, 1956, and as per the Circular No. 2/2011 dated 8th February, 2011 and Circular No. 3/2011 dated 21st February, 2011, the consent of the Board has been obtained for not attaching the audited statements of accounts along with the Director's Report and the Auditor's report of these companies. The annual accounts of the subsidiary companies and the related detailed information shall be made available to shareholders at any point of time on their demand. The annual accounts of the subsidiary companies have been kept for inspection at the Registered office of the Company and at the office of subsidiary Companies.

Directors

As per Section 256 of the Companies Act, 1956 and in terms of Article 155 of the Articles of Association, Shri Dineshkumar Sharma is liable to retire by rotation and being eligible, offers himself for re-appointment.

Shri Dineshkumar Sharma has been appointed as the wholetime Director- Legal of the Company subject to the approval of members with effect from 14th May, 2012.

Shri Gyan Chordia resigned as Director and Executive Director of the Company w.e.f. closing hours of 31st March, 2012.

The Shareholders in the Annual General Meeting held on 24th September, 2011 have passed the resolution for reappointment and payment of Remuneration to Shri Balvantsinh Rajput and Shri Kanubhai Thakkar, Managing Directors ₹ 1,50,00,000 per annum to each and Remuneration to be payable to Gyan Chordia, Executive Director ₹ 1,11,00,000 per annum.

Due to loss in the year under review the remuneration is to be restricted to ₹ 48,00,000 per annum to each of the aforesaid Managerial Personnel, in term of the provisions of the Schedule XIII of the Companies Act, 1956.

The brief resume of of Shri Dineshkumar Sharma having reappointed as Director is attached to the notice of the ensuing Annual General Meeting.

Insurance

All the movable and immovable assets of the Company are adequately insured and are covered for all the risks.

Auditors

M/s. M.R. PANDHI & ASSOCIATES, Chartered Accountants, Ahmedabad, Auditors of the Company, hold office until the conclusion of the ensuing Annual General Meeting and are eligible for reappointment. They have expressed their willingness to act as the Auditors of the Company, if reappointed. They have further confirmed that the said appointment would be in conformity with the provisions of Section 224 (1B) of the Companies Act, 1956 and that they are not disqualified for such reappointment within the meaning of Section 226 of the said Act. Your Directors request you to reappoint the Auditors and fix their remuneration.

The Auditors' Report on accounts of the Company for the Accounting year ended 31st March, 2012 is self explanatory and do not call for further explanations or comments and that may be treated as adequate compliance of Section 217(3) of the Companies Act, 1956.

Cost Auditor

In compliance of Circular No. F No.52/26/CAB-2010 dated 24th January, 2012 issued by the Ministry of Corporate Affairs, Government of India, Cost Audit Branch, the Company has appointed M/s. Ashish S Bhavsar & Co., cost accountants as cost auditor to conduct cost audit for the year 2012-13.

Consolidated Financial Statements

As stipulated by Clause 41 of Listing Agreement with Stock Exchanges, Consolidated audited Financial Statements of the Company's and its subsidiaries and associates, for the year ended 31st March, 2012 have been prepared by the Company in accordance with the requirements of Accounting Standard 21 "Consolidated Financial Statements" and other Accounting Standards prescribed by the Institute of Chartered Accountants of India. The Audited Consolidated Financial Statements form the part of the Annual Report.

Particulars Regarding Conservation of energy & Technology Absorption & Foreign Exchange Earnings and Outgo

Information in accordance with the provision of Section 217(1) (e) of the Companies Act, 1956 read with Companies (Disclosures of particulars in the Report of the Board of Directors) Rules, 1988 regarding conservation of energy, technology absorption and foreign exchange earnings and outgo are given in the statement annexed as Annexure A hereto forming a part of this Report.

Directors Responsibility Statement

Pursuant to the requirements under Section 217(2AA) of the Companies Act, 1956, the Directors hereby state and confirm that:

- i) In the preparation of the Annual Accounts, the applicable Accounting Standards have been followed and that there are no material departures;

- ii) The Directors have selected such Accounting Policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March 2012 and of the loss of the Company for the year ended on that date.
- iii) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the interest of the Company and for preventing and detecting fraud and other irregularities.
- iv) The Directors have prepared the Annual Accounts on a going concern basis.

Management's Discussion and Analysis of Financial Conditions

A separate Section on Management Discussion and Analysis, as stipulated in Clause 49 of the Listing Agreement with the Stock Exchanges forms the part of the Annual Report.

Corporate Governance

The Company has complied with the requirements of Clause 49 of the Listing Agreement regarding Corporate Governance as were applicable during the year under review to the Company.

A report on Corporate Governance practices followed by the Company, the Auditors' Certificate on compliance of mandatory requirements thereof and Management Discussion and Analysis are given as Annexed to this report.

Corporate Social Responsibility (CSR)

The Company is supporting the activities of Shree Bahuchar Jan Seva Trust which is providing healthcare services to the general public at large running one hospital at Sidhpur and another at Gandhidham.

The Company also proposes to support educational institution.

Particulars of the Employees

As per the Companies (Particulars of Employees) Amendment Rules, 2011 and the provisions of Section 217(2A) of the Companies Act, 1956, details of the names and other particulars of employees drawing remuneration aggregating to more than ₹ 60,00,000 (Rupees Sixty Lacs Only) per annum and ₹ 5,00,000 (Rupees Five Lacs) per month, are required to be attached to this report. However, as permitted by Section 219(1)(b)(iv) of the Companies Act, 1956, this Annual Report is being sent to the shareholders excluding aforesaid information. Any shareholder desirous of obtaining such particulars may write to the Company Secretary.

Acknowledgement and Appreciation

The Directors take this opportunity to express their gratitude and appreciation for the co-operation and assistance received from the Stock Exchanges, Bankers, Government and various Government Agencies as well as Shareholders during the year under review.

The Directors also wish to place on record their appreciation of the devoted and dedicated service rendered by all the employees of the Company for ensuring that the Company performs well.

For and on behalf of the Board

Place : Ahmedabad
Date : 13th August, 2012

Balvantsinh Rajput
Chairman and Managing Director

ANNEXURES TO DIRECTORS' REPORT

ANNEXURE - "A"

PARTICULARS UNDER COMPANIES (DISCLOSURES OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988 FOR THE YEAR ENDED ON 31ST MARCH, 2012.

A) CONSERVATION OF ENERGY

a) Energy conservation measures taken:

The Company is mainly dependent on Uttar Gujarat Vij Company Limited/Paschim Gujarat Vij Company Limited. The Company has installed a DG set as standby. In order to generate environment friendly power, the Company has generated 74.67 lacs units through wind mills. The Company has made efforts to conserve and optimize the use of energy. The Company has installed variable frequency drive.

b) Additional investments and proposals, if any, being implemented for reduction in consumption of energy:

Manufacturing process improvements to reduce overall cycle.

c) Impact of measures a) and b) above for reduction of energy consumption and consequent impact on the cost of production of goods:

As mentioned in Form-A.

d) Total energy consumption and energy consumption per unit of production:

As mentioned in Form-A.

B) TECHNOLOGY ABSORPTION

Efforts made in Technology absorption are furnished in Form "B" annexed.

C) FOREIGN EXCHANGE EARNINGS AND OUTGO

(₹ In Lacs)

Particulars	Year Ended 31.03.2012	Year Ended 31.03.2011
i) Total foreign exchange used	308095.39	181906.80
ii) Total foreign exchange earned	146109.04	90678.47

FORM-A

Form -A for disclosure of particulars with respect of conservation of Energy.

A	POWER & FUEL CONSUMPTION	2011-12	2010-11
1	Electricity		
	(a) Purchase unit (lacs)	449.76	364.47
	Total cost (₹ in Lacs)	2925.88	2150.29
	Rate/ unit ₹	6.51	5.90
	(b) Generation through captive power facilities.		
	Through stream Turbine (unit in lacs)	73.92	72.36
	Unit per ltr of Diesel Oil	0.27	0.18
	Cost/Unit ₹	3.99	3.00
	(c) Own Generation		
	I Through Diesel generation Units (lacs)	3.34	2.77
	Unit per Ltr of Diesel Oil	3.97	3.35
	Cost/Unit ₹	12.61	11.64
	II Through wind mill (lacs) effective unit generated.	74.67	54.51
	Cost/ Unit ₹	3.98	3.87

CONSUMPTION OF OTHER FUEL		2011-12	2010-11
2	Lignite for Kilns + D.O.C. Quantity in (Ton.) Total cost (₹ in lacs) Average rate per ton.	110304.00 4546.12 4121.45	109129.00 2946.28 2696.84
3	Diesel Oil/ Furnace oil (Other than for Electricity) Quantity in (K. ltrs) Total cost Average rate per ltrs.	4.98 212.46 42.66	11.17 318.74 28.52
B	CONSUMPTION PER METRIC TON OF PRODUCTION		
	Unit	2011-12	2010-11
1	Electricity	28.95	28.85
2	Lignite	86.00	66.50
3	Diesel oil/Furnace oil.	3.78	4.44

FORM B

Disclosures of particulars with respect to technology absorption:

A) Research and Development (R & D).

- Specific means in which R & D has been carried out. Efforts are being made to further improve the quality of products and their range.
- Benefits derived as a result of the above (R & D)
Better quality of products and by products.
- Future plan of action:
To make further progress on areas enumerated in item No. (a) and (b) above.
- Expenditure on R & D:
 - Capital : Nil
 - Recurring : As on now, it is being maintained as an ongoing part of production activities.
 - Total : Not Applicable
 - Total R & D Expenses as a percentage of total turnover : Not Applicable

B) Technology absorption, adaptation and innovation.

- Efforts in brief made towards technology absorption, adaptation and innovation.
Continuous efforts are made with an Objective to achieve productivity, reduction in production cost, reduction in wastage and down time for maintenance and curtailment of maintenance cost.
- Benefit derived as a result of the above efforts improved quality of products and better overall efficiency.
- Details of technology imported during the last five years reckoned from the beginning of the financial year.
 - Technology Imported - Nil
 - Year of Import - N.A.
 - Has technology been fully absorbed - N.A.
 - If not fully absorbed, areas where this has not taken place, Reasons thereof and future plan of action - N.A.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS :

The year 2011-12 was passed with great uncertainty, Rupee depreciation, upward spiraling food prices and uncontrollable inflation. The situation looks unsteady once again, with the problems in the Euro Zone. Indian industries had to pass through a tough and turbulence time due to falling profits and substantial reduction in industrial growth. In this dismal scenario, where on one end World recession kept global sentiments low and on the other end domestic inflation impacted household spending.

During this year, the Company has achieved turnover of ₹ 640709.16 lacs as compared to ₹ 446453.96 lacs of the previous year, which shows increased of 43.51 % as compared to the previous year. Capacity expansion and better capacity utilisation have lead to strong growth in sales turnover during this year. Our export turnover has also been increased to ₹ 146032.71 lacs as compared to ₹ 90631.30 lacs with indicating growth of 61.13 % as compared to previous year.

Though the volume and performance improved compared to previous year, the Company made a net loss after tax of ₹ 10708.62 lacs as compared to previous year net profit after tax of ₹ 6198.07 lacs, primarily due to increased in material cost and foreign exchange loss.

Global Outlook

World's consumption of edible oil was to the tune of 82 million MT in 1990-91 and has doubled in the two decades. Palm, Soya and Rapeseed oil/ Mustard oil are expected to constitute 64% of the total global oil consumption. From the last two decade, global Palm oil consumption is growing faster than the global edible oil consumption. Global palm oil consumption has grown by 8.7% Cumulative Annual Growth Rate (CAGR) from 1999 to 2008, where as global edible oil consumption has grown by 4.4% only.

Palm oil is the more popular oil because of its lowest production cost per ton as well as its worldwide acceptability. The proportion of Palm oil out of total world's oil consumption has increased from 13.8% in 1990-91 to 29% in 2009-10. More than 85% of global palm oil is produced by Malaysia and Indonesia.

India is the 4th largest edible oil economy after U.S, China and Brazil. As we can see that Asian Industries are emerged as the most promising industry at the world and the Global cues suggest that the next round of growth will come from Asian economies like China and India which have a growing population to feed, younger demographics, better lifestyle choices and increased purchasing power due to local development.

The future for food companies will be fortified by giving the discerning consumer a sustainable, healthy and value added choice to create a better life. Edible oil companies will create customer loyalty through sustained brand building efforts by catering to the local tastes of the consumers.

Overview of Indian Market- Increasing demand of Palm Oil

The Indian market presents a significant growth opportunity for edible oil players owing to a growing population, income growth, low current per capita consumption, low penetration and the fact that edible oils are a necessary part of the daily diet for a majority of Indian consumers. India accounts for a major part of global edible oil demand, which has grown over the years but the Indian oilseed crop has historically been insufficient to match oil demand.

The Indian edible oil market is currently at ₹ 820 (16.30 million tonnes) billion and is currently growing at a rate of 6%-8% per annum but still India's total requirement of edible oils for projected population of 1.25 billion is at the projected per capita consumption of about 15 kg per annum, which is very low as compared to the world average of 24 kg/ annum. As per Solvent Extractors' Association of India, demand for edible oil is expected to increase to 22.5 million tonnes by 2015 and import is expected to rise to 10 million tonnes (44% of consumption).

The edible oil sector in India is largely unorganized with a few organized players. There is a lot of potential and opportunity for organized players in Indian market because of growing population to feed, younger demographics, better lifestyle choices and increased purchasing power due to local development. Integrated players typically operate at higher capacity utilizations and enjoy better price realizations and margins in addition to being more equipped to deal with fluctuation in prices and availability of raw material.

Palm oil has the highest consumption in India followed by soybean oil and mustard oil. Palm oil is the cheapest and hence most affordable. The very fact that a large number of Indians have included palm oil in their regular dietary pattern and eating habits shows that oil is being accepted as a regular nutrient to healthy living. India is one of the largest buyers of Indonesian Crude Palm Oil (CPO) with over 80% imported from Indonesia.

India- Leader in Castor oil

India is leader in production of castor seeds in the world and also leading exporter of castor oils, globally. Currently India exports castor oil and derivatives worth approx. ₹ 4000 crore annually in which Gujarat accounts for 85% of India's castor seed production followed by Andhra Pradesh and Rajasthan. Majority of the castor oil produced in India is exported through the Kandla port in Gujarat. India has the lowest effective manufacturing cost of castor oil due to large acreage and production. Castor oil demand is growing at 3%-5% p.a. with

E.U., U.S.A, China and Japan being major importers. Your company has significantly increased castor manufacturing capacities in last two years to capture more market share of castor oil and castor derivatives.

Performance - Financial Year 2011-12

The year 2011-12 has been very productive in terms of business growth but was very challenging for profitability due to heavy fluctuation in foreign exchange.

In 2011-12 Gokul Refoils and Solvent Ltd. attained two landmarks viz. Its highest ever record turnover of ₹ 640709.16 lacs (PY: ₹ 446453.96 lacs) and highest export turnover ₹ 146032.71 lacs (PY: ₹ 90631.30 lacs). This landmark performance is a result of better penetration in new and existing markets with new capacities; higher consumer demand for FMCG products due to growing affluence and higher disposable income in the hands of consumers linked to better quality of life and best in class manufacturing performance at all our plants.

Though the volume and performance improved compared to previous year, the Company made a net loss after tax of ₹ 10708.62 lacs as compared to previous year net profit after tax of ₹ 6198.07 lacs, primarily due to increase in material cost and foreign exchange loss.

Focus on Brand-Fastest growing brand "Gokul"

With increasing quality consciousness, rising incomes and consolidation, branded sales are likely to grow at 25-30% over the next few years.

The Indian housewife, both in the urban and rural sector is becoming increasingly conscious about quality and purity, thus demanding branded edible oil products. This has resulted in a shift of the Indian consumer from loose and adulterated edible oils to branded offerings.

As per feedback and response, we believe that consumers relate our brands with purity, smell and taste. Gokul Refoils' two flagship brands Gokul and Zaika performed exceptionally well in the current year. Today, Gokul is positioned as the premium brand for the loyal housewife while Zaika is affordable brand. All major brands of Gokul Refoils reported robust growth for the year. Today, nearly 51% of the Company's edible oil sales come from the branded segment and retail sales are also significantly increasing in the proportion. ***Your Company bagged globoil India's Award for the "fastest growing brand-2011" for its brand "Gokul".***

Regular advertisements in print and electronic media at local and national level, sponsoring local events to create brand visibility, outdoor hoardings and radio advertisement are just some of the activities undertaken by the Company in a dedicated effort towards brand building.

Marketing & Distribution Strategy

The Company is following a threefold strategy for increasing sales, penetrating newer markets and strengthening the market share and brands in its current markets. Integrated manufacturing facilities supported by a strong distribution network would allow the Company to increasingly focus on branded retail sales.

The FMCG edible oil market can be divided in two Sections in India - urban and rural. During the year, Gokul Refoils developed a twin strategy for both these markets. Also, it sees significant growth opportunity coming from urban areas which are currently under-penetrated and not exposed to its brands and products in the future. As an initiative to increase its branded sales proportion and visibility of products in the urban markets, the Company has placed its products in Big Bazaar, Spencer, Star Bazaar, National Handloom and Reliance Retail.

The semi urban and rural markets are under-penetrated, scattered and operate through "mom and pop" stores. Thus distribution and reach are critical to ensure products reach the consumers. Gokul Refoils is creating a pan-India distribution and retail network both in cities and in the interior heartlands through a combination of C&F agents, distributors and local retailers deepening our retail penetration.

With a well spread and intricately connected distribution network the Company has a well established presence in the states of North East states, West Bengal, Bihar, Jharkhand, Orissa, Maharashtra, Uttar Pradesh, Uttaranchal, Madhya Pradesh, Delhi, Punjab, Haryana, Himachal Pradesh, J&K, Rajasthan and Gujarat.

Financial Review

Standalone

Turnover achieved for the year ended 31 March, 2012 was ₹ 640709.16 lacs with a growth of 43.51 % over previous year.

Material cost to income from operations increased from 89.18% to 92.62%.

Employee cost was ₹ 2509.74 lacs for the year 2011-12 as against ₹ 2077.04 lacs for the year 2010-11. However, it is 0.39% of income from operations as against 0.46% in the previous year. Earnings before interest, tax, depreciation and amortization (EBITDA) reduced from ₹ 19600.51 lacs to ₹ 4208.08 lacs.

The finance cost of the Company has increased from ₹ 7582.82 lacs to ₹ 14962.90 lacs. This is on account of increase in the interest rates during the year as well as higher utilisation of facilities due to increase in turnover. However, if interest income is also considered than there is no increase in net interest cost.

Depreciation (including amortization) was higher at ₹ 3289.67 lacs as against ₹ 3018.64 lacs in the previous year primarily on account of addition in castor and other capacity at Gandhidham plant.

Net Loss after tax for the current year ₹ 10708.62 lacs against Net Profit after tax for ₹ 6198.07 lacs for the previous year. Mainly due to increase in material cost and foreign exchange loss.

Exchange rate fluctuation loss accounted to ₹ 6916.62 lacs as against exchange fluctuation gain of ₹ 3012.30 lacs in the previous year.

A significant part of Gokul's raw material is imported. So your company has a major exposure in US dollar. The company has in place hedging policy which is reviewed from time to time and decisions are taken based on expert advice and market perceptions. During April to July 2011 rupee rate was in the range of ₹ 44 to ₹ 45 per dollar. It was also a fact that due to slowing down of US economy, market was not expecting strengthening of USD. But due to sudden Euro zone crisis there was an unexpected rise in USD rate which went above ₹ 53 in December 2011. Overall rupee depreciated by about 17.50% in 2011-12. These sudden and rapid fluctuations gave little time to take decisions in forex transactions and therefore we could not fully minimise the losses on account of foreign currency fluctuations.

Earning per share (EPS) for the year ₹ (8.12) compared to previous year ₹ 4.70.

Balance sheet

Reserve and surplus is reduced from ₹ 41146.55 lacs in the previous year to ₹ 30432.93 lacs in the year under review due to net loss of ₹ 10708.62 lacs.

Long term borrowing is reduced from ₹ 8225.00 lacs to ₹ 5027.80 lacs in the current year as compared to previous year due to repayment of the term loans.

Fixed Assets increased to ₹ 36356.21 lacs in the current year as compared to previous year ₹ 34737.76 lacs due to increase in the production capacity.

Trade payable increased to ₹ 132573.10 lacs from ₹ 44983.60 lacs as compared to previous year.

Trade receivables increased to ₹ 41804.36 lacs from ₹ 37317.64 lacs as compared to previous year.

Cash and bank balance increased from ₹ 8565.42 lacs to ₹ 159498.93 lacs due to fixed deposit placed with various banks as margin money for opening of Letter of credits.

Consolidated

Consolidated Turnover achieved for the year ended 31 March, 2012 was ₹ 642031.76 lacs with a growth of 34.94% over previous year.

Consolidated Material cost to consolidated income from operations increased from 89.48% to 92.65%.

Consolidated Employee cost was ₹ 2535.48 lacs for the year 2011-12 as against ₹ 1875.77 lacs for the year 2010-11. Consolidated earnings before interest, tax, depreciation and amortization (EBITDA) reduced from ₹ 20369.99 lacs to ₹ 4372.03 lacs.

The consolidated finance cost of the Company has increased from ₹ 7438.38 lacs to ₹ 15217.42 lacs. This is on account of increase in the interest rates during the year as well as higher utilisation of facilities due to increase in turnover. However, if interest income is also considered than there is no increase in net consolidated interest cost.

Consolidated Depreciation (including amortization) was higher at ₹ 3292.76 lacs as against ₹ 3022.94 lacs in the previous year primarily on account of addition in castor and other capacity at Gandhidham plant.

Consolidated Net Loss after tax for the current year ₹ 10809.88 lacs against consolidated Net Profit after tax for ₹ 7020.73 lacs for the previous year. Mainly due to increase in material cost and foreign exchange loss.

Consolidated exchange rate fluctuation loss accounted to ₹ 6247.09 lacs as against consolidated exchange fluctuation gain of ₹ 1859.47 lacs in the previous year.

A significant part of Gokul's raw material is imported. So your company has a major exposure in US dollar. The company has in place hedging policy which is reviewed from time to time and decisions are taken based on expert advice and market perceptions. During April to July 2011 rupee rate was in the range of ₹ 44 to ₹ 45 per dollar. It was also a fact that due to slowing down of US economy, market was not expecting strengthening of USD. But due to sudden Euro zone crisis there was an unexpected rise in USD rate which went above ₹ 53 in December 2011. Overall rupee depreciated by about 17.50% in 2011-12. These sudden and rapid fluctuations gave little time to take decisions in forex transactions and therefore we could not fully minimise the losses on account of foreign currency fluctuations.

Consolidated Earning per share (EPS) for the year ₹ (8.20) compared to previous year ₹ 5.32.

Balance sheet

Consolidated Reserve and surplus is reduced from ₹ 42625.06 lacs in the previous year to ₹ 32326.49 lacs in the year under review due to net loss of ₹ 10809.88 lacs.

Consolidated Long term borrowing is reduced from ₹ 8225.00 lacs to ₹ 5027.80 lacs in the current year as compared to previous year due to repayment of the term loans.

Consolidated Fixed Assets increased to ₹ 36363.93 lacs in the current year as compared to previous year ₹ 34747.52 lacs due to increased in the production capacity.

Consolidated Trade payable increased to ₹ 136576.15 lacs from ₹ 48828.35 lacs as compared to previous year.

