



NIMBUS FOODS INDUSTRIES LIMITED

(formerly known as Shyam Software Industries Limited)

**14th ANNUAL REPORT
2008-09**

FOURTEENTH ANNUAL REPORT

FOURTEENTH ANNUAL REPORT 2008-09

Board of Directors	: Shri Vishnu Sharma Shri Amit Khaksa (Sharma) Shri Deepak Sharma Shri Shyamkishor Delhiwala Shri Pankaj Bulani Shri Bhaychand G. Prajapati	<i>Chairman & Managing Director</i> <i>Joint Managing Director</i> <i>(w.e.f. 1st September, 2009)</i> <i>Director</i> <i>Director</i> <i>Director (up to 31st August 2009)</i> <i>Director (w.e.f. 31st August 2009)</i>
Bankers	: Citi Bank State Bank Of India Bank Of Baroda	
Auditors	: M/s. B. S. Rajput & Associates <i>Chartered Accountants</i> Ahmedabad	
Registered Office	: Plot No. B-13 & 14, Phase – II, GIDC Industrial Area, Naroda, Ahmedabad–382 330.	
Registered and Share Transfer Agents	: M/s. Pinnacle Share Registry Pvt. Ltd. Near Asoka Mills Premises, Naroda Road, Ahmedabad - 380 025.	

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NIMBUS FOODS INDUSTRIES LIMITED

NOTICE

NOTICE is hereby given that the FOURTEENTH ANNUAL GENERAL MEETING of the members of **NIMBUS FOODS INDUSTRIES LIMITED** will be held as scheduled below:

Date : 30th September, 2009
Day : Wednesday
Time : 12.00 Noon
Place : At the Registered Office
of the Company at:
Plot No. B-13 & 14,
Phase – II, GIDC Industrial Area,
Naroda, Ahmedabad–382 330.

to transact the following business:

ORDINARY BUSINESS:

1. To receive and adopt Audited Profit and Loss Account for the Financial Year 2008-09 ended on 31st March, 2009 and the Balance sheet as on that date along with Director's Report and Auditors' Report thereon.
2. To appoint a Director in place of Mr. Deepak Sharma, who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of the Next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

4. **Change of Terms of Appointment of Mr. Vishnu Sharma Managing Director by increasing salary**

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

“**RESOLVED THAT** pursuant to the provisions of Section 198, 269, 309 314 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 the Company does hereby approve of the revision of existing terms and conditions of appointment of Mr. Vishnu Sharma, Managing Director of the Company for the remaining period effective from 1st October 2009 to 31st March 2011, as specified in the Explanatory Statement (the said terms and conditions as approved by the Remuneration Committee) by way of increasing salary and that he be paid remuneration by way of Salary and Perquisites not exceeding the amount thereof as set out in the accompanying explanatory statement which is permissible under Part II of Schedule XIII of the Companies Act, 1956.”

“**RESOLVED FURTHER THAT** the Board of Directors, be and is hereby authorised to alter and vary the terms and conditions of appointment of Mr. Vishnu Sharma as to remuneration (including perquisites) within the ceiling limits in that behalf laid down in the accompanying explanatory statement which is permissible under part II of Schedule XIII of the Companies Act, 1956.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company, be and is hereby authorised to do all such acts, deeds and things as may be deemed necessary or desirable or to settle any question or difficulty that may arise, in such manner as it may deem fit.”

5. **Appointment of Mr. Amit Khaksa as Joint Managing Director.**

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

“**RESOLVED THAT** pursuant to the provisions of sections 198,269, 309,314 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, the company do hereby accord its approval to the appointment of Mr. Amit Khaksa as Joint Managing Director of the Company, not liable to retired by rotation, for a period of three years with effect from 1st September, 2009 to 31st August, 2012 on the terms and conditions set out in the Explanatory Statement (the said term and conditions as approved by the Remuneration Committee) and that he be paid remuneration by way of Salary and Perquisites not exceeding the amount thereof as set out in the accompanying explanatory statement which is permissible under part II of Schedule XIII the Companies Act, 1956.”