Consolidated Trade receivables increased to ₹ 42384.02 lacs from ₹ 41621.74 lacs as compared to previous year.

Consolidated Cash and bank balance increased from ₹ 10269.38 lacs to ₹ 161734.02 lacs due to fixed deposit placed with various banks as margin money for opening of Letter of credits.

Human Assets

Human Resource is our key focus as it will lead to a competitive edge in the future with five core values as Customer Orientation, Excellence, Integrity, leadership and Innovation. All Gokul's employees are assigned a level under a particular band depending upon their role, impact and critically of job and the contribution to the Company's strategy.

The Company realizes that by just education is not enough to create true professionals. Giving the professionals an opportunity to harness their skills beyond the regular the Company has established an establishment with an aim to make Indian professionals emerge as global leaders. In an attempt to create world class professionals the Company believes in providing value-based training to its employees with high standards of organizational integrity and social responsibility.

Green Initiative- Wind Energy

The world is seriously concerned with the matter of global warming and the consequential impact on the global economy and the environment. It would be, therefore necessary for your Company to undertake initiatives to support the global movement combating the adverse impact.

As corporate citizens, we ensure that we conduct our business in a responsible and sustainable way. Energy savings, green power generation, waste recycle and pollution reduction are some of the key areas where we ensure strict internal control. We are carbon neutral and sensitive to sustainable development for the next generation. We strive to facilitate an environment policy framework that enables sustainable development. Today Gokul Refoils has 4 Wind Turbine Generators (WTGs) with a total power generation capacity of 5 MW in the states of Gujarat along with co-generation captive power plant at Haldiya and Gandhidham with the total capacity of 3.4 MW. Company is in process of installing wind turbine generators at Porbander with an installed capacity of 2.5 MW. After the installation the Company will have wind power generation capacity of 7.5 MW which is meant for captive use. The investment in green power is with a single aim to create a cleaner and pollution free environment.

As a step ahead towards Green business, we are also using castor de-oiled cake as a fuel to generate steam for our Gandhidham plant operations.

Corporate Governance- Self control is the Best Control

At the heart of the Company's Corporate Governance policy is the ideology of transparency and openness. The senior leadership at Gokul Refoils, comprising of the Board of Directors and Senior Management, sincerely believe that corporate accountability and corporate governance enable wealth creation. It is believed that the imperative for good Corporate Governance lies not merely in drafting code of Corporate Governance but in practicing it.

Company's Philosophy on Corporate Governance is built on rich legacy of fair, transparent and effective governance which includes strong emphasis on human values, individual dignity and adherence to honest, ethical and professional conduct. Going ahead, we see qualitative participation from the independent Directors in the board to ensure strategic inputs and world class governance practices.

Significant developments subsequent to last financial year

1. The Company has increased its production / processing capacity from 2394000 MT to 3024000 MT as on date.
2. At Sidhpur plant Mustered Solvent extraction capacity increased from 400 TPD to 700 TPD.
3. The Company has expanded its castor seed processing capacity by 900 TPD and Castor cake extraction capacity increased by 600 TPD and Castor refining capacity by 200 TPD at Gandhidham plant.
4. At Haldia plant fractionation capacity increased from 600 TPD to 800 TPD and also added capacity of 100 TPD for bakery and 100 TPD for Vansapati/IEF at Gandhidham Plant.

**Risk and Concern**

The main areas of concerns are:

1. The overall scenario is also impacted by volatility in commodity and currency prices. Your Company makes use of forward cover/hedge mechanism to manage these risks. The Company's raw materials as well as finished products are traded in futures market which gives opportunity to hedge the price risks related to raw material and finished goods.
2. Government policies play an important role in the businesses of your Company. 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 stake holders, including domestic farmers, industry, consumers etc.
3. Ocean freight, port congestions, storage infrastructure could contribute to challenges faced by your Company, as substantial part of the international operations of your Company is within the Asian region, and given the growing 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.
4. Domestic availability of oil seeds also depends upon weather and monsoon conditions. Your Company has processing facilities at two ports and two inland locations and therefore, the business model of your Company is designed to carry-on a majority of its production operations in situations of extreme changes in weather conditions.
5. Your Company is exposed to risks arising out of changes in rates of foreign currencies, the exposures on this account extends to products imported for sale in domestic markets, exported to other territories. Your Company utilises the hedging instruments available in the markets on an ongoing basis and manages the currency exposures pro-actively.
6. Fuel prices continue to be an area of concern as fuel is widely used in manufacturing and distribution operations and has a direct impact on total costs.

Internal Control System and their adequacy

In view of the management, the Company has adequate internal control system for the business processes followed by the Company. External and internal Auditors carry out periodical review of the functioning and suggest changes if required. The Company has also a sound budgetary control system with frequent reviews of actual performance as against those budgeted.

The Audit Committee of the Board meets periodically to review various aspects of performance of the Company and also reviews the adequacy and effectiveness of the internal control system and suggests improvement for strengthening them from time to time. External Auditor also attends this Meeting and conveys their views on the business process and also of the policies of financial disclosures. When found necessary, the Committee also gives suggestions on this matter.

A Way Forward

To meet the challenges amidst growing industry size and the need to consolidate, your Company has initiated several measures on proactive basis, which will allow your Company to build-on its current presence and market share in the edible oil and Industrial products like castor oil and meals. Your Company is thus poised to undertake the business opportunities arising from leadership position in the industry.

Your company is focusing on driving cost and operational efficiencies by use of latest and modern technology confirming to global standards will provide an edge to itself and its business partners and place it at a better pedestal as compared to its peers. Your Company will continue to strengthen itself in areas of sourcing raw materials from points of origin, reducing inefficiencies in supply chain and logistics, capabilities to process at multiple locations, improvements in product quality and increased sales of branded products in retail segment.

The consumption of edible oil in packed form, given its current low base and vast untapped potential, offer tremendous business opportunities to expand business volumes in retail segment. Your Company, having a large base of branded sales, is strongly oriented to capitalize the growing business opportunities in this direction and set ambitious targets to scale up its presence in branded segment. Your Company will significantly undertake strengthening business processes for quality, scalability, sustainability and visibility in the area of branded products. Your Company will expand its distribution channels across the country, broad base its product range and invest in brand position / promotion programs to achieve the objective.

Your Company is strengthening the existing internal business processes, commensurate with the internal control systems more particularly in the areas of Marketing, Information technology, Human resource systems and Risk management and is thus gearing-up to meet the challenges ahead.

Your Company is of the view that strategic initiatives in the above mentioned areas will prove beneficial for the Company and the stakeholders in the long term.

Cautionary Statement

The statements made and figures given in the various Sections of "Management Discussion and Analysis" and keeping in the mind the Company's objectives, estimates and expectations. The actual results may differ from those expected depending upon the economic conditions, changes in Government Regulations, tax regimes and other external and internal factors.

REPORT ON CORPORATE GOVERNANCE

In accordance with Clause 49 of the Listing Agreement with the Stock Exchanges in India and some of the best practices followed internationally on Corporate Governance, the report containing the details of Governance systems and processes at Gokul Refoils and Solvent Limited is as under:

1. CORPORATE GOVERNANCE PHILOSOPHY:

Corporate Governance is the set of policies, processes and practices governing the affairs of Company in pursuit of its business goals. Corporate Governance is based on the principles of integrity, fairness, equity, transparency, accountability and commitment to values. The Company has laid a strong foundation for making corporate governance a way of life by constituting a Board with balanced mix of experts of eminence and integrity, forming a core group of top level executives, including competent professionals across the organization and putting in place best systems, process and technology and innovation with superior application and customer services skills.

At the heart of Company's corporate governance policy is the ideology of transparency and openness in the effective working of the management and Board. It is believed that the imperative for good corporate governance lies not merely in drafting code of corporate governance but in practicing it. Your Company confirms the compliances of corporate governance as contained in Clause 49 of the Listing Agreement.

Your Company's Philosophy on Corporate Governance is built on rich legacy of fair, transparent and effective governance which includes strong emphasis on human values, individual dignity and adherence to honest, ethical and professional conduct. The Code of Conduct acts as a guide to the employees on the values, ethics and business principles expected of them.

Traditional views of governance as a regulatory and compliance requirement have given way to adoption of governance tailored to the specific needs of the Company. Clause 49 has set the benchmark compliance rules for a listed Company and the baseline for governance standards. Gokul Refoils and Solvent Limited not only adheres to the prescribed corporate practices as per Clause 49 but is constantly striving to adopt emerging best practices worldwide. It is our endeavor to achieve higher standards and provide oversight and guidance to management in strategy implementation and fulfillment of stated goals and objectives.

In order to ensure sustainable returns to all stakeholders of the business, it is imperative, especially for large organizations, to adopt and follow certain policies, procedures and processes, which together constitute a "Code of Corporate Governance". It is important that such a Code is institutionalized, to ensure transparency, consistency and uniformity of decision making processes and actions. Gokul Refoils and Solvent Limited has always believed in such a "Sound" Code of Corporate Governance, as a toll for highest standards of management and business integrity.

2. BOARD OF DIRECTORS:

2.1 Composition, Meeting and attendance record of each Director:

The details of Directors on the Board of the Company as on 31st March, 2012 is as under:

Name of Directors	Status	Category
Mr. Balvantsinh Rajput	Chairman & Managing Director	Non-Independent and Executive
Mr. Kanubhai Thakkar	Managing Director	Non-Independent and Executive
Mr. Dineshkumar Sharma*	Director	Non-Independent and Non-Executive
Mr. Piyushchandra Vyas	Director	Independent and Non-Executive
Dr. Dipuba Devada	Director	Independent and Non-Executive
Mr. Karansinhji Mahida	Director	Independent and Non-Executive
Mr. Gyan Chordia*	Executive Director	Non- Independent and Executive
Mr. Jayant Parimal*	Director	Independent and Non-Executive

Mr. Jayant Parimal has ceased to be Director w.e.f. 24th September, 2011. Mr. Gyan Chordia had been appointed as the Executive Director with effect from 15th June, 2011 and he resigned with effect from 31st March, 2012. Mr. Dineshkumar Sharma has been appointed as Wholtime Director-Legal of the Company with effect from 14th May, 2012.

All the Independent Directors of the Company furnished a declaration at the time of their appointment as also annually that they qualify the tests of their being independent as laid down under Clause 49. The attendance record of the Directors at the Board Meeting held during the financial year ended on 31/03/2012 and the last Annual General Meeting (AGM) and the details of their other Directorship and Committee Chairmanship and Membership are given here below:-

Name of Director	No of Board Meeting Held	No of Board Meeting attended	Attendance at last AGM	No of Directorship in other Indian Public Limited	No of Chairmanship / Membership of Committees.*	
					Chairman ship	Member ship
Mr. Balvantsinh Rajput	05	05	Y	1	Nil	Nil
Mr. Kanubhai Thakkar	05	05	Y	1	Nil	2
Mr. Dineshkumar Sharma	05	04	Y	Nil	Nil	1
Mr. Piyushchandra Vyas	05	05	Y	1	1	1
Dr. Dipuba Devada	05	05	Y	Nil	2	1
Mr. Karansinhji Mahida	05	05	Y	Nil	Nil	2
Mr. Gyan Chordia*	04	04	N	1	Nil	1
Mr. Jayant Parimal*	03	00	N	Nil	Nil	1

* Mr. Jayant Parimal has ceased to be Director w.e.f. 24th September, 2011. Mr. Gyan Chordia had been appointed as the Executive Director with effect from 15th June, 2011 and he resigned with effect from 31st March, 2012.

Three Committees namely Audit Committee, Remuneration Committee and Investor Grievances and Share Transfer Committee are constituted.

During the Financial Year 2011-12, **Five** Board Meetings were held on the following dates:

09th May, 2011; 15th June, 2011; 10th August, 2011; 15th November, 2011; 14th February, 2012.

2.2 Director's Profile:

Mr. Balvantsinh Rajput, the Chairman and Managing Director started as a commodity trader and has an experience of more than two decades in edible oil industry. He is involved in overall management, forming business strategy and implementing strategic initiatives of the Company. Mr. Balvantsinh Rajput has articulated, designed and implemented the growth story of the Company. His vision to produce products of great taste and purity and reach it to each and every kitchen in India has shown the path of success to the Company. He is co-chairman of the Vegetable Oil Processing Committee constituted by Solvent Extractors Association of India (SEA). He is also associated with various Trade Associations.

Mr. Kanubhai Thakkar, the Managing Director started as a commodity trader about two decades back. He is actively involved in the business development activities and major expansion initiatives undertaken by the Company. He has been conferred the honour of "The Oil Man of the Year-2005" by 'Globeoil India', one of world's premier vegetable oil research organization. He is also the Chairman of Western Zone Solvent Extractors Association of India and office bearer of various committees like SEA international oil and Oil Meal Traders Council, SEA Imports Vegetable Oil Processors Council, SEA Castor seed and Oil Promotion Council.

Mr. Dineshkumar Sharma, the Director has experience of over eighteen years in the Edible Oil Industry and presently looking after the legal and liasioning functions of the Company.

Dr. Dipuba Devada, an Independent Director, is a Post graduate in Science & Education and a Ph.D. She is currently the Principal of Dada Dukhayal College of Education and a life member of the All India Association of Educational Research, Gujarat Ganit Mandal & Gujarat Statistical Association.

Mr. Piyushchandra Vyas, an Independent Director, is Graduate in Commerce with Honours and L.L.B. He has worked with SBI for 6 years as a Grade I Officer, with Gujarat Industrial Investment Corporations Ltd as Financial Controller for 17 years, Executive Director (Finance) with Gujarat State Police Housing & Corporation Limited for 5 years. He has also been associated with the Gujarat Chamber of Commerce as Dy. Secretary General and Indo American Chamber of Commerce as Secretary. He was Director in many Companies.

Mr. Karansinhji Mahida, an Independent Director has rich experience of more than 31 years in Government and Government Corporations in various capacities. In addition to this he has served as an Additional Secretary to the Government of Gujarat.

3. Board Meeting, Committee Meetings and Procedure:

- (i) Minimum four Board Meetings are held in each year, which are pre-scheduled. Apart from the four pre-scheduled Board Meeting additional Board Meetings are convened by giving appropriate notice to address the specific needs of the Company.
- (ii) The Meetings are normally held at the Company's Corporate Office at "Gokul House" 43, Shreemali Co-op Hou Society, Opp. Shikhar Building, Navrangpura, Ahmedabad – 380 009.
- (iii) Agenda and Notes on Agenda are circulated to the Directors, in advance, in defined agenda format. Where it is not practicable to attach any document to the Agenda, the same is tabled before the Meeting with specific reference to this effect in the Agenda.
- (iv) The Company Secretary records the minutes of the proceedings of the each Board Meeting and Committee Meeting. The minutes of proceedings of a Meeting entered in the minutes Books with in 30 days from the conclusion of that Meeting.

4. Audit Committee:

The Audit Committee of the Company is constituted in line with the provisions of Clause 49 of the Listing Agreement of the Stock Exchange read with Section 292A of the Companies Act, 1956.

As on 31st March, 2012 the Audit Committee comprises of Three Non Executive and Independent Directors and one Non-Independent and Executive.

Mr Piyushchandra R Vyas is the Chairman of the committee.

The composition of the Audit Committee and the details of the Meeting attended by the members of the audit committee are given below:

Audit Committee upto 24th September, 2011

Name of Member	Category	No of Meeting Attended
Mr. Piyushchandra Vyas	Independent and Non-Executive	3
Mr. Kanubhai Thakkar	Non-Independent and Executive	3
Mr. Karansinhji Mahida	Independent and Non-Executive	3
Mr. Jayant Parimal	Independent and Non-Executive	0

Audit Committee after 24th September, 2011

Name of Member	Category	No of Meeting Attended
Mr. Piyushchandra Vyas	Independent and Non-Executive	2
Mr. Kanubhai Thakkar	Non-Independent and Executive	2
Mr. Karansinhji Mahida	Independent and Non-Executive	2
Dr. Dipuba Devada	Independent and Non-Executive	2

During the Financial Year 2011-12, **Five** Audit Committee Meetings were held on the following dates:

09th May, 2011; 15th June, 2011; 10th August, 2011; 15th November, 2011; 14th February, 2012.

Members of the Audit Committee have requisite financial and management expertise and have held or hold senior positions in reputed organizations.

The Statutory Auditors, Internal Auditor and Chief Financial Officer are invited to attend and participate at the Meetings of the Committee.

Mr. Kalpesh Desai acts as a Secretary of the Committee.

The Chairman of the Committee was present at the Annual General Meeting held on 24th September, 2011.

Broad terms of reference:

1. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
2. Recommending the appointment and re-appointment of the Statutory Auditors, Internal Auditors and Tax Auditors.
3. Reviewing and discussing with the management, the annual financial statements before submission to the Board with particular reference to:
 - a) Matters required being included in the Director's Responsibility statement to be included in the Board's Report in terms of Clause (2AA) of Section 217 of the Companies Act, 1956.
 - b) Changes, if any, in accounting policies and practices and reasons for the same.
 - c) Major accounting entries involving estimates based on the exercise of judgment by the management.
 - d) Significant adjustments made in the financial statements arising out of audit findings.
 - e) Compliance with listing and other legal requirements relating to financial statements arising out of Audit findings.

4. Reviewing the Quarterly and Half yearly financial results and the Annual financial statements before they are submitted to the Board.
5. Reviewing and discussing with the management, performance of Statutory and Internal Auditors, and adequacy of the Internal Control System.
6. Reviewing and discussing the adequacy of Internal Audit Functions.
7. Reviewing the Management Discussion and Analysis of financial condition and results of operation.
8. Reviewing the Internal Audit Reports relating to internal control weakness.

5. Remuneration Committee:

The Remuneration Committee of the Company is constituted in line with the provisions of Clause 49 of the Listing Agreement of the Stock Exchange.

As on 31st March, 2012 the Remuneration Committee comprises of 3 Non-Executive & Independent Directors.

Dr. Dipuba H Devada is the Chairperson of the Committee.

The terms of reference of the committee are as follows:

- i. To determine on behalf of the Board and on behalf of the shareholders, the Company policy on specific remuneration packages for executive Directors.
- ii. To approve the payment of remuneration to managerial personnel as per the policy laid down by the committee.

The composition of the remuneration committee is given below:

Name of Member	Category
Dr. Dipuba Devada	Independent and Non-Executive
Mr. Karansinhji Mahida	Independent and Non-Executive
Mr Piyushchandra Vyas	Independent and Non-Executive

Remuneration policy:

The Remuneration committee has been constituted to recommend to the Board of Directors, Remuneration package of the Managing /Wholtime Directors.

Details of remuneration Payable to the Directors for the Financial Year ended 31st March, 2012

Name of Directors	Salary (Per Annum)	Sitting Fees	Total
Mr. Balvantsinh Rajput	48,00,000	-	48,00,000
Mr. Kanubhai Thakkar	48,00,000	-	48,00,000
Mr. Dineshkumar Sharma	-	-	-
Mr. Piyushchandra Vyas	-	37,500	37,500
Dr. Dipuba Devada	-	25,500	25,500
Mr. Karansinhji Mahida	-	-	-
Mr. Gyan Chordia	40,00,000	-	40,00,000
Mr. Jayant Parimal	-	-	-

The Remuneration Payable to Mr. Balvantsinh Rajput and Mr. Kanubhai Thakkar, Managing Directors of the Company was restricted to ₹ 4,00,000/- p.m. as per Clause 1(B) of Section II of Part II of Schedule XIII of the Companies Act, 1956.

Apart from the above remuneration, no Directors is entitled for any other Benefits, Bonus, Severance fees or performance Linked incentives for the Financial year 2011-12.

The notice period is one month from either side, no policy for severance fees.

The Company has not issued any stock Option to its Employees or Directors.

Details of Shares Held by the Directors as on 31st March, 2012 are as Under:

Name of Directors	No. of Shares
Mr. Balvantsinh Rajput	18742500
Mr. Kanubhai Thakkar	18517500
Mr. Dineshkumar Sharma	100
Mr. Piyushchandra Vyas	300
Dr. Dipuba Devada	-
Mr. Karansinhji Mahida	-
Mr. Gyan Chordia	-
Mr. Jayant Parimal	-

6. Shareholders'/ Investors' Grievance and Share Transfer Committee:

The Shareholders'/Investors' Grievances and Share Transfer Committee has been constituted as per the provisions set out in the Listing Agreement.

Dr. Dipuba H Devada is the Chairperson of the Committee.

The terms of reference of the said committee are as follows:

- Review the report submitted by the Registrar and Share Transfer Agents of the Company at half yearly intervals.
- Periodically interact with the Registrar and Share Transfer Agent to ascertain and look into the quality of the Company's Shareholders grievance redressal system and to review the report on the functioning of the said investor grievances redressal system.

The committee consisting 3 members:-

Name of Member	Category	No of Meeting Attended
Dr. Dipuba Devada	Independent and Non- Executive	4
Mr. Dineshkumar Sharma	Non-Independent and Non-Executive	4
Mr. Kanubhai Thakkar	Non-Independent and Executive	4

During the Financial Year 2011-12, Four Shareholders'/ Investors' Grievance and Share Transfer Committee Meetings were held on the following dates:

20th April, 2011, 28th July, 2011, 19th October, 2011 and 20th January, 2012.

Mr. Kalpesh Desai, Company Secretary is the Compliance Officer. His address and contact details are given below:

Gokul Refoils and Solvent Limited

"Gokul House", 43, Shreemali Co. Op Housing Society Limited, Opp. Shikhar Building, Navrangpura, Ahmedabad -380 009

Tel:- +91-79-66615253/61905569/61905570 Fax:- +91-79-66304543 email: csgrsl@gokulgroup.com;

7. Subsidiary Companies:

The Company's Indian Subsidiary Company fall under the definition of "Material non-listed" Indian Subsidiary. The requirements with respect to subsidiaries as specified in the Listing Agreement have been complied with.

8. General Body Meetings:

a) Annual General Meetings:

AGM	Date	Time	Venue
16 th AGM	12/09/2009	11.00 a.m.	State Highway No. 41, Nr. Sujanpur Patia, Sidhpur -384 151, Gujarat. India
17 th AGM	24/07/2010	11.00 a.m.	State Highway No. 41, Nr. Sujanpur Patia, Sidhpur -384 151, Gujarat. India
18 th AGM	24/09/2011	11.00 a.m.	State Highway No. 41, Nr. Sujanpur Patia, Sidhpur -384 151, Gujarat. India

In addition to Annual General Meeting, the Company holds General Meetings of the shareholders as and when need arises. There was no such Meeting held during the year.

b) Special Resolutions passed through Postal Ballot:

No Special Resolution was passed through Postal Ballot during 2011-2012. None of the businesses proposed to be transacted in the ensuing Annual General Meeting require passing a Special Resolution through Postal Ballot.

9. Disclosures:

- None of the transactions with any of the related parties were in conflict with the interest of the Company. Attention of Members is drawn to the disclosure of transactions with the related parties set out notes on accounts Schedule-21 forming part of the Annual Report. The Company's major related party transactions are generally with its subsidiaries and associates. The related party transactions are entered into based on considerations of various business exigencies such as synergy in operations, sectoral specialization and the Company's long term strategy for Sectoral investments, optimization of market share, profitability, legal requirements, liquidity and capital resources of subsidiaries and associates. All related party transactions are negotiated on arm length basis and are intended to further the interests of the Company.
- In the preparation of the financial statements, the Company has followed the Accounting policies and practices as prescribed in the Accounting Standards and there is no change in the accounting treatment during the year under the review.
- The implementation of the risk assessment and minimization procedure is under progress and the Board members are periodically informed of the status.
- There has been no instance of non-compliance by the Company on any matter related to capital markets during the last year and no penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any statutory authority.

- e) The Managing Director and Chief Executive Officer have furnished a Certificate to the Board of Directors for the year ended 31st March, 2012 in compliance with Clause 49 of Listing Agreement.
- f) A qualified Practicing Company Secretary carried out Reconciliation of Share capital audit to reconcile the total admitted capital with National Securities Depository Limited and Central Depository Services Limited and the total issued and listed capital. The Reconciliation of Share capital audit confirms that the total issued/ paid- up capital of the Company is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.
- g) As per the newly inserted Clause 5A of the Listing Agreement and in light of SEBI's notification No. SEBI/CFD/DIL/LA/2009/24/04 on 24th April, 2009, the Company has to maintain a separate account in order to credit the unclaimed shares which could not be allotted to the rightful shareholder due to insufficient/ incorrect information or any other reason. The voting rights in respect of the said shares will be frozen till the rightful owner claims such shares. In pursuant to the same, the Company has opened a suspense account with HDFC bank bearing Demat Account No. IN301151 27790805. Total Quantity of shares lying in the said account are 2215 as on 31st March, 2012.

Summary of the said account:

Details	No. of Investor	No. of Shares
Opening Balance	6	2215
Claimed and transferred during the year	0	0
Balance Outstanding	6	2215

The voting rights on the shares unclaimed shall remain frozen till the rightful owner of such shares claims the shares.

- h) Certificate from the Auditors of the Company M/s M.R. Pandhi and Associates, confirming compliance with the conditions of the Corporate Governance as stipulated under Clause 49 is attached to the Director's Report forming part of the Annual Report.
- i) As per the Circular No. 2/2011 dated 8th February, 2011 and circular no. 3/2011 dated 21st February, 2011 the consent of the Board of Directors has been availed for not attaching the balance sheet of the subsidiary companies in this Annual Report. Annual accounts of the subsidiary companies and the related detailed information shall be made available to shareholders of the holding and subsidiary companies seeking such information at any point of time. The annual accounts of the subsidiary companies have also been kept for inspection in the head office of the holding Company and of the subsidiary companies concerned. The hard copy of details of accounts of subsidiaries shall be made available to any shareholder on demand.
- j) Green Initiative in the Corporate Governance - The Ministry of Corporate Affairs has vide its Circular No. 17/2011, 18/2011 and 21/2011 has clarified that the Company would have complied with Section 53 of the Companies Act, if the service of documents has been made through electronic mode provided that the Company has obtained e-mail addresses of its Members for sending the notice/documents through e-mail by giving an advance opportunity to every shareholders to register their e-mail address and changes therein from time to time with the Company.

In this connection, the Members who wish to receive the future documents of the Company in electronic mode can register their E-mail addresses at the following Email IDs or send us the E-communication registration form to the address as mentioned in the E-communication form. The said form is attached.

Company - csgsrsl@gokulgroup.com

Registrar - chanda.valeja@linkintime.co.in, Dnyanesh.gharote@linkintime.co.in

10. Means of communication:

- a) Quarterly Results: The quarterly, half yearly and annual results are published in widely circulating national and local dailies such as "The Indian Express" in English and "Financial Express" in Gujarati. These results are not sent individually to the shareholders but are displayed on the Company's Website www.gokulgroup.com.
- b) News Releases, Presentations, etc: Official news releases, detailed presentations made to media, institutional investors, etc are displayed on the Company's website www.gokulgroup.com. Official media releases are sent to the Stock Exchanges.
- c) Website: The Company's website www.gokulgroup.com contains a separate Section for "Investor Relations" where shareholders information is available. The Annual report of the Company is also available on the website in a user-friendly and downloadable form.
- d) Annual Report: Annual Report containing, inter alia, Audited Annual Accounts, Consolidated Financial Statements, Directors' Report, Auditors Report and other important information is circulated to members and other entitled thereto.

11. Management discussion and analysis report:

The Management discussion and analysis report (MD&A) forms part of the Annual Report.

12. General Shareholders information:

- a) **Date, time and venue of the 19th Annual General Meeting:**

Day & Date	Time	Venue
Saturday, 29 th September, 2012	11.00 A.M.	State Highway No. 41, Nr. Sujapur Patia, Sidhpur -384 151, Gujarat. India

- b) **Financial Year:** 1st April, 2011 to 31st March, 2012.

- c) **Book Closure Date:**

The Register of Members and Share Transfer books of the Company will be closed from Tuesday, the 25th Septemebr, 2012 to Saturday, the 29th September, 2012 (both days inclusive) for the purpose of the 19th Annual General Meeting.

d) Listing on Stock Exchanges:

The Company's shares are listed on the following Stock Exchanges with effect from 4th June, 2008.

Bombay Stock Exchange Limited (BSE) P. J. Towers, Dalal Street, Mumbai – 400 001 Stock code: 532980	National Stock Exchange of India Limited (NSE) Exchange Plaza, Bandra-Kurla Complex, Bandra East, Mumbai – 400 051. Stock code: 16705
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Annual Listing Fees for the year 2012-2013 have been paid by the Company to BSE and NSE.

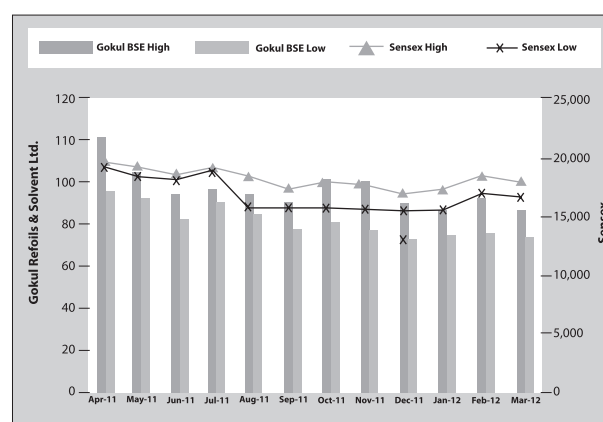
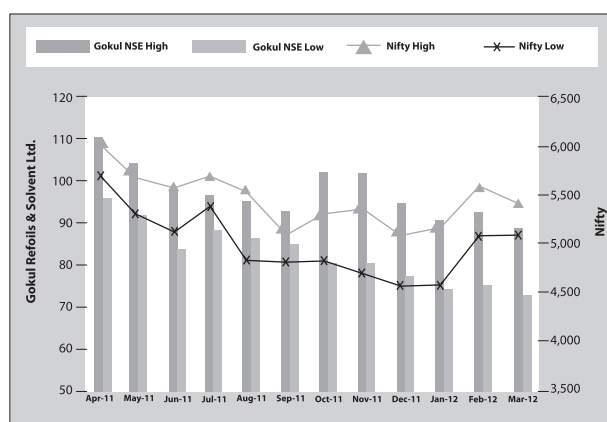
ISIN No of Equity Shares : INE020J01029

Corporate Identity Number (CIN No.) : L15142GJ1992PLC018745 (Face value of ₹ 2/- per share)

e) Market price Data:

Month	NSE		BSE	
	High (₹)	Low (₹)	High (₹)	Low (₹)
April, 2011	110.40	94.55	110.80	94.00
May, 2011	104.80	92.15	102.00	90.80
June, 2011	96.00	81.00	96.00	80.50
July, 2011	97.50	87.40	97.50	88.15
August, 2011	94.20	83.40	94.00	84.00
September, 2011	92.00	82.35	92.00	80.15
October, 2011	101.00	80.10	101.00	83.10
November, 2011	98.00	80.50	98.00	81.50
December, 2011	91.00	75.85	91.00	72.10
January, 2012	89.00	73.15	85.95	74.30
February, 2012	92.00	74.15	92.00	74.00
March, 2012.	83.00	72.55	84.00	73.80

f) Performance of the Share price of the Company in comparison to BSE Sensex and NSE Nifty:



g) Registrar and Share Transfer Agents:

Name : Link Intime India Pvt. Ltd.
(Formerly known as Intime Spectrum Registry Limited)
C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (W). Mumbai -400 078.
Tel : 022- 25963838 Fax : 022-25946969
Contact Person : Chanda Valeja
Website : www.linkintime.co.in

h) Shareholding Pattern (As on 31st March 2012):

a) Distribution of Shareholding as on 31st March 2012:

No. of Shares	No. of Shareholders	% to Shareholders	No. Of Shares	% to Total
1-500	3334	87.95	558632	0.42
501-1000	154	4.06	126742	0.10
1001-2000	79	2.08	125378	0.10
2001-3000	41	1.08	102264	0.07
3001-4000	17	0.44	58007	0.04
4001-5000	22	0.58	107464	0.08
5001-10000	35	0.92	270305	0.20
10001- Above	109	2.87	130546208	98.98
Total	3791	100.00	131895000	100.00

b) Shareholding Pattern as on 31st March, 2012:

Category	No. of Shares Held		Total Shares	% of Holding
	Demated	Physical		
Promoters/Relatives of Directors	74947500	0	74947500	56.80
Corporate Bodies (Promoter Co.)	17062500	0	17062500	12.95
Financial Institutions	1624200	0	1624200	1.22
Foreign Inst. Investor	12722477	0	12722477	9.65
Other Bodies Corporate	18169167	0	18169167	13.77
Public	5536170	5415	5541585	4.21
Clearing Member	1321652	0	1321652	1.00
Office Bearers	18580	0	18580	0.01
Non Resident Indians	17995	0	17995	0.01
Non Resident (Non Repatriable)	469344	0	469344	0.36
Total	131889585	5415	131895000	100.00

13. Corporate Ethics:

The Company adheres to the highest standards of business ethics, compliances with statutory and legal requirements and commitment to transparency in business dealing. A code of conduct for Board Members and senior management has been adopted pursuant to Clause 49 (D) of the Listing Agreement.

Code of Conduct for Board Members and Senior Management

The Board of Directors of the Company adopted the Code of conduct for its Members and Senior Management at their Meeting held on 23/06/2008. The code highlights Corporate Governance as the cornerstone for sustained management performance, for serving all the stakeholders and for instilling period of association.

The code is applicable to all Directors and Specified Senior Management executives. The code impresses upon Directors and Senior Management Executives to uphold the interest of the Company and its stakeholders towards them. Another important principle on which the code is based that the Directors and senior management executive shall act in accordance with the highest standard of honesty, integrity, fairness and technical conduct and shall exercise utmost good faith, due care and integrity in performing their duties.

DECLARATION

I, Balvantsinh Rajput, Chairman and Managing Director of Gokul Refoils and Solvent Limited hereby declare that as of 31st March, 2012, all the Board Members and Senior Management Personnel have affirmed the Compliance with the Code of Conduct and Ethics for Directors and Senior Management Personnel laid down by the Company.

For, **Gokul Refoils and Solvent Limited.**

Place : Ahmedabad
Date : 13th August, 2012

Balvantsinh Rajput
Chairman & Managing Director.

14. Certificate on Corporate Governance:

The Certificate for the compliance of the Corporate Governance has been attached herewith.

For, **Gokul Refoils and Solvent Limited.**

Place : Ahmedabad
Date : 13th August, 2012

Balvantsinh Rajput
Chairman & Managing Director.

CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of
Gokul Refoils And Solvent Ltd.

We have examined the compliance of conditions of Corporate Governance by **Gokul Refoils and Solvent Ltd.**, for the year ended on **31st March, 2012**, as stipulated in clause 49 of the Listing Agreement of the said Company with stock exchanges.

The compliances of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was carried out in accordance with guidance note on certification on Corporate Governance(as stipulated in Clause 49 of the Listing Agreement) issued by the institute of Chartered Accountants of India and was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. 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 explanations given to us, we certify that the Company has complied with the conditions of the Corporate Governance as stipulated in the above mentioned Listing Agreement to the extent it was applicable.

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

For, **M.R.PANDHI AND ASSOCIATES**
Chartered Accountants

Date : 13th August,2012
Place : Ahmedabad

M.R. Pandhi
Partner
Membership No.: 33057

MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER CERTIFICATION

To
The Board of Directors
GOKUL REFOILS AND SOLVENT LIMITED

We, the undersigned in our respective capacities as Managing Director and Chief Executive Officer of Gokul Refoils and Solvent Limited (the Company) have reviewed the financial statements and the cash flow statements for the year 2011-12 and that to the best of our knowledge and belief certify that:

1. These statements do not contain any materially untrue statement or Omit any material fact or contain statements that might be misleading;
2. These statements together present a true and fair view of the Company's affair and are in compliance with existing accounting standards, applicable laws and regulations.
3. They are to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct. We hereby declare that all the members of Board of Directors and senior management have confirmed Compliance with the Code of Conduct as adopted by the Company.
4. We accept responsibility for establishing and maintaining internal control system and that we have evaluated the effectiveness of the internal control system of the Company and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of internal control system, if any of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
5. We further certify that we have indicated to the auditors and the Audit Committee:
 - a) There have been no significant changes in the internal control system during the year.
 - b) There have been no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - c) There have been no instances of significant fraud, of which we have become aware, involving management or an employee having a significant role in the Company's internal control system.

Place : Ahmedabad
Date : 13th August,2012

Hitesh Thakkar
Chief Executive Officer

Kanubhai Thakkar
Managing Director

AUDITORS' REPORT

To
The Members of
Gokul Refoils and Solvent Limited

We have audited the attached Balance Sheet of GOKUL REFOILS AND SOLVENT LIMITED ("the Company") as at 31st March, 2012 and the Statement of Profit and Loss and also the Cash Flow Statement of the Company for the year ended annexed thereto. These financial statements are responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those 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 applied and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides reasonable basis for our opinion.

1. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.
2. In our opinion, the Company has kept proper books of account as required by law, so far, as it appear from our examination of the books.
3. 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 of the Company.
4. In our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report comply with the accounting standards referred to in Sub-Section (3C) of Section 211 of the Companies Act, 1956.
5. On the basis of written representations received from the Directors as on 31st March, 2012 and taken on record by the Board of Directors, we report that none of the Directors is as on 31st March, 2012, prima facie disqualified from being appointed as a Director in terms of clause (g) of sub -Section (1) of Section 274 of Companies Act, 1956.
6. In our opinion and to the best of our information and according to the explanations given to us, the said accounts read with the Significant Accounting Policies and notes thereon give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with accounting principles generally accepted in India.
 - (a) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2012 ;
 - (b) In the case of the Statement of Profit and Loss, of the Loss for the year ended on that date; and
 - (c) In the case of Cash Flow Statement, of the cash flows for the year ended on that date.

As required by the Companies (Auditor's Report) Order, 2003, as amended by the Companies (Auditors Report) (Amendment) Order, 2004 issued by the Central Government of India in terms of Section 227 (4A) of the Companies Act, 1956 and on the basis of such checks of books and records of the Company as considered appropriate and as per the information and explanations given to us, we further report that

- (i) In respect of Fixed Assets:
 - 1) The Company has generally maintained proper records showing full particulars including quantitative details and location of the fixed assets.
 - 2) As explained to us, the fixed assets have been verified by the management at reasonable intervals, according to a phased verification program which, in our opinion is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
 - 3) In our opinion Company has not disposed off substantial part of its fixed asset during the year and the going concern status of the Company is not affected.
- (ii) In respect of its Inventories:
 - 1) As explained to us, inventories have been physically verified during the year by the management. In our opinion the frequency of verification is reasonable.
 - 2) In our opinion and according to information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.

- 3) In our opinion and according to the information and explanations given to us, the Company has maintained proper record of its inventories. As explained to us no material discrepancies were noticed on physical verification, of inventories as compared to the book records.
- (iii) In respect of loans, secured or unsecured, granted or taken by the Company to or from companies, firms or others parties covered in the register maintained u/s 301 of the Companies Act 1956, according to the information and explanation given to us:
 - (A) In respect of Loans granted
 - 1) The Company has granted unsecured loans during the year aggregating to ₹ 670.73 Lacs to four companies covered in the register maintained u/s 301 of the Companies Act 1956. The maximum amount involved during the year including opening balance was ₹4271.94 Lacs and the year-end balance of loans granted to such parties was ₹ 3119.74 Lacs.
 - 2) In our opinion and according to the information and explanations given to us ,the rate of interest and other terms and conditions of the loans given by the Company, are not prima facie prejudicial to the interest of the Company.
 - 3) The principal amount is repayable on demand and there is no repayment schedule. The interest is payable on demand.
 - 4) In respect of said loans, the same are repayable on demand and therefore the question of overdue amounts does not arise. In respect of interest, there are no overdue amounts
 - (B) In respect of Loans taken
 - 1) The Company has not taken any unsecured loan during the year from companies, firm or the other parties listed in the register maintained u/s 301 of the Companies Act 1956. Consequently, the requirements of clauses (iii) (f) and (iii) (g) of paragraph 4 of the Order are not applicable.
- (iv) In our opinion and according to the information and explanations given to us, there are, generally, adequate internal control procedures commensurate with the size of the Company and nature of its business with regard to purchase of inventory and fixed assets and also for the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system.
- (v) In respect of transactions entered in the register maintained in pursuance of Section 301 of The Companies Act 1956.
 - 1) On the basis of the audit procedures performed by us, and according to the information, explanations and representation given to us the particulars of all transactions in which directors were interested, as contemplated under Section 297 and Section 299 of the Companies Act, 1956 and which were required to be entered in the register maintained under Section 301 of the said Act have been so entered.
 - 2) In our opinion and according to the information and explanation given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained u/s 301 of the Companies Act, 1956 exceeding value of ₹ 5 Lacs in respect of each party during the year have been made at prices which appear reasonable as per information available with the Company.
- (vi) The Company has not accepted any deposits from public during the year within the meaning of Section 58A and Section 58AA of the Companies act, 1956. Therefore the requirements of clauses (vi) of paragraph 4 of the Order are not applicable.
- (vii) In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (viii) We have broadly reviewed the cost records maintained by the Company pursuant to Companies Cost Accounting Records/Rules 2011 prescribed by The Central Governments under Section 209 (1) (d) of the Companies Act, 1956 and are of the opinion that prima facie the prescribed cost records have been maintained. We have not, however, made a detailed examination of the records with a view to determining whether they are accurate or complete.
- (ix) According to information and explanations given to us in respect of statutory and other dues
 - a. According to the records of the Company apart from certain instances of delays in depositing undisputed statutory dues, the Company has been regular in depositing undisputed statutory dues, including Provident Fund, Income Tax, Sales Tax, Wealth Tax, Custom Duty, Cess , excise duty, service tax and other material statutory dues with the appropriate authorities during the year. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March, 2012 for a period of more than six months from the date of becoming payable.

- b. According to the information and explanation given to us and the records of the Company, the Company has not deposited disputed statutory dues aggregating to ₹1008.15 Lacs on account of disputed matters pending before appropriate authority as mentioned below.

Sr. No	Name of Statute	Nature of Dues	Amount (₹ in Lacs)	Forum where dispute is pending
1	Custom Act 1962	Custom Duty (F.Y2003-04) (F.Y 2004-05)	730.94	Commissioner of Custom Kandla
2	Income Tax Act 1961	Income Tax (F.Y2007-08)	277.21	Commissioner of Appeal Gandhinagar Range Ahmedabad

- (x) The Company does not have accumulated losses at the end of the financial year; Company has incurred cash losses during the financial year covered by audit. Company had not incurred cash losses in the immediately preceding financial year.
- (xi) Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that the Company has not defaulted in the repayment of dues to banks. The Company has not borrowed funds from Financial Institution or Debenture holder.
- (xii) In our opinion and according to the explanation given to us, the Company has not given any loans and advances on the basis of security by way of pledge of shares, debenture and other securities.
- (xiii) In our opinion, the Company is not a chit fund /Nidhi /mutual benefit fund/society. Therefore, the provisions of the clause (xiii) of paragraph -4 of the Order are not applicable to the Company.
- (xiv) According to the information and explanation given to us, the Company is not trading in shares, securities and debentures. The Company has maintained proper records of the transactions in respect of dealing in shares and other investments and timely entries have been made there in. All shares and other investments have been held by the Company in its own name.
- (xv) According to the information and explanations given to us and representations made by the management, the Company has given guarantee for loans taken from banks by its subsidiary and firm in which the Company is a partner. According to the information and explanations given to us, we are of the opinion that the terms and conditions of such guarantees are not prima facie prejudicial to the interests of the Company.
- (xvi) In our opinion and according to the information and explanations given to us, term loans have been applied for the purposes for which they were obtained.
- (xvii) According to the information and explanations given to us, and on an overall examination of the financial statements of the Company, we report that the Company has used short term funds to the extent of ₹ 1120.97 Lacs for long term investment.
- (xviii) According to the information and explanations given to us the Company has not made any preferential allotment of share to parties and Companies covered in the register maintained u/s 301 of the Companies Act 1956.
- (xix) According to the information and explanations given to us and the records examined by us, the Company has not issued any debenture during the financial year and therefore the question of creating security or charge in respect thereof does not arise.
- (xx) The Company has not raised any monies by way of public issue during the year.
- (xxi) To the best of our knowledge and belief and according to the information and explanations given to us, no material fraud on or by the Company was noticed or reported during the year.

For, **M.R. PANDHI AND ASSOCIATES**
Chartered Accountants
(Firm Registration No.: 112360W)

M.R. Pandhi
Partner

Membership No.: 33057

Date : 13th August, 2012
Place : Ahmedabad

Balance Sheet as at 31st March 2012

(₹ in Lacs)

Particulars	Note No.	As at 31 st March 2012	As at 31 st March 2011
I. EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	3	2,637.90	2,637.90
(b) Reserves and surplus	4	30,437.93	41,146.55
2 Non-current liabilities			
(a) Long-term borrowings	5	5,027.80	8,225.00
(b) Deferred tax liabilities (Net)	6	-	3,215.00
(c) Other Long term liabilities		-	-
(d) Long-term provisions	7	67.85	42.35
3 Current liabilities			
(a) Short-term borrowings	8	166,367.48	45,238.29
(b) Trade payables	9	132,573.10	44,983.60
(c) Other current liabilities	10	6,128.95	5,799.11
(d) Short-term provisions	11	3,221.54	1,248.42
TOTAL		346,462.55	152,536.22
II. ASSETS			
Non-current assets			
1 (a) Fixed assets			
(i) Tangible assets	12	33,408.85	33,361.15
(ii) Intangible assets		165.20	148.21
(iii) Capital work-in-progress		2,782.16	1,228.41
(iv) Intangible assets under development			
(b) Non-current investments	13	1,469.29	1,214.89
(c) Long-term loans and advances	14	1,467.95	466.85
(d) Other non-current assets		-	-
2 Current assets			
(a) Current investments	15	20,829.65	3,822.76
(b) Inventories	16	58,182.75	47,544.57
(c) Trade receivables	17	41,804.36	37,317.64
(d) Cash and bank balances	18	159,498.93	8,565.42
(e) Short-term loans and advances	19	21,594.61	15,623.16
(f) Other current assets	20	5,258.79	3,243.16
TOTAL		346,462.55	152,536.22

Significant accounting policies and notes forming part of Financial Statements 1 to 45

As per our report of even date attached

FOR M.R. PANDHI & ASSOCIATES

Chartered Accountants

(Firm Registration No: 112360W)

M.R. Pandhi

Partner

Membership No: 33057

Place : Ahmedabad

Date : 13th August, 2012

For and on behalf of the Board

Balvantsinh Rajput *Chairman and Managing Director*

Kanubhai Thakkar *Managing Director*

Kalpesh Desai *Company Secretary*

Place : Ahmedabad

Date : 13th August, 2012

Statement of Profit and Loss for the year ended 31st March 2012

(₹ in Lacs)

Particulars	Note No.	For the year ended 31 st March 2012	For the year ended 31 st March 2011
I. Revenue from operations	21	648,717.16	453,631.55
II. Other income	22	6,621.21	1,079.04
III. Total Revenue (I + II)		655,338.37	454,710.59
IV. Expenses:			
Cost of materials consumed	23	513,447.84	338,825.45
Purchases of Stock-in-Trade	24	86,358.75	67,569.14
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	25	1,035.99	(1,840.08)
Employee benefits expense	26	2,509.74	2,077.04
Finance Cost	27	14,962.90	7,582.82
Depreciation and amortization expense	12	3,289.67	3,018.65
Other expenses	28	47,777.98	28,478.53
Total expenses		669,382.86	445,711.55
V. Profit/(Loss) before Tax (III- IV)		(14,044.49)	8,999.04
VI. Tax expense:			
(1) Current Tax (MAT)		-	2,758.28
Less: Mat Credit entitlement		-	175.66
Net Current Tax		-	2,582.62
(2) Deferred Tax		(3,215.00)	271.99
(3) Excess/(short) provision of earlier years		(120.87)	53.64
VII. Profit/ (Loss) for the Year		(10,708.62)	6,198.07
VIII. Earnings per equity share: (Face value ₹ 2 per share)			
(1) Basic in Rupees		(8.12)	4.70
(2) Diluted in Rupees		(8.12)	4.70

Significant accounting policies and notes forming part of Financial Statements 1 to 45

As per our report of even date attached

FOR M.R. PANDHI & ASSOCIATES

Chartered Accountants

(Firm Registration No: 112360W)

M.R. Pandhi

Partner

Membership No: 33057

Place : Ahmedabad

Date : 13th August, 2012

For and on behalf of the Board

Balvantsinh Rajput *Chairman and Managing Director*

Kanubhai Thakkar *Managing Director*

Kalpesh Desai *Company Secretary*

Place : Ahmedabad

Date : 13th August, 2012

Cash Flow Statement for the year ended 31st March 2012

(₹ in Lacs)

Particulars	For the year ended 31 st March 2012	For the year ended 31 st March 2011
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit/(Loss) before taxation and extraordinary items	(14,044.49)	8,999.04
Adjustment for :-		
Depreciation	3,289.67	3,018.65
Loss/(Profit) on sale of Fixed Assets-Net	1.64	25.81
Interest Income	(6,451.77)	(844.08)
Interest paid	6,218.28	3,954.60
Dividend Income	(126.92)	(0.36)
(Profit)/Loss from partnership firm	7.70	(143.10)
Gain on Sale of Mutual Fund	(50.81)	(113.46)
Provision for retirement benefits	(8.82)	35.11
Provision for doubtful debts	84.75	27.38
Total	2,963.72	5,960.54
Operating Profit before working capital changes	(11,080.77)	14,959.58
Adjustment for :-		
Increase in trade receivables	(4,571.48)	(18,379.43)
Increase in loans & advances & other current assets	(8,269.61)	(4,646.27)
Increase in other bank balances	(150,252.09)	(783.48)
Increase in Inventories	(10,638.18)	9,072.38
Increase in trade Payables & Others	90,902.03	6,488.01
Cash Generated from Operations	(93,910.10)	6,710.79
Direct tax Paid	(517.13)	(1,873.68)
Cash Flow before extraordinary items	(94,427.23)	4,837.11
Extraordinary Items	-	-
Net cash from Operating Activities	(94,427.23)	4,837.11
B. CASH FLOW FROM INVESTMENT ACTIVITIES		
Purchase of Fixed Assets	(4,934.08)	(4,327.65)
(Purchase)/disposal of Investment (net)	(17,261.29)	(3,397.54)
Proceeds from sale of fixed assets	24.33	32.26
Interest Received	6,451.77	844.08
Dividend Received	126.92	0.36
Profit/(Loss) from partnership firm	(7.70)	143.10
Gain on Sale of Mutual Fund	50.81	113.46
Loans to Others Corporates	(342.30)	(407.76)
Loans to subsidiary /Associates	(376.28)	625.31
Net Cash from Investment Activities	(16,267.82)	(6,374.38)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from issuance of share capital (Net of expenses)	-	-
Interest paid	(6,218.28)	(3,954.60)
Dividend and Tax on Dividend	(337.24)	(615.21)
Borrowings (Net)	117,931.99	6,636.16
Net Cash from financial activities	111,376.47	2,066.35
NET INCREASE /(DECREASE) IN CASH AND CASH EQUIVALENTS	681.42	529.08
OPENING BALANCE IN CASH AND CASH EQUIVALENTS	1,221.94	692.86
CLOSING BALANCE IN CASH AND CASH EQUIVALENTS	1,903.36	1,221.94

As per our report of even date

Notes on Cash Flow Statement:

- The above statement has been prepared following the "Indirect Method" as set out in Accounting Standard 3 on Cash Flow Statement issued by the Institute of Chartered Accountants of India.
- Cash and Cash Equivalents represent Cash and Bank (including fixed deposits having maturity upto 3 months).

As per our report of even date attached

FOR M.R. PANDHI & ASSOCIATES

Chartered Accountants
(Firm Registration No: 112360W)

M.R. Pandhi

Partner
Membership No: 33057

Place : Ahmedabad
Date : 13th August, 2012

For and on behalf of the Board

Balvantsinh Rajput *Chairman and Managing Director*

Kanubhai Thakkar *Managing Director*

Kalpesh Desai *Company Secretary*

Place : Ahmedabad
Date : 13th August, 2012

NOTE: - 1 Significant Accounting Policies and Notes forming part of the Accounts

(A) Basis of preparation of financial statements and revenue recognition:-

- i) The financial statement have been prepared under the historical cost convention in accordance with the generally accepted accounting principles in India and the provisions of the Companies Act, 1956 as adopted consistently by the Company.
- ii) Accounting policies not specifically referred to otherwise are consistent with generally accepted accounting principles followed by the Company.
- iii) Sale of goods is recognized on transfer of significant risk and rewards of ownership which is generally on shipment and dispatch to customers. Sale is inclusive of excise duty and other levies wherever applicable. Export benefits/Value added tax benefits are recognized as Income when the right to receive credit as per the terms of the scheme is established and there is no significant uncertainty regarding the claim. Other revenue/ cost are recognized on accrual basis. Dividend income is recognized when right to receive is established. Interest income is recognized on time proportion basis taking in to account the amount outstanding and rate applicable. Share of profit and loss from partnership firm is recognized when Company's right/obligation to receive/ pay is established.

(B) Fixed Assets & Depreciation / Amortization:-

- i) Fixed assets tangible and intangible are stated at cost of acquisition or construction net of recoverable taxes less accumulated depreciation and impairment losses if any . All cost including finance Cost, till commencement of commercial production is capitalized. Application software expenses for internal use are treated as intangible assets.
- ii) Depreciation on fixed assets is provided on the straight Line Method at the rates and in the manner prescribed in Schedule XIV of the Companies Act 1956. Intangible assets are amortized equally over five years.
- iii) Pursuant to Accounting standard 28 " Impairment of Assets" issued by the ICAI, the Company has a system to review the carrying cost of all the assets vis-à-vis recoverable value and impairment loss, if any is charged to Profit and Loss account in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting periods is reversed if there has been a change in estimate of recoverable amount.
- iv) Lease hold assets are amortized over the period of lease from the date of start of commercial production.

(C) Investments:-

- i) Long term Investments are stated at cost of acquisition. Provision for diminution in the value of long term investments is made only if such decline is other than temporary in the opinion of the management.
- ii) Current Investments, if any, are stated at lower of cost and fair value determined on individual investment basis.
- iii) Investments in shares of foreign subsidiaries are expressed at the rates of exchange prevailing at the time when original investments were made.

(D) Foreign Currency Transactions:-

- i) Transactions denominated in foreign currency are normally recorded at the exchange rate prevailing at the time of the transactions. Monetary items denominated in foreign currency remaining unsettled at the year-end are restated at the exchange rate prevailing at the end of the year. Gains and losses on foreign exchange transactions other than those relating to fixed assets are charged to profit & loss account. Premium paid on forward contract has been recognized over the life of the contract. Any profit or loss on cancellation or renewal of such forward exchange contract is recognized as income or expenditure for the period. Non-monetary foreign currency items are considered at cost.

(E) Inventories:-

Inventories are valued at lower of cost and net realizable value except by products which are valued at estimated net realizable value. In determining the cost of raw material, stores, spares, and other material the first in first out (FIFO) method is used. Finished goods and work in progress include material cost, labour and factory overheads and excise duty, if applicable.

(F) Employee Retirement Benefit:-

- i) Company makes contributions in respect of provident fund to Government authorities and the liability is limited to the extent of contributions. The employees of the Company are entitled to leave as per leave policy of the Company. The liability in respect of unutilized leave balances is provided based on an actuarial valuation carried out by an independent actuary as at the year end and charged to the Profit and Loss Account.
- ii) The Company has created a trust and has taken group gratuity policy with The Life Insurance Corporation of India for the future payments of retiring gratuities. The liability for the defined benefit plan of Gratuity is determined on the basis of an actuarial valuation by an independent actuary at the year end which is calculated using Projected Unit Credit Method. Actuarial gains and losses which comprise experience adjustment and the effect of changes in actuarial assumptions are recognized in the Profit and Loss Account.

(G) Lease Rent:-

Lease rentals are expensed with reference to lease terms and other considerations.

(H) Liquidated Damages:-

Liquidated damages / Penalties, if any are provided whenever there is a claim from party and when the same is accepted by the Company.

(I) Custom Duty:-

The year end inventory is inclusive of custom duty.

(J) Taxation:-

Taxation expense comprises current tax and deferred tax charge or credit. Provision for income tax is made on the basis of the assessable income at the tax rate applicable to the relevant assessment year. Advance tax and tax deducted at source are adjusted against provision for taxation and balance, if any, are shown in the balance sheet under respective heads.

(K) Deferred Taxation:-

Deferred tax resulting from timing differences between book and tax profit is accounted for under the liability method at the current rate of Income tax to the extent that the timing differences are expected to crystallize as deferred tax charge/ benefit in the profit and loss account and as deferred tax Assets/Liability in the Balance Sheet.

(L) Insurance Claim:-

Insurance and other claims to the extent considered recoverable are accounted for in the year of claim based on the amount assessed by the surveyor. However, claims and refund whose recovery cannot be ascertained with reasonable certainty, are accounted for on acceptance/actual receipts basis.

(M) Borrowing Cost:-

Borrowing cost that is attributable to the acquisition or construction of qualifying assets is capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to profit and loss account.

(N) Excise Duty and Sales Tax:-

Excise duty has been accounted on the basis of both payment made in respect of goods cleared and provision for goods lying in bonded area. Sales Tax is charged to Profit and Loss Account.

(O) Use of Estimates:-

In preparing Company's financial statements in conformity with accounting principles generally accepted in India, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates. Difference between the actual results and estimates are recognized in the period in which results are known/materialized.

(P) Commodity Hedging Transactions:-

The commodity hedging contracts are accounted on the date of their settlement and realized gain/(loss) in respects of settled contracts are recognized in the profit and loss account, along with the underlying transactions. Pursuant to announcement on accounting for the derivatives issued by the Institute of Chartered Accountants of India (ICAI), in accordance with the principle of prudence as enunciated in Accounting Standard -1 (AS-1) "Disclosure of Accounting Policies" the Company provide for losses in respect of all outstanding derivatives contracts at the balance sheet date by marking them mark to market. Any net unrealized gains arising on such Mark to Market are not recognized as income.

(Q) Provision, Contingent Liabilities and Contingent Assets:-

Provisions involving substantial degree of estimation in measurement are recognized when there is present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements.

(R) Related Party Transaction:-

Parties are considered to be related if at any time during the year; one party has the ability to control the other party or to exercise significant influence over the other party in making financial and/or operating decision.

(S) Earnings per Share:-

The earning considered in ascertaining the Company's EPS comprises the net profit for the period after tax attributed to equity shareholders. The number of shares used in computing basic EPS is the weighted average number of shares outstanding during the year.

(T) Government Grants:-

Grants received against specific fixed assets are adjusted to the cost of the assets and those in the nature of promoter's contribution are credited to capital reserve. Revenue grants are recognized in the profit and loss account in accordance with the related schemes and in the period in which these are accrued and it is reasonably certain that the ultimate collection will be made.

(U) Share Issue Expenses:-

Share issue expenses are adjusted against security premium account

(V) Presentation and disclosures of financial statements:-

During the year ended 2012, the revised schedule VI notified under the Companies Act 1956, has become applicable to the Company, for preparation and presentation of its financial statements. The adoption of revised schedule VI did not have any impact on recognition and measurement principles followed for preparation of financial statement. However, it has significantly impacted presentation and disclosures made in the financial statements. The Company has also reclassified the previous year figures in accordance with the requirement applicable in the current year.

NOTE: - 2 Contingent Liabilities

(₹ in Lacs)

Particulars	2011-12	2010-11
(a) For letter of credit opened for which goods were in transit	15200.91	6836.87
(b) Guarantee given to banks.	938.80	1470.84
(c) For Corporate guarantee given	22921.60	20367.25
(d) Disputed demand of Custom Duty and Income Tax	1008.15	783.16

**GOKUL****NOTE-3 Share Capital****(₹ in Lacs)**

Particulars	As at 31 st March 2012		As at 31 st March 2011	
	Number	Amount	Number	Amount
a) Authorised Equity Shares of ₹ 2 each	175,000,000	3,500.00	175,000,000	3,500.00
b) Issued Equity Shares of ₹ 2 each	131,895,000	2,637.90	131,895,000	2,637.90
c) Subscribed & Paid up Equity Shares of ₹ 2 each fully paid	131,895,000	2,637.90	131,895,000	2,637.90
Total	131,895,000	2,637.90	131,895,000	2,637.90

(1) Reconciliation of Number of shares outstanding and the amount of share capital**(₹ in Lacs)**

Particulars	Equity Shares (2012)		Equity Shares (2011)	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	131,895,000	2,637.90	131,895,000	2,637.90
Shares issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	131,895,000	2,637.90	131,895,000	2,637.90

(2) Shareholders holding more than 5% equity share capital in the Company

Name of Shareholder	As at 31 st March 2012		As at 31 st March 2011	
	No. of Shares held	% of holding	No. of Shares held	% of holding
Mrs. Bhikhiben Rajput	18952500	14.37	18952500	14.37
Mr. Balvantsinh Rajput	18742500	14.21	18742500	14.21
Mr. Kanubhai Thakkar	18517500	14.04	18517500	14.04
Mrs. Manjulaben Thakkar	18465000	14.00	18465000	14.00
Cresta Fund Ltd	11675000	8.85	12140000	9.20
Profitline Securities Private Ltd	9187500	6.97	9187500	6.97
Shantiniketan Financial Services Pvt Ltd	7875000	5.97	7875000	5.97

(3) Aggregate no. of equity shares during five years immediately preceeding the date of balance sheet

Allotted as Equity Shares :	No. of Shares
Fully paid up pursuant to contract(s) without payment being received in cash	Nil
Fully paid up by way of bonus shares	Nil
Shares bought back	Nil

NOTE -4 Reserve and Surplus

(₹ in Lacs)

Particulars	As at 31 st March 2012	As at 31 st March 2011
a. Capital Reserves		
Opening Balance	74.17	74.17
Closing Balance	74.17	74.17
b. Securities Premium Account		
Opening Balance	15,754.85	15,754.85
Closing Balance	15,754.85	15,754.85
c. General Reserves		
Opening Balance	1,500.00	1,000.00
(+) Transfer from Surplus	-	500.00
Closing Balance	1,500.00	1,500.00
d. Surplus		
Opening balance	23,817.53	18,610.51
(+) Net Profit/(Net Loss) For the current year	(10,708.62)	6,198.07
(-) Proposed Dividends	-	337.24
(-) Interim Dividends	-	153.81
(-) Transfer to General Reserves	-	500.00
Closing Balance	13,108.91	23,817.53
Grand Total	30,437.93	41,146.55

NOTE-5 Long Term Borrowings

(₹ in Lacs)

Particulars	As at 31 st March 2012	As at 31 st March 2011
Secured Loan		
(a) Term loans		
from banks	5,027.80	8,225.00
Total	5,027.80	8,225.00

Salient terms and conditions of term loans are as follows:

Bank Name	Terms Of Repayment	Sanctioned Amount (₹ In Lacs)	Rate of Interest	Security
State Bank of Indore	20 QTLY INSTALLMENTS OF ₹ 65 Lacs EACH	1,300.00	11.25% p.a.	1 st charge over plant & machinery purchased out of bank's finance located at Gandhidham unit, Survey No.89. Personal guarantees of Shri Balvantsinh Rajput and Shri Kanubhai Thakkar, Pari passu 2 nd charge over all current assets of the Company.
State Bank of India	20 QTLY INSTALLMENTS OF ₹ 31.25 LACS EACH	700.00	8.75% p.a.	1 st charge pari passu with DCB over plant & machinery purchased out of bank's finance at Sidhpur unit. Pari passu 2 nd charge over all current assets of the Company. Pari passu first charge over the Company's office premises at gokul house. Personal guarantees of Shri Balvantsinh Rajput and Shri Kanubhai Thakkar, Corporate Guarantee of Gokul Overseas.
State Bank of India	54 MTHLY INSTALLMENTS OF ₹ 45 LACS*6 AND ₹ 77.71 LACS* 48 EACH	4,000.00	12.25% p.a.	1 st charge ranking pari passu with other term lenders for the project over all the immovable and movable fixed assets of the Company located at its Haldia unit. Pari passu first charge over the Company's office premises at gokul house. Personal guarantees of Shri Balvantsinh Rajput and Shri Kanubhai Thakkar, Corporate Guarantee of Gokul Overseas. Pari passu 2 nd charge over all current assets of the Company.
Punjab National Bank	20 QTLY INSTALLMENTS OF ₹ 120 Lacs EACH	2,500.00	12.00% p.a.	1 st pari passu charge over block assets including plant and machineries and residual charge on the entire block assets of the Company. Pari passu first charge over the Company's office premises at Gokul House. Personal guarantees of Shri Balvantsinh Rajput and Shri Kanubhai Thakkar, Corporate Guarantee of Gokul Overseas. Pari passu 2 nd charge over all current assets of the Company.
State Bank of Travancore	20 QTLY INSTALLMENTS OF ₹ 100 Lacs EACH	2,000.00	12.50% p.a.	1 st charge ranking pari passu with other term lenders for the project over all the immovable and movable fixed assets of the Company located at its Haldia unit. Pari passu 2 nd charge over all current assets of the Company ranking pari passu with other term lenders of the project. Personal guarantees of Shri Balvantsinh Rajput and Shri Kanubhai Thakkar
Union Bank of India	60 MTHLY INSTALLMENTS OF ₹ 14.35 LACS EACH	900.00	10.50% p.a.	Exclusive 1 st charge on hypothecation of two WTG's. Second pari-passu charge over all current assets of the Company. Personal guarantees of Shri Balvantsinh Rajput, Shri Kanubhai Thakkar, Smt B.B. Rajput and Smt. M.K. Thakkar. Pari passu first charge over land and building (excl. gandhidham unit), plant and machinery (excl. gandhidham unit), furniture fixture and pledge of 20 lacs shares of the Company belonging to their Directors.
Union Bank of India	20 QTLY INSTALLMENTS OF ₹ 125 Lacs EACH	2,500.00	12.50% p.a.	1 st charge on assets created at Haldia unit. Personal guarantees of Shri Balvantsinh Rajput and Shri Kanubhai Thakkar. Pari passu 2 nd charge over all current assets of the Company.
Allahabad Bank	20 EQUAL QTLY INSTALLMENTS OF ₹ 75 LACS EACH	1,500.00	11.50% p.a.	Exclusive charge over fixed assets financed by the bank for factory land bearing survey no. 80 & 91 at village Meghpar Borichi, Tal. Anjar, Dist Kutch. Pari passu 2 nd charge over all current assets of the Company.
Development Credit Bank	20 EQUAL QTLY INSTALLMENTS OF ₹ 50 LACS EACH	1,000.00	10.50% p.a.	Exclusive charge over fixed assets financed by the bank for castor oil plant at Gandhidham, Personal guarantees of Shri Balvantsinh Rajput and Shri Kanubhai Thakkar, Corporate guarantee of Gokul overseas.
Bank of Maharashtra	20 EQUAL QTLY INSTALLMENTS OF ₹ 82.50 LACS EACH	1,650.00	11.00% p.a.	Exclusive charge over fixed assets financed by the bank for chillex plant at Sidhpur, Personal guarantees of Shri Balvantsinh Rajput and Shri Kanubhai Thakkar.

NOTE-6 Deferred Tax Liabilities

(₹ in Lacs)

Particulars	As at 31 st March 2012	As at 31 st March 2011
(a) Deferred Tax Liabilities		
1. Depreciation	-	3,307.14
(b) Deferred Tax Assets		
1. Retirement Benefits	-	19.73
2. Provision for Doubtful Debts	-	72.40
Total	-	3,215.01

During the financial Year in the absence of virtual certainty deferred tax asset on account of unabsorbed depreciation and business loss has been recognised to the extent it can be realised against reversal of deferred tax liability.

NOTE-7 Long Term Provisions

(₹ in Lacs)

Particulars	As at 31 st March 2012	As at 31 st March 2011
(a) Provision for employee benefits		
Leave Encashment (unfunded)	67.85	42.35
Total	67.85	42.35

NOTE - 8 Short Term Borrowings

(₹ in Lacs)

Particulars	As at 31 st March 2012	As at 31 st March 2011
Secured		
(a) Loans repayable on demand		
Buyers Credit Loans	138,918.08	19,341.32
Cash credit/Overdraft/Export Packing Credit	27,449.40	15,885.46
Total	166,367.48	35,226.78
Unsecured		
(a) Loans repayable on demand		
from banks	-	10,011.51
Total	-	10,011.51
Grand Total	166,367.48	45,238.29

Company Does not have any default as on the balance sheet date in the repayment of any loan and interest.

Buyers credit is secured by comfort letters issued by bankers in favour of banks which is ultimately secured by pledge of fixed deposits. The rate of interest for buyers credit loans ranges 80-200 basis points over LIBOR for foreign currency loans and 11% to 13.75 % p.a. in case of cash credit /overdraft and packing credit.

Cash Credit /Overdraft and Packing credit loans from banks are secured by hypothecation of current assets of the Company on pari-passu basis and collateral secured by first charge /residual charge on all the fixed assets of the Company and personal guarantee of Shri Balvantsinh Rajput and Shri Kanubhai Thakkar and corporate guarantee of M/S Gokul Overseas.

NOTE -9 Trade Payables

(₹ in Lacs)

Particulars	As at 31 st March 2012	As at 31 st March 2011
a) Due to Micro, Small and Medium enterprises	-	-
b) Others	132,573.10	44,983.60
Total	132,573.10	44,983.60

The disclosures as required to be made relating to Micro ,Small, and Medium enterprises under the Micro, Small and Medium enterprises development Act 2006 (MSMED) are not furnished in the view of non availability of information with the Company from such enterprises.


GOKUL
NOTE -10 Other Current Liabilities

(₹ in Lacs)

Particulars	As at 31 st March 2012	As at 31 st March 2011
(a) Current maturities of long-term debt	3,402.50	4,386.00
(b) Duties and taxes	127.83	115.14
(c) Other Liabilities	31.49	195.70
(d) Staff and other dues	208.68	224.18
(e) Creditors for Capital items	372.00	335.72
(f) Advance from Debtors	1,986.44	542.36
Total	6,128.95	5,799.11

NOTE -11 Short Term Provisions

(₹ in Lacs)

Particulars	As at 31 st March 2012	As at 31 st March 2011
(a) Provision for employee benefits		
Employee Benefits	57.55	71.80
(b) Others		
Provision for expenses	3,162.29	309.10
Provision for Proposed Dividend (including DDT)	-	337.24
Provision for wealth tax	1.70	-
Provision for income tax (Net of Advance Tax)	-	530.28
Total	3,221.54	1,248.42

NOTE-12 Fixed Assets

(₹ in Lacs)

	Particulars	Gross Block				Accumulated Depreciation				Net Block	
		Balance as at 1 st April 2011	Additions	Deduction	Balance as at 31 st March 2012	Balance as at 1 st April 2011	Depre- ciation charge for the year	On disposals	Balance as at 31 st March 2012	Balance as at 31 st March 2011	Balance as at 31 st March 2012
a	Tangible Assets										
	Freehold Land	374.88	-	-	374.88	-	-	-	-	374.88	374.88
	Leasehold Land	772.29	-	-	772.29	17.35	8.68	-	26.03	754.93	746.26
	Buildings	8,076.41	10.99	-	8,087.40	774.48	253.05	-	1,027.53	7,301.94	7,059.87
	Plant and Equipment	33,632.19	3,080.16	6.70	36,705.65	9,516.88	2,868.40	-	12,385.28	24,115.31	24,320.38
	Furniture and Fixtures	252.85	29.11	-	281.96	71.74	18.09	-	89.83	181.10	192.13
	Office equipment	171.17	8.12	0.24	179.05	30.81	8.62	-	39.43	140.37	139.62
	Computers	299.21	38.03	1.45	335.79	155.59	42.32	1.35	196.56	143.62	139.23
	Vehicles	482.96	157.27	31.68	608.54	133.96	50.85	12.76	172.05	349.00	436.50
	Total	44,061.96	3,323.68	40.08	47,345.56	10,700.81	3,250.01	14.11	13,936.71	33,361.15	33,408.85
b	Intangible Assets										
	Brands /trademarks	7.86	-	-	7.86	7.86	-	-	7.86	-	-
	Computer software	204.59	56.65	-	261.25	56.39	39.66	-	96.05	148.21	165.20
	Total	212.45	56.65	-	269.11	64.25	39.66	-	103.91	148.21	165.20
c	Capital Work In Progress	1,228.41	3,593.03	2,039.28	2,782.16	-	-	-	-	1,228.41	2,782.16
	Total	1,228.41	3,593.03	2,039.28	2,782.16	-	-	-	-	1,228.41	2,782.16
	Total	45,502.82	6,973.37	2,079.36	50,396.82	10,765.05	3,289.67	14.11	14,040.62	34,737.77	36,356.20
	Previous Year Figures	41,301.38	8,224.39	4,022.94	45,502.82	7,814.54	3,018.65	68.13	10,765.05	33,486.84	34,737.77

NOTE-13 Non Current Investment

(₹ in Lacs)

Particulars	As at 31 st March 2012	As at 31 st March 2011
A Other Investments (Refer B below)		
(a) Investment in Equity instruments	1,068.25	813.85
(b) Investments in Government or Trust securities	1.04	1.04
(c) Investments in partnership firms*	400.00	400.00
Total	1,469.29	1,214.89

Particulars	2012	2011
Aggregate amount of quoted investments (Market value of ₹ 2191917 (Previous Year ₹ 2714112))	6.39	6.39
Aggregate amount of unquoted investments	1,462.90	1,208.50

B. Details of Other Investments

Sr. No.	Name of the Body Corporate	Subsidiary / Associate / Others	No. of Shares / Units		Quoted / Unquoted	Partly Paid/ Fully paid	Extent of Holding (%)		Amount	
			2012	2011			2012	2011	2012	2011
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)
(a) Investment in Equity Instruments										
	Bank of Maharashtra	Others	9400	9400	Quoted	Fully Paid	-	-	2.16	2.16
	Central bank of India	Others	1492	1492	Quoted	Fully Paid	-	-	2.44	2.44
	Development Credit bank of India	Others	5176	5176	Quoted	Fully Paid	-	-	1.35	1.35
	Punjab National Bank	Others	1400	1400	Quoted	Fully Paid	-	-	0.43	0.43
	Gujarat Gokul Power Limited	Associate	24180	24180	Unquoted	Fully Paid	48.36%	48.36%	2.42	2.42
	Maurigo International Limited	Wholly Owned Subsidiary	100000	100000	Unquoted	Fully Paid	100%	100%	43.69	43.69
	Maurigo PTE Limited	Wholly Owned Subsidiary	2000001	1500001	Unquoted	Fully Paid	100%	100%	930.75	676.35
	Professional Commodity Services Pvt. Ltd.	Wholly Owned Subsidiary	600000	600000	Unquoted	Fully Paid	100%	100%	85.00	85.00
(b) Investments in Government or Trust securities										
	Government and Trust Securities	Others	-	-			-	-	1.04	1.04
(c) Investments in partnership firms*										
	Gokul Overseas	Others	-	-			15%	15%	400.00	400.00
Total			-	-			-	-	1,469.29	1,214.89

c. Constitution of Gokul Overseas (Partnership Firm)

(₹ in Lacs)

Name of Partner	% of Share in Profit/Loss	Fixed Capital (Amount)	Current Capital (Amount)
1 Shri Balvantsinh Rajput	20	200.00	(1,731.76)
2 Shri Kanubhai Thakkar	20	200.00	(32.12)
3. Smt. B.B. Rajput	20	200.00	(540.14)
4. Smt. M.K.Thakkar	20	200.00	(4,678.74)
5. Gokul Refoils & Solvent Ltd.	15	400.00	10,802.12
6. Dharmendra B. Rajput	2.5	-	(0.92)
7. Jayesh K Thakkar	2.5	-	(0.92)
Total	100	1,200.00	3,817.53

NOTE- 14 Long Term Loans Advance

(₹ in Lacs)

Particulars	As at 31 st March 2012	As at 31 st March 2011
a. Capital Advances		
Unsecured, considered good	1,071.39	119.38
b. Security Deposits		
Unsecured, considered good	396.57	347.47
Total	1,467.95	466.85

NOTE-15 Current Investment

(₹ in Lacs)

Particulars	As at 31 st March 2012	As at 31 st March 2011
(a) Investments in Mutual Funds	9,999.99	-
(b) Investments in partnership firm	10,829.66	3,822.76
Total	20,829.65	3,822.76

(₹ in Lacs)

Particulars	As at 31 st March 2012	As at 31 st March 2011
Aggregate amount of unquoted investments	20,829.65	3,822.76

Details of Current Investments

(₹ in Lacs)

Sr. No.	Name of the Body Corporate	Subsidiary / Associate / JV Controlled Entity/Others	No. of Shares / Units		Quoted / Unquoted	Partly Paid/ Fully paid	Extent of Holding (%)		Amount	
			2012	2011			2012	2011	2012	2011
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)
	Investments in Mutual Funds									
	SBI Premier Liquid	Others	593274.47	-	Unquoted	Fully paid	-		9,999.99	-
	Investments in partnership firm									
	Gokul Overseas (Refer Note-13 Above)	Others	-	-			15%	15%	10,829.66	3,822.76
	Total		-	-			-		20,829.65	3,822.76

NOTE- 16 Inventories

(₹ in Lacs)

Particulars	As at 31 st March 2012	As at 31 st March 2011
a. Raw Materials and components	23,045.49	11,997.67
b. Work-in-progress	1,397.78	407.44
c. Finished goods	26,044.08	32,477.07
d. Stock in trade	4,652.34	245.66
e. Stores and spares (including chemical, fuel & packing)	3,043.07	2,416.72
Total	58,182.75	47,544.57

NOTE- 17 Trade Receivables

(₹ in Lacs)

Particulars	As at 31 st March 2012	As at 31 st March 2011
Trade receivables outstanding for a period less than six months from the date they are due for payment Unsecured, considered good	28,337.49	34,243.53
Total	28,337.49	34,243.53
Trade receivables outstanding for a period exceeding six months from the date they are due for payment Unsecured, considered good	13,709.74	3,232.22
Less: Provision for doubtful debts	242.86	158.11
Total	13,466.88	3,074.11
Grand Total	41,804.36	37,317.64

Trade Receivable stated above include debts due by:

(₹ in Lacs)

Particulars	As at 31 st March 2012	As at 31 st March 2011
Firm in which some of the Directors and Company are partners	3,869.87	2,193.24
	3,869.87	2,193.24

NOTE-18 Cash and Bank Balances

(₹ in Lacs)

Particulars	As at 31 st March 2012	As at 31 st March 2011
a. Cash and cash equivalent		
1. Balances with banks in Current Accounts	1,839.79	1,147.98
2. Cheques, drafts on hand	-	-
3. Cash on hand*	63.57	73.96
b. Other Bank balances		
1. Fixed Deposit with Bank	9,853.81	77.12
2. Fixed Deposit held as Margin Money	147,741.00	7,266.00
3. Balances for Unclaimed Share App Money	0.14	0.34
4. Balances for Unpaid dividend	0.62	0.02
Total	159,498.93	8,565.42

**GOKUL****NOTE-19 Short Term Loans and Advance****(₹ in Lacs)**

Particulars	As at 31 st March 2012	As at 31 st March 2011
a. Loans and advances to related parties		
Unsecured, considered good (Due from Subsidiaries and Associates)	4,419.15	4,042.87
	4,419.15	4,042.87
b. Others		
Unsecured, considered good	17,175.46	11,580.29
	17,175.46	11,580.29
Total	21,594.61	15,623.16

Loans and Advance in the nature of loans given to Subsidiaries and associates**(₹ in Lacs)**

Name of the Companies	As at 31 st March 2012	As at 31 st March 2011
a) Maurigo Pte Ltd, Singapore (Maximum balance outstanding during the year ₹ 2597.22 Lacs) (Previous Year ₹ 6180.60 Lacs)	2,202.39	1,797.48
b) Professional Commodities Services Private Limited (Maximum balance outstanding during the year ₹ 362.56 Lacs) (Previous Year ₹ 0.00 Lacs)	362.56	-
c) Maurigo International Limited (Maximum balance outstanding during the year ₹ 1312.16 Lacs) (Previous Year ₹ 1292.24 Lacs)	554.78	1,046.36
d) Loans and Advances Include amounts due from associates Concern. Gujarat Gokul Power Ltd (Maximum Balance o/s. during the year ₹ 1302.28 Lacs) (P.Y ₹ 1199.03 Lacs)	1,299.41	1,199.03
Total	4,419.14	4,042.87

NOTE-20 Other Current Assets**(₹ in Lacs)**

Particulars	As at 31 st March 2012	As at 31 st March 2011
a) Gratuity Fund Assets	40.30	-
b) Debt Receivable	5,218.49	3,243.16
Total	5,258.79	3,243.16

NOTE- 21 Revenue From Operations
(₹ in Lacs)

Particulars	For the year ended 31 st March 2012	For the year ended 31 st March 2011
Sale of products	642,606.82	447,029.83
Other operating revenues	8,008.00	7,177.59
Less:	-	-
Excise duty	1,897.66	575.87
Total	648,717.16	453,631.55

Break-up of Sales
(₹ in Lacs)

Particulars	For the year ended 31 st March 2012	For the year ended 31 st March 2011
Edible oils/Non Edible oils& by product	558,800.02	379,244.10
Vanaspati	17,072.77	17,868.83
De Oiled Cake/Oil cake	64,836.37	49,341.03
Total	640,709.16	446,453.96

NOTE-22 Other Income
(₹ in Lacs)

Particulars	For the year ended 31 st March 2012	For the year ended 31 st March 2011
Interest Income		
Interest on Fixed Deposits	5,123.42	390.01
Interest from Partnership Firm	1,068.56	343.60
Interest from subsidiaries	61.00	47.17
interest from others	198.78	63.30
Dividend Income from		
Long term Investment	0.53	0.36
Liquid mutual fund	126.39	-
Net gain/(loss) on sale of investments	-	-
Short term profit on sale of share /mutual fund	50.81	114.96
Net gain /(loss) from partnership firm	(7.70)	143.10
Other non-operating income	(0.59)	(23.46)
Total	6,621.21	1,079.04

NOTE- 23 Cost of Material Consumed
(₹ in Lacs)

Particulars	For the year ended 31 st March 2012	For the year ended 31 st March 2011
Opening Stock of Raw Material	11,997.67	23,357.47
Purchase	508,674.79	314,942.56
Closing Stock of Raw Material	23,045.49	11,997.67
Total	497,626.97	326,302.36
Purchase Expenses	5,664.16	3,378.59
Total	5,664.16	3,378.59
Opening Stock of Other Material	1,888.91	1,468.68
Purchase	10,625.20	9,564.73
Closing stock of Other Material	2,357.40	1,888.91
Total	10,156.71	9,144.50
Grand Total	513,447.84	338,825.45

**GOKUL****Break up of Consumption of Raw Materials****(₹ in Lacs)**

Particulars	For the year ended 31 st March 2012	For the year ended 31 st March 2011
Crude oils	263,192.54	182,830.04
Cake	5,092.95	3,972.71
Oil Seeds	229,341.51	139,499.62
Total	497,627.00	326,302.37

NOTE- 24 Purchase of Stock In Trade**(₹ in Lacs)**

Particulars	For the year ended 31 st March 2012	For the year ended 31 st March 2011
Purchase of goods traded	86,358.75	67,569.14
Total	86,358.75	67,569.14

NOTE- 25 Change in Inventories of Finished Goods and Work In Progress**(₹ in Lacs)**

Particulars	For the year ended 31 st March 2012	For the year ended 31 st March 2011
Opening Stock of Finished Goods	32,477.07	25,522.48
Closing Stock Of Finished Goods	26,044.08	32,477.07
Change in inventories of Finished Goods	6,432.99	(6,954.59)
Opening Stock of Traded Goods	245.66	5,451.26
Closing Stock Of Traded Goods	4,652.34	245.66
Change in inventories of Traded Goods	(4,406.67)	5,205.59
Opening Stock of Work in Progress	407.44	316.37
Closing Stock Of Work in Progress	1,397.78	407.44
Change in inventories of Work in progress	(990.33)	(91.08)
Grand Total	1,035.99	(1,840.08)

NOTE- 26 Employee Benefit Expenses**(₹ in Lacs)**

Particulars	For the year ended 31 st March 2012	For the year ended 31 st March 2011
Salary, wages and Bonus	2,381.09	1,944.33
Contribution to PF and Other Funds	83.21	94.70
Staff welfare expenses	45.44	38.01
Total	2,509.74	2,077.04

The Company has recognised as an expenses in profit and loss account in respect of defined contribution plan ₹ 66.83 Lacs (Previous Year ₹ 37.08 Lacs) administrated by government

Defined benefit plan and long term employment benefit**a. Defined Benefit Plan (Gratuity)**

The Company has a defined benefit gratuity plan. Every employee who has completed five years and more service gets a gratuity on death or resignation or retirement at 15 days salary (last drawn salary) for each completed years of service, the scheme is funded with insurance Company in the form of qualifying insurance policy.

b. Long Term Employment Benefit (Leave Wages)

Leave wages are payable to all eligible employees at the rate of daily salary for each day of accumulated leave on death or resignation or upon retirement on attaining superannuation age.

	Particulars	For the year ended 31 st March 2012		For the year ended 31 st March 2011	
		Privilege Leave (Non-funded)	Gratuity (Funded)	Privilege Leave (Non-funded)	Gratuity (Funded)
1.	Change in the present value of the defined benefit obligation.				
	Opening defined benefit obligation	42.47	110.32	23.71	59.78
	Interest cost	3.55	9.23	1.98	5.00
	Current service cost	12.40	28.90	26.34	30.75
	Benefits paid	(3.74)	(11.70)	(0.43)	(4.43)
	Actuarial (gain) / losses on obligation	15.52	(26.65)	(9.13)	19.20
	Closing defined obligation	70.21	110.10	42.47	110.32
2.	Change in the fair value of plan asset				
	Opening fair value of plan assets	-	94.28	-	67.34
	Expected return on plan assets	-	10.94	-	7.48
	Contributions by employer	-	59.68	-	25.69
	Benefits paid	-	(11.70)	-	(4.43)
	Actuarial gains/ (losses)	-	(2.79)	-	(1.80)
	Closing fair value of plan assets	-	150.40	-	94.28
3.	Actual return on plan assets:				
	Expected return on plan assets	-	10.94	-	7.47
	Actuarial gain / [loss] on plan assets	-	(2.79)	-	(1.80)
	Actual return on plan asset	-	8.15	-	5.67
4.	Amount recognized in the balance sheet:				
	(Assets) / Liability at the end of the year	70.21	110.10	42.47	110.32
	Fair value of plan Assets at the end of the year	-	150.40	-	94.27
	Difference	70.21	(40.30)	42.47	16.04
	Unrecognized past Service cost				
	(Assets) / Liability recognized in the Balance Sheet	70.21	(40.30)	42.47	16.04
5.	(Income) / Expenses recognized in P/L statement				
	Interest cost on benefit obligation	3.55	9.23	1.98	5.00
	Net actuarial (gain) / Loss in the period	(3.74)	(23.85)	(9.13)	21.01
	Net Benefit or expenses	31.48	3.33	19.19	49.29
	Opening net liability	42.47	16.04	23.71	(7.55)
	Expenses as above [P&L charge]	31.48	3.33	19.19	49.29
	Employer's contribution	(3.74)	59.68	(0.43)	(25.70)
	(Assets) / Liability recognized in the Balance Sheet	70.21	(40.3)	42.47	16.04
6.	Principal actuarial assumptions as at Balance sheet date: (Non-funded)				
	Discount rate [The rate of discount is considered based on market yield on Government Bonds having currency and terms consistence with the currency and terms of the post employment benefit obligations]	8.37%	8.37%	8.37%	8.37%
	Expected rate of return on the plan assets [The expected rate of return assumed by the insurance Company is generally based on their Investment patterns as stipulated by the Government of India]	0.00%	9.25%	0.00%	9.25%
	Annual increase in salary cost [The estimates of future salary increases considered in actuarial valuation, take account of Inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market]	7.00%	7.00%	7.00%	7.00%
7.	The categories of plan assets as a % of total plan assets are				
	Insurance Company	0.00%	100.00%	0.00%	100.00%

**GOKUL****NOTE-27 Finance Cost****(₹ in Lacs)**

Particulars	For the year ended 31 st March 2012	For the year ended 31 st March 2011
Interest expense	6,218.28	3,954.60
Other borrowing costs	5,153.73	1,768.75
Applicable net gain/(loss) on foreign currency transactions and translation	3,590.89	1,859.47
Total	14,962.90	7,582.82

NOTE -28 Other Expenses**(₹ in Lacs)**

Particulars	For the year ended 31 st March 2012	For the year ended 31 st March 2011
Consumption of Stores, Spares & Tools	681.29	427.42
Power and Fuel	6,926.17	5,201.12
Rent	233.75	106.11
Rates and Taxes	46.31	32.12
Repairs And Maintenance		
Building	39.21	23.28
Plant & Machinery	353.21	232.85
Others	134.83	82.05
Insurance	516.09	441.49
Donation	26.90	62.23
Auditors Remuneration	16.29	15.72
Director's Sitting fees	0.63	0.45
Other expenses	1,088.55	1,061.66
Sales tax Service tax, and other Taxes	16,620.34	13,823.79
Brokerage	1,132.95	922.49
Discount and other deductions	612.94	419.30
Travelling	167.15	131.88
Freight Outwards	6,038.99	5,005.78
Export, Sales and advertisements Expenses	4,329.01	2,144.57
Bad Debts written off	92.15	116.03
Provision for bad and doubtful debts	84.75	-
Direct Labour Expenses	1,652.41	1,201.12
Other Manufacturing Expenses	32.10	29.63
Exchange Differences-Net loss in foreign currency transactions and translations	6,916.62	(3,012.30)
Prior Period Items	35.32	9.76
Total	47,777.98	28,478.53

NOTE-29

Previous year's figures have been regrouped, reclassified and rearranged wherever necessary for proper presentation. Amounts and other disclosures for the preceding year are included as an integral part of the current year financial statements and are to be read in relation to the amounts and other disclosures relating to current year.

Figures have been rounded off to nearest of rupee in Lacs.

- (a) The Company has imported certain capital equipments at concessional rate of custom duty under "Export Promotion of Capital Goods Scheme" (EPCG) of the Central Government. The Company has undertaken an export obligation to the extent of ₹ 5047.64 Lacs (Approx) (Previous year ₹ 5106.24 Lacs) to be fulfilled during a specified period as applicable from the date of imports. The liability towards custom duty payable there on in respect of unfulfilled export obligation as on 31st March, 2012 of ₹ 336.05 Lacs. (Previous year ₹ 638.28 Lacs) is not provided for.

NOTE-30

The balances of sundry debtors and sundry creditors are subject to confirmation from respective parties. Necessary adjustments, if any, will be made when accounts are reconciled / settled.

NOTE-31 Value of indigenous and imported raw materials consumed
(₹ In Lacs)

Imported and Indigenous Consumption	For the year ended 31 st March, 2012		For the year ended 31 st March, 2011	
	Amount	%	Amount	%
Raw Material				
- Imported	287288.40	57.73	157886.00	48.39
- Indigenous	210338.60	42.27	168416.37	51.61
Total	497627.00	100.00	326302.37	100.00
Other Material				
- Imported	-	-	58.23	0.63
- Indigenous	10156.71	100.00	9078.77	99.37
Total	10156.71	100.00	9137.00	100.00
Stores				
- imported	-	-	-	-
- Indigenous	681.29	100.00	427.42	100.00
Total	681.29	100.00	427.42	100.00

NOTE-32

Estimated amount of contracts remaining to be executed on capital account and not provided (net of advances) ₹ 408.95 Lacs (Previous year ₹ 92.20 Lacs).

NOTE-33 Auditors Remuneration include payments to Auditors as under
(₹ in Lacs)

Particulars	For the year ended 31 st March 2012	For the year ended 31 st March 2011
a) Audit Fees	14.33	13.79
b) Tax Audit Fee	1.40	1.38
c) Certification Charges	0.56	0.55

NOTE-34 Value of Imports on C. I. F Basis in respect of
(₹ in Lacs)

Particulars	For the year ended 31 st March 2012	For the year ended 31 st March 2011
a) Raw Material	302939.62	178934.28
b) Capital Goods	-	21.74
c) Other	45.56	58.23

NOTE-35 Expenditure in Foreign currency
(₹ in Lacs)

Particulars	For the year ended 31 st March 2012	For the year ended 31 st March 2011
a) Business Tour Expenses	20.54	5.07
b) Interest and financial charges	2484.39	621.42
c) Freight, Brokerage and other Expenses	2605.28	2266.06

**GOKUL****NOTE-36 Earnings in Foreign currency****(₹ in Lacs)**

Particulars	For the year ended 31 st March 2012	For the year ended 31 st March 2011
a) Exports at FOB value	146032.71	90631.30
b) Interest from Subsidiaries (Withholding Tax ₹ 9.02 Lacs P.Y. ₹ 5.88 Lacs)	76.33	47.17

NOTE-37 Segment Reporting:

Based on the guiding principles given in Accounting Standard on "Segment Reporting (AS-17)" issued by the Institute of Chartered Accountant of India, the management reviewed and classified its primary business segment as "Agro based commodities" which incorporates product groups viz. Soybean, palmoline, cotton seed oil, sun flower oil, mustard seed oil, castor oil, oil cakes, de-oiled cakes, Vanaspati, oil seeds, its by products and other agro-commodities which have similar production process, similar methods of distribution and have similar risks and returns. Hence the primary segment information is being reported based on this classification. As per Accounting Standard (AS) -17 on "Segment Reporting" "Segment information has been provided under the notes to Consolidated Financial statement.

NOTE-38 Related party Disclosure: Disclosures as required by Accounting standard 18 "Related Party Disclosures" are given below.

A. Related Party

- | | |
|--|--|
| 1. Gokul Overseas | A Firm in which some of the Directors and Company are partners. |
| 2. Maurigo International Ltd. | Wholly owned subsidiary |
| 3. Maurigo Pte Ltd. | Wholly owned subsidiary |
| 4. Professional Commodity Services Pvt. Ltd. | Wholly owned subsidiary |
| 5. Gujarat Gokul Power Ltd. | Associate Company |
| 6. Gokul Foundation | Charitable Trust where Key Management Personnel (KMP) are Trustee. |
| 7. Shree Bahuchar Jan Seva Trust | Charitable Trust where Key Management Personnel (KMP) are Trustee. |

B. Key Management Personnel

- | | |
|---------------------------|---|
| 1. Mr. Balvantsinh Rajput | Chairman and Managing Director |
| 2. Mr. Kanubhai Thakkar | Managing Director |
| 3. Mr. Gyan Choradia | Executive Director (up to 31 st March, 2012) |

C. Relative of Key Management Personnel:

- | | |
|--------------------------|---------------------------------|
| 1. Mr. Amratji Rajput | Brother in Law of Chairman |
| 2. Ms. Heenaben Rajput | Daughter of Chairman |
| 3. Ms. Bhavnaben Thakkar | Daughter of Managing Director |
| 4. Mr. Deepak Harvani | Son in Law of Managing Director |

D. Transactions with related parties**(₹ In Lacs)**

Sr. No.	Nature of Transaction	Related Parties		Key Management Personnel		Relative of KMP	
		2011-12	2010-11	2011-12	2010-11	2011-12	2010-11
1	Sales	29294.91	8568.11	-	-	-	-
2	Purchases	16583.94	11573.87	-	-	-	-
3	Reimbursement of expenses	-	1165.85	-	-	-	-
4	Salary and bonus	-	-	136.00	212.95	8.02	4.04
5	Guarantees given	22921.60	20367.25	-	-	-	-
6	Subscription to shares/Investment (net)	7261.30	3396.42	-	-	-	-
10	Donation	5.00	30.00	-	-	-	-
11	Brokerage	1.39	1.46	-	-	-	-
12	Interest Earned	1270.38	490.58	-	-	-	-
13	Loan received	-	-	-	-	-	-
14	Loans/advances given	196.04	(87.73)	-	-	-	-
15	Balance Outstanding						
	1. Unsecured Loan/advances given	4418.77	4042.87	-	-	-	-
	2. Trade Payables	3003.68	-	-	-	-	-
	3. Trade Receivables	3869.87	2202.69	-	-	-	-
	4. Other Liabilities	-	-	44.81	89.95	-	-

Note: - Office premises belonging to related party / KMP situated at Siddhpur /Gandhinagar are used by Company for which no rent is paid.

NOTE-39 Earnings per share:

Particulars	For the year ended 31 st March 2012	For the year ended 31 st March 2011
- Profit/Loss for the period attributable to Equity Shareholders (₹ in Lacs)	(10708.61)	6198.06
- No of Weighted Average Equity Shares Outstanding During the year.	131895000	131895000
- Nominal Value of Equity share (in ₹)	2.00	2.00
- Basic and diluted Earnings per Share (in ₹)	(8.12)	4.70

The Company does not have any outstanding dilutive potential equity shares. Consequently, the basic and dilutive earning per share of the Company remain the same.

NOTE-40 Disclosures in respect of derivative Instruments:
(a) Derivative Instrument outstanding

The year end foreign currency exposures that have been hedged by derivative instruments are given below-

Particulars	Currency	For the year ended 31 st March, 2012		For the year ended 31 st March 2011	
		Amount in Foreign Currency	Amount (₹ in lacs)	Amount in Foreign Currency	Amount (₹ in lacs)
1. Against Imports	USD	592258588	288422	73876773	33715.63
2. Against Exports	USD	49528553	25077	2955095	1317.68

(b) All the derivative instruments have been acquired for hedging purpose
(c) Foreign Currency exposure that are not hedged by derivative instruments

Amount Receivable in foreign currency on accounts of the following:

Particulars	Currency	For the year ended 31 st March, 2012		For the year ended 31 st March 2011	
		Amount in Foreign Currency	Amount (₹ in lacs)	Amount in Foreign Currency	Amount (₹ in lacs)
1. Trade Receivables	USD	30316580.00	15425.07	25133085.00	11226.68
2. Loan to Subsidiaries	USD	5418992.00	2757.00	5840139.00	2857.00
3. Currency In hand	USD	2050.00	1.04	4144.00	1.85
4. Currency in hand	SGD	668.50	0.28	81.20	0.029
5. Currency in hand	MYR	237.60	0.04	3.60	0.00054
6. Currency in hand	Other	79975.50	0.14	78660.00	0.022

Amount payable in foreign currency on accounts of the following:

Particulars	Currency	For the year ended 31 st March, 2012		For the year ended 31 st March 2011	
		Amount in Foreign Currency	Amount (₹ in lacs)	Amount in Foreign Currency	Amount (₹ in lacs)
1. Trade Payable	USD	549465565.00	279568.08	87896360.86	39481.85

Commodity Derivative hedging contracts outstanding

(₹ In lacs)

Sr.No	Particular of Contracts	For the year ended 31 st March, 2012	For the year ended 31 st March, 2011
1.	Castor, soya seeds and others	9883.00	858.00

NOTE-41

Pursuant to approval of the shareholders of the Company in the Extra Ordinary General Meeting held on 6th September, 2007, the Company had issued and allotted through Initial Public Offering (IPO) 7158392 equity shares of ₹ 10 each at premium of ₹ 185 per share. The issue

has been made in accordance with the terms of Company's Prospectus dated 20th May, 2008. Subsequently, pursuant to provisions of Section 61 of the Companies Act, 1956 the members, in an Extra Ordinary General Meeting of the Company held on 27th February, 2010, approved the amendments in the objects/utilizations of funds as stated "Objects" of the issue in prospectus dated 20th May, 2008.

The utilization of issue Proceeds up to 31st March, 2012 are given below.

(₹ In lacs)

	Particulars	As Approved	Actual	Unutilized
1.	Setting up of a new 1500 TPD Soya bean Processing Plant near Gandhidham	5109.92	5109.92	-
2.	Expansion of existing edible oil refinery at Surat	685.00	685.00	-
3.	Further Investment in wholly owned subsidiary in Singapore	2500.00	2500.00	-
4.	Funding Part of Long term working Capital	6069.86	6069.86	-
5.	Brand Building Activities	1500.00	415.44	1084.56
6.	Investment in increasing warehousing capacities and continuous Capex for Existing units.	1001.68	1001.68	-
7.	General Corporate Purposes	1541.82	1541.82	-
8.	Public Issue expenses	875.58	875.58	-
	Total	19283.86	18199.30	1084.56

The unutilized funds have been invested in inter corporate deposits included under "Loans and Advances "in Note- 14 of Balance Sheet.

NOTE-42

The Ministry of Corporate Affairs, Government of India, vide General Circular No -2 and 3, dated 8th February, 2011 and 21st February 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 circulars. The Company has satisfied the conditions stipulated in the circulars and hence is entitled to the exemption. Necessary information relating to the subsidiaries has been included in the Consolidated Financial Statements.

NOTE-43

In accordance with principles of Prudence and other applicable guidelines and as per Accounting Standards notified by the Companies (Accounting standards) Rules, 2006 the Company has charged amounts of ₹ 637.38 Lacs (Previous Year of ₹ Nil) to profit and loss Account in respect of derivative contracts remaining unsettled at the end of the year.

NOTE-44

A sum of ₹ 35.32 Lacs (Prev. Year ₹ 9.75 Lacs) is included under Manufacturing and other expenses representing net prior period items.

NOTE-45

The Company has paid dividend in respect of shares held by Non-residents on repartition basis. The details of dividend amounts remittable in this respect are given here in below.

No	Particulars	For the year ended 31 st March, 2012		For the year ended 31 st March, 2011	
I	No of Non-residents Shareholders	58	58	57	58
II	No of Equity shares held by them	12558425	12558425	11547559	14457828
III	Amount of dividend paid (₹ in Lacs)	-	-	11.5	43.37
IV	Tax deducted at source	-	-	-	-
V	Year to which dividend relates	2011-12	2011-12	2010-11	2010-11

As per our report of even date attached

FOR M.R. PANDHI & ASSOCIATES

Chartered Accountants
(Firm Registration No: 112360W)

M.R. Pandhi

Partner
Membership No: 33057

Place : Ahmedabad
Date : 13th August, 2012

For and on behalf of the Board

Balvantsinh Rajput *Chairman and Managing Director*

Kanubhai Thakkar *Managing Director*

Kalpesh Desai *Company Secretary*

Place : Ahmedabad
Date : 13th August, 2012

AUDITORS' REPORT

To The Board of Directors
Gokul Refoils and Solvent Limited

1. We have audited the attached Consolidated Balance Sheet of GOKUL REFOILS AND SOLVENT LIMITED ("the Company") and its subsidiaries (Collectively referred to as "the Group") as at 31st March, 2012 the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement of the Group for the year ended on that date annexed thereto.
2. These consolidated financial statements are the responsibility of the Company's management and have been prepared by the management on the basis of separate financial statements and other financial information regarding components thereon. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.
3. We conducted our audit in accordance with the auditing standards generally accepted in India. Those 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 applied and significant estimates made by the management as well as evaluating the overall consolidated financial statement presentation. We believe that our audit provides reasonable basis for our opinion.
4. We have audited the financial statements of one subsidiary viz. Professional Commodities Services Pvt. Ltd., for the year ended 31st March, 2012 whose total assets of ₹ 1019.12 Lacs and total revenue of ₹ 31.56 Lacs and net cash flows of ₹ 82.68 Lacs for the year then ended have been considered in the consolidated financial statements.
5. The financial statements of the following subsidiaries whose statements have been proportionately consolidated are audited by other auditors and whose reports have been furnished to us. In our opinion, so far as it relates to the amounts included in respect of subsidiaries, is based solely on the reports of other auditors.

The details of assets, revenues and cash flows in respect of these subsidiaries, as considered in consolidated financial statements are given below:

(₹ In Lacs)

Name of the Subsidiaries	Total Assets	Total revenues	Net Cash flow
Maurigo International Ltd., Mauritius	1082.30	567.71	(19.91)
Maurigo Pte Ltd., Singapore	11657.66	26278.12	261.92

6. We have audited the financial statement of the associate company, "Gujarat Gokul Power Limited", the company's share of loss aggregating to ₹ 2.41 Lacs is considered in the Consolidated Financial Statements.
7. We report that the consolidated financial statements have been prepared by the Company's management in accordance with the requirements of Accounting Standards (AS) 21, 'Consolidated Financial Statements' and Accounting Standards (AS) 23, 'Accounting for Investment in Associates' in Consolidated Financial Statements notified by the Institute of Chartered Accountants of India.
8. On the basis of information and explanation given to us and based on our audit and on consideration of the separate audit reports of the individual financial statements of the Company, its subsidiaries included in the consolidated financial statements read together with the significant accounting policies and notes thereon, we are of the opinion that the attached Consolidated Financial Statements give a true and fair view in conformity with the accounting principles generally accepted in India:
 - I. In the case of the Consolidated Balance Sheet, of the Statement of affairs of the Group as at 31st March, 2012.
 - II. In the case of the Consolidated Statement of Profit and Loss, of the Loss of the Group for the year ended on that date and
 - III. In the case of the Consolidated Cash Flow Statement, of the Cash Flows of the group for the year ended on that date.

For, **M.R. PANDHI AND ASSOCIATES**
Chartered Accountants
(Firm Registration No.: 112360W)

Date : 13th August, 2012
Place : Ahmedabad

M.R. Pandhi
Partner
Membership No.: 33057

Consolidated Balance Sheet as at 31st March 2012

(₹ in Lacs)

Particulars	Note No.	As at 31 st March 2012	As at 31 st March 2011
I. EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	3	2,637.90	2,637.90
(b) Reserves and surplus	4	32,326.49	42,625.07
2 Non-current liabilities			
(a) Long-term borrowings	5	5,027.80	8,225.00
(b) Deferred tax liabilities (Net)	6	3.11	3,217.73
(c) Other Long term liabilities		-	-
(d) Long-term provisions	7	67.85	58.39
3 Current liabilities			
(a) Short-term borrowings	8	166,367.48	45,238.28
(b) Trade payables	9	136,576.15	48,828.34
(c) Other current liabilities	10	6,640.58	6,102.34
(d) Short-term provisions	11	3,221.54	1,336.63
TOTAL		352,868.90	158,269.68
II. ASSETS			
Non-current assets			
1 (a) Fixed assets			
(i) Tangible assets	12	33,412.01	33,366.32
(ii) Intangible assets		169.77	152.79
(iii) Capital work-in-progress		2,782.15	1,228.41
(b) Non-current investments	13	407.50	409.91
(c) Long-term loans and advances	14	1,482.95	3,017.23
(d) Other non-current assets		-	-
2 Current assets			
(a) Current investments	15	20,829.65	3,822.77
(b) Inventories	16	65,918.99	47,544.56
(c) Trade receivables	17	42,384.02	41,621.74
(d) Cash and bank balances	18	161,734.02	10,269.38
(e) Short-term loans and advances	19	18,486.74	13,593.42
(f) Other current assets	20	5,261.09	3,243.16
TOTAL		352,868.90	158,269.68

Significant accounting policies and notes forming part of Financial Statements 1 to 37

As per our report of even date attached

FOR M.R. PANDHI & ASSOCIATES

Chartered Accountants

(Firm Registration No: 112360W)

M.R. Pandhi

Partner

Membership No: 33057

Place : Ahmedabad

Date : 13th August, 2012

For and on behalf of the Board

Balvantsinh Rajput *Chairman and Managing Director*

Kanubhai Thakkar *Managing Director*

Kalpesh Desai *Company Secretary*

Place : Ahmedabad

Date : 13th August, 2012

Consolidated Statement of Profit and Loss for the year ended 31st March 2012

(₹ in Lacs)

Particulars	Note No.	For the year ended 31 st March 2012	For the year ended 31 st March 2011
I. Revenue from operations	21	650,048.82	483,881.98
II. Other income	22	7,171.22	1,051.70
III. Total Revenue (I + II)		657,220.04	484,933.68
IV. Expenses:			
Cost of materials consumed	23	514,860.74	327,666.25
Purchases of Stock-in-Trade	24	86,358.75	107,170.32
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	25	1,035.99	(1,840.06)
Employee benefits expense	26	2,535.48	1,875.77
Finance Cost	27	15,217.42	7,438.38
Depreciation and amortization expense	12	3,292.76	3,022.94
Other expenses	28	48,057.04	29,691.41
Total expenses		671,358.18	475,025.01
V. Profit/(Loss) before Tax (III- IV)		(14,138.15)	9,908.67
VI. Tax expense:			
(1) Current Tax (MAT)		-	2,668.66
(2) Deferred Tax		(3,215.00)	271.99
(3) Excess/(short) provision of earlier years		(115.68)	52.71
VII. Profit/ (Loss) after tax for the year		(10,807.47)	7,020.73
Share of loss from Associate Company (Prior periods)		(2.41)	-
VIII. Profit/ (Loss) for the Year		(10,809.88)	7,020.73
IX. Earnings per equity share: (Face value ₹ 2 per share)			
(1) Basic in Rupees		(8.20)	5.32
(2) Diluted in Rupees		(8.20)	5.32

Significant accounting policies and notes forming part of Financial Statements 1 to 37

As per our report of even date attached

FOR M.R. PANDHI & ASSOCIATES

Chartered Accountants

(Firm Registration No: 112360W)

M.R. Pandhi

Partner

Membership No: 33057

Place : Ahmedabad

Date : 13th August, 2012

For and on behalf of the Board

Balvantsinh Rajput *Chairman and Managing Director*

Kanubhai Thakkar *Managing Director*

Kalpesh Desai *Company Secretary*

Place : Ahmedabad

Date : 13th August, 2012

Consolidated Cash Flow Statement for the year ended 31st March 2012

(₹ in Lacs)

Particulars	For the year ended 31 st March 2012	For the year ended 31 st March 2011
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before taxation and extraordinary items	(14,138.15)	9,908.67
Adjustment for :-		
Depreciation	3,292.76	3,022.94
Loss/(Profit) on sale of Fixed Assets-Net	1.64	25.81
Interest Income	(6,441.26)	(788.67)
Interest Paid	6,414.31	3,993.24
Dividend Income	(126.92)	(0.36)
Provision for wealth tax	1.70	3.00
(Profit)/Loss from partnership firm	7.70	(143.10)
Gain on Sale of Mutual Fund	(50.81)	(114.96)
Provision for retirement benefits	(8.81)	35.11
Provision for doubtful debts	84.75	27.38
Total	3,175.06	6,060.39
Operating Profit before working capital changes	(10,963.09)	15,969.06
Adjustment for :-		
Increase in trade receivables	(847.03)	(20,457.06)
Increase in loans & advances & other current assets	(1,703.99)	(3,652.03)
Increase in other bank balances	(150,942.18)	(2,246.00)
Increase in Inventories	(18,374.43)	9,072.38
Increase in trade Payables & Others	87,868.04	7,600.56
Cash Generated from Operations	(94,962.68)	6,286.90
Direct tax Paid	(558.43)	(1,905.61)
Cash Flow before extraordinary items	(95,521.11)	4,381.29
Extraordinary Items	-	-
Net cash from Operating Activities	(95,521.11)	4,381.29
B. CASH FLOW FROM INVESTMENT ACTIVITIES		
Purchase of Fixed Assets	(4,934.62)	(4,335.04)
(Purchase)/disposal of Investment (Net)	(17,006.89)	(3,397.54)
Proceeds from sale of fixed assets	24.33	39.35
Loan to other corporate	(342.30)	(407.76)
Interest Received	6,441.26	835.84
Dividend Received	126.92	0.36
(Profit)/Loss from partnership firm	(7.70)	143.10
Gain on Sale of Mutual Fund	50.81	114.96
Net Cash from Investment Activities	(15,648.19)	(7,006.73)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Interest Paid	(6,414.31)	(4,040.41)
Dividend and Tax on dividend	(337.24)	(615.21)
Exchange rate difference of foreign currency translation reserve	511.30	-
Borrowings (Net)	117,932.00	6,636.16
Net Cash from financial activities	111,691.75	1,980.54
NET INCREASE /(DECREASE) IN CASH AND CASH EQUIVALENTS	522.45	(644.91)
OPENING BALANCE IN CASH AND CASH EQUIVALENTS	1,463.09	2,107.95
CLOSING BALANCE IN CASH AND CASH EQUIVALENTS	1,985.55	1,463.09

As per our report of even date

Notes on Cash Flow Statement:

- The above statement has been prepared following the "Indirect Method" as set out in Accounting Standard 3 on Cash Flow Statement issued by the Institute of Chartered Accountants of India.
- Cash and Cash Equivalents represent Cash and Bank (including fixed deposits) only.

As per our report of even date attached

FOR M.R. PANDHI & ASSOCIATES

Chartered Accountants
(Firm Registration No: 112360W)

M.R. Pandhi

Partner
Membership No: 33057

Place : Ahmedabad
Date : 13th August, 2012

For and on behalf of the Board

Balvantsinh Rajput *Chairman and Managing Director*

Kanubhai Thakkar *Managing Director*

Kalpesh Desai *Company Secretary*

Place : Ahmedabad
Date : 13th August, 2012

Significant Accounting Policies and Notes forming part of the Accounts

NOTE – 1 Significant Accounting Policies to the consolidated Balance sheet & Profit and Loss Account

(A) Basis of Accounting:

The Financial Statement of parent company and Indian subsidiary are prepared on historical cost convention on the “Accrual Concept” in accordance with the accounting principles generally accepted in India and comply with the Accounting Standards prescribed by the Companies [Accounting Standards] Rules, 2006 issued by the Central Government to the extent applicable and with applicable provisions. The Financial statements of foreign subsidiaries have been in accordance with the respective local laws and applicable accounting standards and generally accepted accounting principles.

(B) Basis of Consolidation

The Consolidated Financial Statements [CFS] relate to GOKUL REFOILS AND SOLVENT LTD. (The Parent) and its wholly owned subsidiaries, Maurigo International Limited, Mauritius, Maurigo Pte Limited, Singapore and Professional Commodity Services Pvt. Ltd., India as well as associate company Gujarat Gokul Power Limited, Ahmedabad. The CFS has been prepared on the following basis:

1. The Financial statement of the parent company and its subsidiaries has been consolidated on line by line basis by adding together the book value of the like items of assets, liabilities, income and expenses.
2. The investment in associate company has been accounted as per the equity method as prescribed in Accounting Standard – 23 issued by The Institute of Chartered Accountants of India. The company holds 48% paid up equity share capital in associate company Gujarat Gokul Power Ltd.
3. As far as possible the consolidated financial statements are prepared using uniform accounting policies for like transactions and other event in similar circumstances and are presented in the same manner as the company's separate financial statement.
4. a) The operations of the foreign subsidiary viz Maurigo International Ltd is classified into integral operation using the criteria specified in AS-11 “The effect of changes in Foreign Exchange Rates” issued by The Institute of Chartered Accountant of India.
b) The operations of the foreign subsidiary viz Maurigo Pte. Ltd. is classified as anon-integral foreign operation using the criteria specified in AS-11 “The effect of changes in Foreign Exchange Rates” issued by The Institute of Chartered Accountant of India.
5. In case of integral foreign operations, the financial statements are converted as under.
a) All monetary assets and liabilities using closing exchange rate.
b) All non monetary items using historical exchange rate.
c) All revenues and expenses using yearly average exchange rates prevailing during the year.
d) Exchange differences arising on conversion/consolidation are recognized in profit and loss Account.
6. In case of non-integral foreign operations, the financial statements are converted as under.
a) All monetary and non monetary items are converted using closing exchange rate.
b) All revenues and expenses using yearly average exchange rates prevailing during the year.
c) All Exchange differences arising on conversion/consolidations are recognized in the Foreign Currency Translation Reserve.
7. The CFS is prepared after fully eliminating intra group balance, intra group transaction and unrealized profit from the intra group transaction.
8. The excess of cost of the company of its investments in the subsidiary companies over its share of the equity of the subsidiary company, at the date on which the investment in the subsidiary company are made is recognized as “Goodwill” being an asset in the consolidated financial assessment. This Goodwill is tested for impairment at the end of financial statement. The excess of parent company's portion of equity over the cost of investment as at the date of its investment is treated as capital reserve.

(C) Accounting Policies and notes on Accounts of the financial statements of the parent Company and its subsidiaries are set out in their respective financial statements. However the company has disclosed such notes and details which represent the needed disclosure to serve as a guide for the better understanding of the Group's position.

NOTE -2 Contingent Liabilities

(₹ in Lacs)

Particulars	2011-12	2010-11
(a) For letter of credit opened for which goods were in transit	15200.91	6836.87
(b) Guarantee given to banks.	938.80	1470.84
(c) For Corporate guarantee given	22921.60	20367.25
(d) Claims against the company not acknowledged as debts	1098.42	783.16

**GOKUL****NOTE-3 Share Capital****(₹ in Lacs)**

Particulars	As at 31 st March 2012		As at 31 st March 2011	
	Number	Amount	Number	Amount
a) Authorised Equity Shares of ₹ 2 each	175,000,000	3,500.00	175,000,000	3,500.00
b) Issued Equity Shares of ₹ 2 each	131,895,000	2,637.90	131,895,000	2,637.90
c) Subscribed & Paid up Equity Shares of ₹ 2 each fully paid	131,895,000	2,637.90	131,895,000	2,637.90
Total	131,895,000	2,637.90	131,895,000	2,637.90

(1) Reconciliation of Number of shares outstanding and the amount of share capital**(₹ in Lacs)**

Particulars	Equity Shares (2012)		Equity Shares (2011)	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	131,895,000	2,637.90	131,895,000	2,637.90
Shares issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	131,895,000	2,637.90	131,895,000	2,637.90

(2) Shareholders holding more than 5% equity share capital in the Company

Name of Shareholder	As at 31 st March 2012		As at 31 st March 2011	
	No. of Shares held	% of holding	No. of Shares held	% of holding
Mrs. Bhikhiben Rajput	18952500	14.37	18952500	14.37
Mr. Balvantsinh Rajput	18742500	14.21	18742500	14.21
Mr. Kanubhai Thakkar	18517500	14.04	18517500	14.04
Mrs. Manjulaben Thakkar	18465000	14.00	18465000	14.00
Cresta Fund Ltd	11675000	8.85	12140000	9.20
Profitline Securities Private Ltd	9187500	6.97	9187500	6.97
Shantiniketan Financial Services Pvt Ltd	7875000	5.97	7875000	5.97

(3) Aggregate no. of equity shares during five years immediately preceeding the date of balance sheet

Allotted as Equity Shares :	No. of Shares
Fully paid up pursuant to contract(s) without payment being received in cash	Nil
Fully paid up by way of bonus shares	Nil
Shares bought back	Nil

NOTE -4 Reserve and Surplus

(₹ in Lacs)

Particulars	As at 31 st March 2012	As at 31 st March 2011
a. Capital Reserves		
Opening Balance	74.17	74.17
Closing Balance	74.17	74.17
b. Securities Premium Account		
Opening Balance	15,754.85	15,754.85
Closing Balance	15,754.85	15,754.85
c. General Reserves		
Opening Balance	1,500.00	1,000.00
(+) Transfer from Surplus	-	500.00
Closing Balance	1,500.00	1,500.00
d. Foreign Currency Translation Reserve		
Opening Balance	(448.58)	(471.20)
Movement during the year	511.30	22.62
Closing Balance	62.72	(448.58)
e. Surplus		
Opening balance	25,744.63	19,714.95
(+) Net Profit/(Net Loss) For the current year	(10,809.88)	7,020.73
(-) Proposed Dividends	-	337.24
(-) Interim Dividends	-	153.81
(-) Transfer to General Reserves	-	500.00
Closing Balance	14,934.75	25,744.63
Grand Total	32,326.49	42,625.07

NOTE-5 Long Term Borrowings

(₹ in Lacs)

Particulars	As at 31 st March 2012	As at 31 st March 2011
Secured Loan		
(a) Term loans		
from banks	5,027.80	8,225.00
Total	5,027.80	8,225.00

Salient terms and conditions of term loans are as follows:

Bank Name	Terms Of Repayment	Sanctioned Amount (₹ In Lacs)	Rate of Interest	Security
State Bank of Indore	20 QTLY INSTALLMENTS OF ₹ 65 Lacs EACH	1,300.00	11.25% p.a.	1 st charge over plant & machinery purchased out of bank's finance located at Gandhidham unit, Survey No.89. Personal guarantees of Shri Balvantsinh Rajput and Shri Kanubhai Thakkar, Pari passu 2 nd charge over all current assets of the Company.
State Bank of India	20 QTLY INSTALLMENTS OF ₹ 31.25 LACS EACH	700.00	8.75% p.a.	1 st charge pari passu with DCB over plant & machinery purchased out of bank's finance at Sidhpur unit. Pari passu 2 nd charge over all current assets of the Company. Pari passu first charge over the Company's office premises at gokul house. Personal guarantees of Shri Balvantsinh Rajput and Shri Kanubhai Thakkar, Corporate Guarantee of Gokul Overseas.
State Bank of India	54 MTHLY INSTALLMENTS OF ₹ 45 LACS*6 AND ₹ 77.71 LACS* 48 EACH	4,000.00	12.25% p.a.	1 st charge ranking pari passu with other term lenders for the project over all the immovable and movable fixed assets of the Company located at its Haldia unit. Pari passu first charge over the Company's office premises at gokul house. Personal guarantees of Shri Balvantsinh Rajput and Shri Kanubhai Thakkar, Corporate Guarantee of Gokul Overseas. Pari passu 2 nd charge over all current assets of the Company.
Punjab National Bank	20 QTLY INSTALLMENTS OF ₹ 120 Lacs EACH	2,500.00	12.00% p.a.	1 st pari passu charge over block assets including plant and machineries and residual charge on the entire block assets of the Company. Pari passu first charge over the Company's office premises at Gokul House. Personal guarantees of Shri Balvantsinh Rajput and Shri Kanubhai Thakkar, Corporate Guarantee of Gokul Overseas. Pari passu 2 nd charge over all current assets of the Company.
State Bank of Travancore	20 QTLY INSTALLMENTS OF ₹ 100 Lacs EACH	2,000.00	12.50% p.a.	1 st charge ranking pari passu with other term lenders for the project over all the immovable and movable fixed assets of the Company located at its Haldia unit. Pari passu 2 nd charge over all current assets of the Company ranking pari passu with other term lenders of the project. Personal guarantees of Shri Balvantsinh Rajput and Shri Kanubhai Thakkar
Union Bank of India	60 MTHLY INSTALLMENTS OF ₹ 14.35 LACS EACH	900.00	10.50% p.a.	Exclusive 1 st charge on hypothecation of two WTG's. Second pari-passu charge over all current assets of the Company. Personal guarantees of Shri Balvantsinh Rajput, Shri Kanubhai Thakkar, Smt B.B. Rajput and Smt. M.K. Thakkar. Pari passu first charge over land and building (excl. gandhidham unit), plant and machinery (excl. gandhidham unit), furniture fixture and pledge of 20 lacs shares of the Company belonging to their Directors.
Union Bank of India	20 QTLY INSTALLMENTS OF ₹ 125 Lacs EACH	2,500.00	12.50% p.a.	1 st charge on assets created at Haldia unit. Personal guarantees of Shri Balvantsinh Rajput and Shri Kanubhai Thakkar. Pari passu 2 nd charge over all current assets of the Company.
Allahabad Bank	20 EQUAL QTLY INSTALLMENTS OF ₹ 75 LACS EACH	1,500.00	11.50% p.a.	Exclusive charge over fixed assets financed by the bank for factory land bearing survey no. 80 & 91 at village Meghpar Borichi, Tal. Anjar, Dist Kutch. Pari passu 2 nd charge over all current assets of the Company.
Development Credit Bank	20 EQUAL QTLY INSTALLMENTS OF ₹ 50 LACS EACH	1,000.00	10.50% p.a.	Exclusive charge over fixed assets financed by the bank for castor oil plant at Gandhidham, Personal guarantees of Shri Balvantsinh Rajput and Shri Kanubhai Thakkar, Corporate guarantee of Gokul overseas.
Bank of Maharashtra	20 EQUAL QTLY INSTALLMENTS OF ₹ 82.50 LACS EACH	1,650.00	11.00% p.a.	Exclusive charge over fixed assets financed by the bank for chillex plant at Sidhpur, Personal guarantees of Shri Balvantsinh Rajput and Shri Kanubhai Thakkar.

NOTE-6 Deferred Tax Liabilities

(₹ in Lacs)

Particulars	As at 31 st March 2012	As at 31 st March 2011
(a) Deferred Tax Liabilities		
1. Depreciation	3.11	3,309.86
(b) Deferred Tax Assets		
1. Retirement Benefits	-	19.73
2. Provision for Doubtful Debts	-	72.40
Total	3.11	3,217.73

During the financial Year in the absence of virtual certainty deferred tax asset on account of unabsorbed depreciation and business loss has been recognised to the extent it can be realised against reversal of deferred tax liability.

NOTE-7 Long Term Provisions

(₹ in Lacs)

Particulars	As at 31 st March 2012	As at 31 st March 2011
(a) Provision for employee benefits		
Leave Encashment (unfunded)	67.85	58.39
Total	67.85	58.39

NOTE - 8 Short Term Borrowings

(₹ in Lacs)

Particulars	As at 31 st March 2012	As at 31 st March 2011
Secured		
(a) Loans repayable on demand		
Buyers Credit Loans	138,918.08	19,341.31
Cash credit/Overdraft/Export Packing Credit	27,449.40	15,885.46
Total	166,367.48	35,226.77
Unsecured		
(a) Loans repayable on demand		
from banks	-	10,011.51
Total	-	10,011.51
Grand Total	166,367.48	45,238.28

Company Does not have any default as on the balance sheet date in the repayment of any loan and interest.

Buyers credit is secured by comfort letters issued by bankers in favour of banks which is ultimately secured by pledge of fixed deposits. The rate of interest for buyers credit loans ranges 80 -200 bases points over LIBOR for foreign currency loans and 11% to 13.75% p.a. in case of cash credit /overdraft and packing credit.

Cash Credit /Overdraft and Packing credit loans from banks are secured by hypothecation of current assets of the company on pari passu basis and collateral secured by first charge /residual charge on all the fixed assets of the company and personal guarantee of Shri Balvantsinh Rajput and Shri Kanubhai Thakkar and corporate guarantee of M/s Gokul Overseas.

NOTE -9 Trade Payables

(₹ in Lacs)

Particulars	As at 31 st March 2012	As at 31 st March 2011
Due to Micro, small and Medium enterprises	-	-
Others*	136,576.15	48,828.34
Total	136,576.15	48,828.34

Gokul Refoils and Solvent Ltd.

The disclosures as required to be made relating to Micro ,Small, and Medium enterprises under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED) are not furnished in the view of non availability of information with the company from such enterprises.

***Maurigo PTE Ltd.**

Bill payable to the extent of ₹ 3141.84 Lacs are secured by charge over the company's current asset including receivables and corporate guarantee of holding Company.


GOKUL
NOTE -10 Other Current Liabilities
(₹ in Lacs)

Particulars	As at 31 st March 2012	As at 31 st March 2011
(a) Current maturities of long-term debt	3,402.50	4,386.00
(b) Duties and taxes	127.83	87.00
(c) Other Liabilities	323.81	861.10
(d) Staff and other dues	208.68	224.18
(e) Creditors for Capital items	372.00	335.72
(f) Advance from Debtors	1,986.44	208.34
(g) Margin Money from Client	219.31	-
Total	6,640.58	6,102.34

NOTE -11 Short Term Provisions
(₹ in Lacs)

Particulars	As at 31 st March 2012	As at 31 st March 2011
(a) Provision for employee benefits		
Employee Benefits	57.55	71.79
(b) Others		
Provision for expenses	3,162.29	309.10
Provision for Proposed Dividend (including DDT)	-	337.24
Provision for wealth tax	1.70	-
Provision for income tax (Net of Advance Tax)	-	618.50
Total	3,221.54	1,336.63

NOTE-12 Fixed Assets
(₹ in Lacs)

Particulars	Gross Block				Accumulated Depreciation				Net Block	
	Balance as at 1 st April 2011	Additions	Deduction	Balance as at 31 st March 2012	Balance as at 1 st April 2011	Depre- ciation charge for the year	On disposals	Balance as at 31 st March 2012	Balance as at 31 st March 2011	Balance as at 31 st March 2012
Tangible Assets										
FreeHold Land	374.88	-	-	374.88	-	-	-	-	374.88	374.88
Leasehold Land	772.29	-	-	772.29	17.35	8.68	-	26.03	754.93	746.26
Buildings	8,076.41	10.99	-	8,087.40	774.48	255.83	-	1,030.31	7,301.94	7,057.09
Plant and Equipment	33,641.31	3,080.16	6.70	36,714.77	9,529.92	2,868.21	-	12,398.13	24,111.38	24,317.18
Furniture and Fixtures	261.29	29.11	-	290.40	71.09	18.09	-	89.18	190.20	201.22
Office equipment	171.17	8.66	0.88	178.95	30.81	9.12	0.64	39.29	140.37	139.66
Computers	299.21	38.03	1.45	335.79	155.59	42.32	1.35	196.57	143.62	139.22
Vehicles	482.96	157.27	31.68	608.55	133.96	50.85	12.76	172.05	349.00	436.50
Total	44,079.52	3,324.22	40.72	47,363.03	10,713.20	3,253.10	14.75	13,951.56	33,366.32	33,412.01
Intangible Assets										
Brands /trademarks	7.86	-	-	7.86	7.86	-	-	7.86	-	-
Goodwill	4.58	-	-	4.58	-	-	-	-	4.58	4.58
Computer software	204.59	56.65	-	261.24	56.39	39.66	-	96.05	148.21	165.19
Total	217.03	56.65	-	273.68	64.25	39.66	-	103.91	152.79	169.77
Capital Work In Progress	1,228.41	3,593.03	2,039.28	2,782.15	-	-	-	-	1,228.41	2,782.15
Total	1,228.41	3,593.03	2,039.28	2,782.15	-	-	-	-	1,228.41	2,782.15
Grand Total	45,524.96	6,973.91	2,080.00	50,418.86	10,777.45	3,292.76	14.75	14,055.46	34,747.51	36,363.94
Previous Year Figures	41,337.86	8,231.77	4,044.68	45,524.95	7,838.90	3,022.94	84.30	10,777.54	33,498.96	34,747.51

NOTE-13 Non Current Investment

(₹ in Lacs)

Particulars	As at 31 st March 2012	As at 31 st March 2011
A Other Investments (Refer B below)		
(a) Investment in Equity instruments	6.46	8.80
(b) Investments in Government or Trust securities	1.04	1.11
(c) Investments in partnership firms*	400.00	400.00
Total	407.50	409.91

Particulars	2012	2011
B Aggregate amount of quoted investments (Market value of ₹ 21.92 lacs (Previous Year ₹ 27.14 lacs))	6.45	6.45
Aggregate amount of unquoted investments	401.04	403.46

C Details of Other Investments

Sr. No.	Name of the Body Corporate	Subsidiary / Associate / Others	No. of Shares / Units		Quoted / Unquoted	Partly Paid/ Fully paid	Extent of Holding (%)		Amount	
			2012	2011			2012	2011	2012	2011
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)
(a) Investment in Equity Instruments										
	Bank of Maharashtra	Others	9400	9400	Quoted	Fully Paid	-	-	2.16	2.16
	Central Bank of India	Others	1492	1492	Quoted	Fully Paid	-	-	2.44	2.44
	Development Credit Bank of India	Others	5176	5176	Quoted	Fully Paid	-	-	1.35	1.35
	Punjab National Bank	Others	1400	1400	Quoted	Fully Paid	-	-	0.43	0.43
	Gujarat State Petroleum Corporation Limited	Others	250	250	Quoted	Fully Paid	-	-	0.07	0.07
	Gujarat Gokul Power Limited	Associate	24180	24180	Unquoted	Fully Paid	48.36%	48.36%	2.42	2.42
	Less: Shares of Loss of Gujarat Gokul Power Limited	Associate	24180	24180	Unquoted	Fully Paid	48.36%	48.36%	(2.42)	2.42
(b) Investments in Government or Trust securities										
	Government and Trust Securities	Others	-	-			-	-	1.04	1.04
(c) Investments in partnership firms*										
	Gokul Overseas	Others	-	-			15%	15%	400.00	400.00
Total			-	-			-	-	407.50	409.91

D. Constitution of Gokul Overseas (Partnership Firm)

(₹ in Lacs)

Name of Partner	% of Share in Profit/Loss	Fixed Capital (Amount)	Current Capital (Amount)
1 Shri Balvantsinh Rajput	20	200.00	(1,731.76)
2 Shri Kanubhai Thakkar	20	200.00	(32.12)
3. Smt. B.B. Rajput	20	200.00	(540.14)
4. Smt. M.K.Thakkar	20	200.00	(4,678.74)
5. Gokul Refoils & Solvent Ltd.	15	400.00	10,802.12
6. Dharmendra B. Rajput	2.5	-	(0.92)
7. Jayesh K Thakkar	2.5	-	(0.92)
Total	100	1,200.00	3,817.53

**GOKUL****NOTE- 14 Long Term Loans Advance****(₹ in Lacs)**

Particulars	As at 31 st March 2012	As at 31 st March 2011
a. Capital Advances		
Unsecured, considered good	1,071.39	119.38
b. Security Deposits		
Unsecured, considered good	411.57	2,897.85
	1,482.95	3,017.23

NOTE-15 Current Investment**(₹ in Lacs)**

Particulars	As at 31 st March 2012	As at 31 st March 2011
(a) Investments in Mutual Funds	9,999.99	-
(b) Investments in partnership firm	10,829.66	3,822.76
Total	20,829.65	3,822.76

(₹ in Lacs)

Particulars	As at 31 st March 2012	As at 31 st March 2011
Aggregate amount of unquoted investments	20,829.65	3,822.76

Details of Current Investments**(₹ in Lacs)**

Sr. No.	Name of the Body Corporate	Subsidiary / Associate / JV Controlled Entity/Others	No. of Shares / Units		Quoted / Unquoted	Partly Paid/ Fully paid	Extent of Holding (%)		Amount	
			2012	2011			2012	2011	2012	2011
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)
	Investments in Mutual Funds									
	SBI Premier Liquid	Others	593,274.47	-	Unquoted	Fully paid	-		9,999.99	-
	Investments in partnership firm									
	Gokul Overseas (Refer Note-13 Above)	Others	-	-			15%	15%	10,829.66	3,822.76
	Total		-	-			-		20,829.65	3,822.76

NOTE- 16 Inventories

(₹ in Lacs)

Particulars	As at 31 st March 2012	As at 31 st March 2011
a. Raw Materials and components	30,781.73	11,997.67
b. Work-in-progress	1,397.78	407.44
c. Finished goods	26,044.08	32,477.07
d. Stock in trade	4,652.34	245.66
e. Stores and spares (including chemical, fuel & packing)	3,043.07	2,416.72
Total	65,918.99	47,544.56

NOTE- 17 Trade Receivables

(₹ in Lacs)

Particulars	As at 31 st March 2012	As at 31 st March 2011
Trade receivables outstanding for a period less than six months from the date they are due for payment Unsecured, considered good	28,917.14	38,699.84
Total	28,917.14	38,699.84
Trade receivables outstanding for a period exceeding six months from the date they are due for payment Unsecured, considered good	13,709.74	3,079.99
Less: Provision for doubtful debts	242.86	158.11
Total	13,466.88	2,921.88
Grand Total	42,384.02	41,621.74

Trade Receivable stated above include debts due by:

(₹ in Lacs)

Particulars	As at 31 st March 2012	As at 31 st March 2011
Firm in which some of the Directors and Company are partners	3,869.87	2,193.24
	3,869.87	2,193.24

NOTE-18 Cash and Bank Balances

(₹ in Lacs)

Particulars	As at 31 st March 2012	As at 31 st March 2011
Cash and cash equivalent		
a. Balances with banks in Current A/C	1,921.91	1,389.06
b. Cash on hand	63.64	74.03
Other Bank balances		
a. Fixed Deposit with Bank	9,853.81	1,540.29
b. Fixed Deposit held as Margin Money	149,893.90	7,266.00
c. Balances for Unclaimed Share App Money	0.14	-
d. Balances for Unpaid dividend	0.62	-
Total	161,734.02	10,269.38

**GOKUL****NOTE-19 Short Term Loans and Advance****(₹ in Lacs)**

Particulars	As at 31 st March 2012	As at 31 st March 2011
a. Loan and Advances to related parties		
Unsecured, considered good	1,299.41	1,199.03
b. Others		
Unsecured, considered good	17,187.33	12,394.39
Total	18,486.74	13,593.42

Loans and Advance in the nature of loans given to Associates

Name of the Related Party	As at 31 st March 2012	As at 31 st March 2011
a) Loans and Advances Include amounts due from associates Concern. Gujarat Gokul Power Ltd. (Maximum Balance o/s during the year ₹ 1302.28 Lacs) (P.Y. ₹ 1199.03Lacs)	1,299.41	1,199.03
Total	1,299.41	1,199.03

NOTE-20 Other Current Assets**(₹ in Lacs)**

Particulars	As at 31 st March 2012	As at 31 st March 2011
Gratuity Fund Assets	40.30	-
Balance with government authority	2.30	-
DEPB Receivables	5,218.49	3,243.16
Total	5,261.09	3,243.16

NOTE- 21 Revenue From Operations**(₹ in Lacs)**

Particulars	For the year ended 31 st March 2012	For the year ended 31 st March 2011
Sale of products	643,929.42	476,520.33
Other operating revenues	8,017.06	7,937.52
Less:		
Excise duty	1,897.66	575.87
Total	650,048.82	483,881.98

Break-up of Sales**(₹ in Lacs)**

Particulars	For the year ended 31 st March 2012	For the year ended 31 st March 2011
Edible oils/Non Edible oils & by product	560,122.62	407,824.67
Vanaspati	17,072.77	17,868.83
De Oiled Cake/Oil cake	64,836.37	50,112.25
Total	642,031.76	475,805.75

NOTE-22 Other Income

(₹ in Lacs)

Particulars	For the year ended 31 st March 2012	For the year ended 31 st March 2011
Interest Income		
Interest on Fixed Deposits	5,152.34	381.78
Interest from Partnership Firm	1,068.56	343.59
Interest from others	220.36	63.30
Dividend Income from-		
Long term Investment	0.54	0.36
Liquid mutual fund	126.39	-
Net gain/loss on sale of investments		
Short term profit on sale of share /mutual fund	50.81	114.96
Net gain /loss from partnership firm	(7.70)	143.10
Other non-operating income	559.92	4.61
Total	7,171.22	1,051.70

NOTE- 23 Cost of Material Consumed

(₹ in Lacs)

Particulars	For the year ended 31 st March 2012	For the year ended 31 st March 2011
Opening Stock of Raw Material	11,997.67	23,357.47
Purchase	510,105.89	303,368.69
Closing Stock of Raw Material	23,045.49	11,997.67
Total	499,058.06	314,728.49
Purchase Expenses	5,645.97	3,793.26
Total	5,645.97	3,793.26
Opening Stock of Other Material	1,888.91	1,468.68
Purchase	10,625.20	9,564.73
Closing Stock of Other Material	2,357.40	1,888.91
Total	10,156.71	9,144.50
Grand Total	514,860.74	327,666.25

Break up of Consumption of Raw Materials

(₹ in Lacs)

Particulars	For the year ended 31 st March 2012	For the year ended 31 st March 2011
Crude oils	264,623.64	171,256.16
Cake	5,092.95	3,972.71
Oil Seeds	229,341.47	139,499.62
Total	499,058.06	314,728.49

**GOKUL****NOTE- 24 Purchase of Stock in Trade****(₹ in Lacs)**

Particulars	For the year ended 31 st March 2012	For the year ended 31 st March 2011
Purchase of goods traded	86,358.75	107,170.32
Total	86,358.75	107,170.32

NOTE- 25 Change in Inventories of Finished Goods and Work In Progress**(₹ in Lacs)**

Particulars	For the year ended 31 st March 2012	For the year ended 31 st March 2011
Opening Stock of Finished Goods	32,477.07	25,522.48
Closing Stock Of Finished Goods	26,044.08	32,477.07
Change in inventories of Finished Goods	6,432.99	(6,954.59)
Opening Stock of Traded Goods	245.66	5,451.26
Closing Stock of Traded Goods	4,652.34	245.66
Change in inventories of Traded Goods	(4,406.67)	5,205.60
Opening Stock of Work in Progress	407.44	316.37
Closing Stock of Work in Progress	1,397.78	407.44
Change in inventories of Work in progress	(990.33)	(91.07)
Total	1,035.99	(1,840.06)

NOTE- 26 Employee Benefit Expenses**(₹ in Lacs)**

Particulars	For the year ended 31 st March 2012	For the year ended 31 st March 2011
Salary, wages and Bonus	2,406.83	1,741.57
Contribution to PF and Other Funds	83.21	96.19
Staff welfare expenses	45.44	38.01
Total	2,535.48	1,875.77

The company has recognised as an expenses in profit and loss account in respect of defined contribution plan ₹ 66.83 Lacs (Previous Year ₹ 37.08 Lacs) administrated by government. ₹ 37.08 Lacs) administrated by government

Defined benefit plan and long term employment benefit**Defined Benefit Plan (Gratuity)**

The company has a defined benefit gratuity plan. Every employee who has completed five years and more service gets a gratuity on death or resignation or retirement at 15 days salary (last drawn salary) for each completed years of service. The scheme is funded with insurance company in the form of qualifying insurance policy

Long Term Employment Benefit (Leave Wages)

Leave wages are payable to all eligible employees at the rate of daily salary for each day of accumulated leave on death or resignation or upon retirement on attaining superannuation age.

	Particulars	For the year ended 31 st March 2012		For the year ended 31 st March 2011	
		Privilege Leave (Non-funded)	Gratuity (Funded)	Privilege Leave (Non-funded)	Gratuity (Funded)
A.	Change in the present value of the defined benefit obligation.				
	Opening defined benefit obligation	42.47	110.32	23.71	59.78
	Interest cost	3.55	9.23	1.98	5.00
	Current service cost	12.40	28.90	26.34	30.75
	Benefits paid	(3.74)	(11.70)	(0.43)	(4.43)
	Actuarial (gain) / losses on obligation	15.52	(26.65)	(9.13)	19.20
	Closing defined obligation	70.21	110.10	42.47	110.32
B.	Change in the fair value of plan asset				
	Opening fair value of plan assets	-	94.28	-	67.34
	Expected return on plan assets	-	10.94	-	7.48
	Contributions by employer	-	59.68	-	25.69
	Benefits paid	-	(11.70)	-	(4.43)
	Actuarial gains/ (losses)	-	(2.79)	-	(1.80)
	Closing fair value of plan assets	-	150.40	-	94.28
C.	Actual return on plan assets:				
	Expected return on plan assets	-	10.94	-	7.47
	Actuarial gain / [loss] on plan assets	-	(2.79)	-	(1.80)
	Actual return on plan asset	-	8.15	-	5.67
D.	Amount recognized in the balance sheet:				
	(Assets) / Liability at the end of the year	70.21	110.10	42.47	110.32
	Fair value of plan Assets at the end of the year	-	150.40	-	94.27
	Difference	70.21	(40.30)	42.47	16.04
	Unrecognized past Service cost				
	(Assets) / Liability recognized in the Balance Sheet	70.21	(40.30)	42.47	16.04
E.	(Income) / Expenses recognized in P/L statement				
	Interest cost on benefit obligation	3.55	9.23	1.98	5.00
	Net actuarial (gain) / Loss in the period	(3.74)	(23.85)	(9.13)	21.01
	Net Benefit or expenses	31.48	3.33	19.19	49.29
	Opening net liability	42.47	16.04	23.71	(7.55)
	Expenses as above [P&L charge]	31.48	3.33	19.19	49.29
	Employer's contribution	(3.74)	59.68	(0.43)	(25.70)
	(Assets) / Liability recognized in the Balance Sheet	70.21	(40.3)	42.47	16.04
F.	Principal actuarial assumptions as at Balance sheet date: (Non-funded)				
	Discount rate [The rate of discount is considered based on market yield on Government Bonds having currency and terms consistence with the currency and terms of the post employment benefit obligations]	8.37%	8.37%	8.37%	8.37%
	Expected rate of return on the plan assets [The expected rate of return assumed by the insurance Company is generally based on their Investment patterns as stipulated by the Government of India]	0.00%	9.25%	0.00%	9.25%
	Annual increase in salary cost [The estimates of future salary increases considered in actuarial valuation, take account of Inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market]	7.00%	7.00%	7.00%	7.00%
G.	The categories of plan assets as a % of total plan assets are				
	Insurance Company	0.00%	100.00%	0.00%	100.00%

**GOKUL****NOTE-27 Finance Cost****(₹ in Lacs)**

Particulars	For the year ended 31 st March 2012	For the year ended 31 st March 2011
Interest expense	6,414.31	3,993.24
Other borrowing costs	5,212.22	1,585.67
Applicable net gain/loss on foreign currency transactions and translation	3,590.89	1,859.47
Total	15,217.42	7,438.38

NOTE -28 Other Expenses**(₹ in Lacs)**

Particulars	For the year ended 31 st March 2012	For the year ended 31 st March 2011
Consumption of Stores, Spares & Tools	681.29	427.42
Power and Fuel	6,926.17	5,201.12
Rent	245.89	124.29
Rates and Taxes	46.31	32.12
Repairs And Maintenance		
Building	39.21	23.28
Plant & Machinery	353.21	232.85
Others	134.83	83.78
Insurance	516.18	443.45
Donation	26.90	62.23
Auditors Remuneration	17.07	25.15
Director's Sitting fees	0.86	213.60
Other expenses	1,910.39	1,128.31
Sales tax, Service tax, and other Taxes	16,620.34	13,826.87
Brokerage	1,180.90	1,026.58
Discount and other deductions	612.94	382.67
Travelling	167.15	131.88
Freight Outwards	6,038.99	5,420.08
Export, Sales and advertisements Expenses	4,373.69	1,380.61
Bad Debts written off	113.03	31.79
Provision for bad and doubtful debts	84.75	84.24
Loss on sale of Fixed Assets	-	28.06
Direct Labour Expenses	1,652.41	1,201.12
Other Manufacturing Expenses	32.10	29.63
Exchange Differences-Net loss in foreign currency transactions and translations	6,247.09	(1,859.47)
Prior Period Items (Net)	35.32	9.75
Total	48,057.04	29,691.41

NOTE – 29

- (a) Previous year's figures have been regrouped / rearranged to make them comparable with the current year's figures.
(b) Figures have been rounded off to nearest of rupee in Lacs.

NOTE- 30

Estimated amount of contracts remaining to be executed on capital account and not provided (net of advances) ₹ 408.95 Lacs (Previous year ₹ 92.20 Lacs)

NOTE- 31

Method of depreciation and amortization: In case of parent company, depreciation on fixed assets has been provided at the rate on straight line method at the rate prescribed in Schedule XIV of the Companies Act 1956. Intangible assets are amortized equally over five years. Lease hold assets are amortized over the period of lease from date of start of commercial production. In case of foreign subsidiary depreciation has been provided on gross carrying amount in equal annual installments over the estimated useful lives of assets on following rates.

1. Computers and Office equipments - 100%
2. Furniture and Electrical equipment - 100%
3. Renovation - 33.33%

NOTE- 32

Operating Lease commitment in respect of Maurigo Pte. Ltd. payable within one year ₹ 12.81. Lacs (previous year ₹ 11.18 Lacs) and within two to five years ₹ 3.20 Lacs (previous years ₹ 13.98 Lacs).

NOTE -33

Related party Disclosure - Disclosures as required by accounting standard 18 "Related Party Disclosures" are given below.

a. Related Party

1. Gokul Overseas : Firm in which some of the directors and company are partners
2. Gokul Foundation : Charitable Trust where Key Management personnel are Trustee
3. Shree Bahuchar Jan Seva Trust : Charitable Trust where Key Management Personnel (KMP) are Trustee

b. Key Management Personnel (Holding Company)

- (i) Mr. Balvantsinh Rajput - Chairman and Managing Director
- (ii) Mr. Kanubhai Thakkar - Managing Director
- (iii) Mr. Gyan Choradia - Executive Director (Up to 31st March, 2012)

c. Key Management Personnel (Subsidiary Company)

- i) Mr. Giandeo Reemul - Director
- ii) Mr. Paresh Vedavala - Director

d. Relative of Key Management Personnel:

- (i) Mr. Amratji Rajput : Brother in Law of Chairman and Managing Director
- (ii) Ms. Heenaben Rajput : Daughter of Chairman
- (iii) Ms. Bhavnaben Thakkar : Daughter of Managing Director
- (iv) Mr. Deepak Harvani : Son in Law of Managing Director

(A) Transactions with related parties.

(₹ In Lacs)

Sr. No.	Nature of Transactions	Related Parties		Key Management Personnel		Relative of KMP	
		2011-12	2010-11	2011-12	2010-11	2011-12	2010-11
1	Sales	29294.01	8568.11	-	-	-	-
2	Purchases	32.33	397.09	-	-	-	-
3	Salary and bonus	-	-	136.23	213.16	8.02	4.04
4	Guarantees given	13000	13000	-	-	-	-
5	Subscription to shares/ Investment (net)	7006.90	3396.52	-	-	-	-
6.	Donation	5.00	-	-	-	-	-
7.	Balance Outstanding						
	1. Unsecured Loan/advances	26.57	-	-	-	-	-
	2. Sundry Creditors	-	-	44.81	89.95	-	-
	3. Advance Received	3869.87	2202.69	-	-	-	-

Note: - Office premises belonging to related party / KMP situated at Sidhpur / Gandhinagar are used by company for which no rent is paid.


GOKUL
NOTE-34 Earnings per share

Particulars	Year Ended 31 st March 2012	Year Ended 31 st March 2011
- Profit attributable to Equity Shareholders (in ₹ Lacs)	(10809.88)	7020.73
- No of Weighted Average Equity Shares Outstanding During the year. (Adjusted for Bonus Share)	131895000	131895000
- Nominal Value of Equity share (in ₹)	2.00	2.00
- Basic and diluted Earnings per Share Annualized (in ₹)	(8.20)	5.32

The Company does not have any outstanding dilutive potential equity shares. Consequently the basic and dilutive earning per share of the Company remain the same.

NOTE - 35

A sum of ₹ 35.32 Lacs (Prev. Year ₹ 9.75 Lac) is included under Manufacturing and other expenses representing net prior period items.

NOTE – 36 Segment Reporting: - In accordance with AS-17 Segment revenue, segment results and other information are as under.

Particulars	Year 2011-12				Year 2010-11			
	Agro Base Commodity	Other	Eliminations	Total	Agro Base Commodity	Other	Eliminations	Total
Segment Revenue								
External Turnover	643,929.42	-	-	643,929.42	476,520.33	-	-	476,520.33
Inter Segment Turnover				-				-
Gross Turnover	643,929.42	-	-	643,929.42	476,520.33	-	-	476,520.33
Less Excise duty	1,897.66	-	-	1,897.66	575.87	-	-	575.87
Net Turnover	642,031.76	-	-	642,031.76	475,944.46	-	-	475,944.46
Segment Result Before Interest and taxes	(14,165.09)	-	-	(14,165.09)	13,113.24	-	-	13,113.24
Interest Expenses	6,414.31	-	-	6,414.31	3,993.24	-	-	3,993.24
Interest Income	6,441.26	-	-	6,441.26	788.67	-	-	788.67
Profit before Tax	(14,138.15)	-	-	(14,138.15)	9,908.67	-	-	9,908.67
Current tax	-			-	2,668.66			2,668.66
Deferred tax	(3,215.00)			(3,215.00)	271.99			271.99
(Short) /Excess of Provision of Earlier Years	(115.68)			(115.68)	52.71			52.71
Profit after tax	(10,807.47)	-	-	(10,807.47)	7,020.73	-	-	7,020.73
Other Information								
Segment Assets	352,868.90	-	-	352,868.90	158,269.68	-	-	158,269.68
Segment Liabilities	317,904.51	-	-	317,904.51	113,006.72	-	-	113,006.72
Capital Expenditure during the year	1,553.74	-	-	1,553.74	188.28	-	-	188.28
Depreciation	3,292.76			3,292.76	3,022.84	-	-	3,022.84

Disclosers

A: Primary Segment :-

- a) **Business Segment:** - Segment identified by the company are as under.
- Based on the guiding principles given in Accounting standard on "Segment Reporting (AS-17) issued by the Institute of Chartered Accountants of India, the management reviewed and classified its primary business segment as "Agro based commodities" which incorporates product groups viz. Soya bean, Palmolive, Cotton seed oil, sunflower oil, mustard seed oil, castor oil, oil cakes, de oiled cakes, vanaspati, oil seeds, it's bye products and other agro-commodities which have similar production processes, similar methods of distribution and have similar risks and returns. Hence the primary segment information is being reported based on this classification from this year.
- b) **Segment Revenue and Expenses:** - Revenue and expenses have been identified to a segment on the basis of relationship to operating activities of the segment. Revenue and Expenses which relate to enterprise as a whole and are non allocable to a segment on a reasonable basis have been disclosed as "Unallocable".
- c) **Segment Assets and Liabilities:** - Segment assets and segment liabilities represent assets and liabilities in respective segments. Investments, tax related assets and other assets and liabilities that cannot be allocated to a segment on reasonable basis have been disclosed as "Unallocable".
- d) **Inter-segment Transfers:** - Segment revenue, segment expenses and segment results include transfer between business segments (whenever applicable) such transfers are eliminated in consolidation.
- e) **Accounting Policies:** - The accounting policies consistently used in the preparation of financial statement are also applied to item of revenue and expenditure in individual segments.

B: Secondary Segment:-

The Company is selling its goods in domestic as well as export market. The geographical segment details are as under.

(₹ in Lacs)

Particulars	For the year ended 31 st March 2012	For the year ended 31 st March 2011
Sales of Products (Net of Excise)		
- Domestic	492923.10	377383.74
- International	149108.66	106287.75
Total	642031.76	483671.49

NOTE - 37

Presentation and disclosures of financial statements: - During the year ended 31st March 2012, the revised schedule VI notified under the Companies Act 1956, has become applicable to company, for preparation and presentation of its financial statements .The adoption of revised schedule VI did not have any impact on recognition and measurement principles followed for preparation of financial statement. However, it has significantly impacted presentation and disclosures made in the financial statements. The company has also reclassified the previous year figures in accordance with the requirement applicable in the current year.

As per our report of even date attached

FOR M.R. PANDHI & ASSOCIATES

Chartered Accountants
(Firm Registration No: 112360W)

M.R. Pandhi

Partner
Membership No: 33057

Place : Ahmedabad
Date : 13th August, 2012

For and on behalf of the Board

Balvantsinh Rajput *Chairman and Managing Director*

Kanubhai Thakkar *Managing Director*

Kalpesh Desai *Company Secretary*

Place : Ahmedabad
Date : 13th August, 2012

STATEMENT PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956

(₹ In Lacs)

Name of Subsidiary Company	Financial year ending of the Subsidiary	No of equity shares held & Face value	Extent of Holding	For financial year of the subsidiary		For the previous financial years since it became a subsidiary	
				Profit/(losses) so far it concerns the members of the holding company and not dealt with in the book of account of the holding company (except to the extent dealt with in col.6)	Profit/(losses) so far it concerns the members of the holding company and dealt with in the book of account of the holding company	Profit/(losses) so far it concerns the members of the holding company and not dealt with in the book of account of the holding company (except to the extent dealt with in col.8)	Profit / (losses) so far it concerns the members of the holding company and dealt with in the book of account of the holding company
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Maurigo International Ltd.	31/03/2012	1,00,000 (USD \$1 each fully paid up)	100%	(70.46)	N.A.	396.26	N.A.
Maurigo Pte Ltd.	31/03/2012	15,00,001 (USD \$1 each fully paid up)	100%	(53.30)	N.A.	1256.37	N.A.
Professional Commodity Services Private Limited	31/03/2012	6,00,000 (₹ 10 each fully paid up)	100%	(12.93)	N.A.	122.20	N.A.

Note: (i) Converted into Indian Rupees at the exchange rate INR

DETAILS OF SUBSIDIARY COMPANIES

Particulars regarding subsidiary companies, pursuant to letter No. 47/434/2007-CL-III dated February, 2008 from Ministry of Company Affairs

(₹ In Lacs)

Name of the Subsidiary Company	Issued and Subscribed Share Capital	Reserves	Total Assets	Total liabilities	Investments Current	Turnover	Profit / (Loss) before taxation	Provision for Taxation	Profit / (Loss) after taxation	Proposed Dividend
1	2	3	4	5	6	7	8	9	10	11
Maurigo International Ltd.	43.69	384.58	1082.31	654.03	Nil	567.72	(70.46)	Nil	(70.46)	Nil
Maurigo Pte Ltd.	930.75	1463.88	11657.66	9263.03	Nil	26249.88	(51.46)	1.84	(53.30)	Nil
Professional Commodity Services Private Limited	60.00	109.27	1019.12	849.85	0.07	2.65	(9.57)	3.36	(12.93)	Nil

Note: (i) Converted into Indian Rupees at the exchange rate INR

Place : Ahmedabad
Date : 13th August, 2012

Balvantsinh Rajput
Chairman & MD

Kanubhai Thakkar
Managing Director

Kalpesh Desai
Company Secretary

Gokul Refoils and Solvent Limited
Green Initiative in Corporate Governance

Dear Shareholder,

In case you have not registered your e-mail address for receiving communication from Company in electronic mode, you may submit the Registration Form given below on the following addresses:

Mr. Kalpesh Desai, Gokul Refoils and Solvent Limited, "Gokul House", 43, Shreemali Co. Op Housing Society Limited, Opp. Shikhar Building, Navrangpura, Ahmedabad -380 009.

Tel:- +91-79-66615253/61905569/61905570 Fax:- +91-79-66304543

email: csgrsl@gokulgroup.com;

OR

Mr. Dnyanesh Gharote, Ms. Chanda Valeja, Link Intime India Pvt. Ltd. (Formerly known as Intime Spectrum Registry Limited), C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (W), Mumbai -400 078. Tel: 022- 25963838; 022-25946969

email: chanda.valeja@linkintime.co.in; Dnyanesh.gharote@linkintime.co.in

Share holders holding shares in demat mode are requested to register their e-mail address with the Depository Participant.

E-COMMUNICATION REGISTRATION FORM

(In terms of circular no. 17/2011 dated 21.04.2011 and circular no. 18/2011 dated 29.04.2011 issued by the Ministry of Corporate Affairs)

Folio No. /DP ID & Client ID: _____

Name of 1st Registered Holder: _____

Name of Joint Holder(s): _____

Registered Address: _____

E-mail ID (to be registered): _____

I/we shareholder(s) of Gokul Refoils and Solvent Limited agree to receive communication from the Company in electronic mode. Please register my/our above e-mail id in your records for sending communication through e-mail.

Date: _____

Signature: _____

Note: Shareholder(s) are requested to keep the Company/Depository Participant informed as and when there is any change in the e-mail address.



GOKUL REFOILS AND SOLVENT LIMITED

Registered Office: State Highway No. 41, Near Sujanpura Patia, Sidhhpur - 384151, Gujarat, India

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Joint shareholders may obtain additional Slip on request.

* Client Id. No. _____ Ledger Folio No. _____

* DP. ID. No. _____

NAME AND ADDRESS OF THE SHAREHOLDER: _____

No. of Share(s) held: _____

I hereby record my presence at the 19th ANNUAL GENERAL MEETING of the company held on Saturday, the 29th day of September, 2012 at 11.00 a.m. at State Highway No. 41, Near Sujanpura Patia, Sidhhpur - 384151, Gujarat, India

Signature of the shareholder or proxy

- A Member or his duly appointed Proxy wishing to attend the Meeting must complete this Attendance Slip and hand it over at the entrance.
- Name of the Proxy in Block Letters _____
(in case a Proxy attends the Meeting)

GOKUL REFOILS AND SOLVENT LIMITED

Registered Office: State Highway No. 41, Near Sujanpura Patia, Sidhhpur - 384151, Gujarat, India

FORM OF PROXY

I/We _____ of _____

in the District of _____ being a member/members of the above named Company hereby appoint

_____ of _____ in the District of _____

or failing him/her _____ of _____ in the district of _____
as my/our proxy to vote for me/us on my/our behalf at the Nineteenth Annual General Meeting of the Members of the Company to be held on Saturday, the 29th day of September, 2012 at 11.00 a.m. at State Highway No. 41, Near Sujanpura Patia, Sidhhpur - 384151, Gujarat, India and at any adjournment thereof.

Signed this _____ day of _____, 2012.

Signature _____

1 Rupee
Revenue
Stamp

* Client Id. No. _____

* DP. ID. No. _____

Ledger Folio No. _____

No. of share(s) held _____

A Member intending to appoint a Proxy should complete the Proxy Form and deposit it at the Company's Registered Office, at least 48 hours before the commencement of the Meeting.





- Wind Power capacity of 7.5 MW for captive use.
- Co-generation captive power plant of 3.4 MW.
- Using castor de-oiled cake as a fuel to generate steam.

Corporate Social Responsibility

The Company is supporting the activities of Shree Bahuchar Jan Seva Trust which is providing healthcare services to the general public at large running one hospital at Sidhpur and another at Gandhidham. The Company also proposes to support educational institution.



Awards & Recognition



- Gokul Refoils Awarded by the Solvent Extractors' Association of India. Wins awards for highest 'Rapeseed Extraction', 'Rapeseed Oilcake' and 'Castor seed Extraction'.
- Gokul Refoils Associate's entity – Gokul Overseas received an award for 'Top Exporter of KASEZ (Kandla Special Economic Zone)' for the year 2010-11.
- Gokul Refoils bagged Globoil India's Award for the 'Fastest Growing Brand 2011' for its brand "Gokul".



VISION

To become the most preferred and admired brand globally, through quality products and advanced technologies & processes, aimed at bringing immense delight to all the stakeholders.



MISSION

To reach every kitchen of Indian family by delivering best quality products with delicious taste.

To become a true Indian MNC with pan India presence and operations across the globe.

To develop most preferred and admired edible oil brands in India.

To create best value proposition to investors, vendors & society.

To uphold the principles of Corporate Governance.



If undelivered, please return to:



Gokul Refoils and Solvent Ltd.

Corporate Office :

"Gokul House"

43, Shreemali Co. Op Housing Society Ltd,

Opp. Shikhar Building, Navrangpura,

Ahmedabad - 380 009, Gujarat, India.

Tel. : +91 79 66304555 / 66615253 / 54 / 55

Fax : +91 79 66304543