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“RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorised to alter and vary the terms and conditions of appointment of Mr. Amit Khaksa as to remuneration (including perquisites) within the ceiling limits in that behalf laid down in the accompanying explanatory statement which is permissible under Part II of Schedule XIII of the Companies Act, 1956.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company, be and is hereby authorised to do all such acts, deeds and things as may be deemed necessary or desirable or to settle any question or difficulty that may arise, in such manner as it may deem fit.”

6. Appointment of Mr. Bhaychand G. Prajapati as Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution :

“RESOLVED THAT Mr. Bhaychand G. Prajapati who was appointed as an Additional Director of the Company with effect from 31st August 2009 and who holds the office up to the date of this Annual General Meeting of the Company, in terms of Section 260 of the Companies Act, 1956 and in respect of whom the Company has received a Notice in writing from a Member under Section 257 of the Act, proposing his candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company.”

Registered Office:

Plot No. B-13 & 14,
Phase – II, GIDC Industrial Area,
Naroda, Ahmedabad 382 330.
Date : 31st August 2009

By Order of the Board,

VISHNU SHARMA
Chairman & Managing Director

NOTES

1. The relevant Explanatory Statement, pursuant to section 173(2) of the Companies Act, 1956, in respect of the Special Business at item No.4, 5 and 6 set out in the Notice is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND PROXY NEED TO BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF MEETING.
3. Pursuant to Section 154 of the Companies Act, 1956, Register of Members and shares Transfer Books of the Company will remain closed from Friday, 25th September, 2009 to Wednesday, the 30th September, 2009 (both Days inclusive).
4. Members intending to require information about accounts at the meeting are requested to write to the Company at least 10 days in advance of the Annual General Meeting.
5. Members are requested to:
 - a) Intimate, if shares are held in the same name or in the order and names, but in more than one account to enable the Company to club the said accounts into one account.
 - b) Notified immediately the change in their registered address, if any, to the Company.
6. The Equity Share of the Company are now available for dematerialisation, as the Company has entered into Agreement with National Securities Depository Limited (NSDL) and Central Depository Securities (India) Limited (CDSL). Those shareholders who wish to hold shares in electronic form may approach their Depository Participant. **The ISIN No. of the Equity Shares is INE301B01020.**

Brief resume of the Director seeking re-election at the 14th Annual General Meeting

Name	Mr. Deepak Sharma
Age	12-01-1978
Date of Appointment	01-04-2006
Qualification and experience in specific functional area	Commerce graduate and 5 years of experience in the field of accounts and taxation.
Directorship held in other companies	None
Membership/Chairmanships of Committee in other Public Companies	None

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Brief resume of the Director appointed since last Annual General Meeting held on 20th August 2008

Name	Mr. Bhaychand G. Prajapati
Age	01-06-1961
Date of Appointment	31 st August 2009
Qualification and experience in specific functional area	Diploma holder in the field of Company Law and Tax Management and having more that 20 years of experience in the related field. Presently he is practicing as VAT consultant.
Directorship held in other companies	None
Membership/Chairmanships of Committee in other Public Companies	None

ANNEXURE TO THE NOTICE:

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956.

In conformity with the provisions of Section 173(2) of the Companies Act, 1956, following Explanatory Statement sets out all material facts relating to the Special Business mentioned at item No. 4, 5 and 6 of the accompanying notice dated 31st August, 2009 and should be taken as forming part of notice.

Item No. 4:

The Board of Directors in their meeting held on 31st August 2009 and also on the basis of recommendation of the Remuneration Committee of the Company in their meeting held on 30th August 2009 it has been proposed to revise the terms and conditions of appointment of Mr. Vishnu Sharma as Managing Director of the Company for the remaining period of his tenure with effect from 1st October 2009 to 31st March 2011. The Company has appointed Mr. Vishnu Sharma as Managing Director of the Company for a period of 5 years with effect from 1st April 2006 by passing Special Resolution through postal ballots of which Notice had been issued on 11th February 2006. The terms and conditions of his appointment was set out in the Explanatory Statement dated 11th February 2006 relating to the said resolution.

Mr. Vishnu Sharma, aged 40, is Graduate Engineer having experience of more than two decades in the field of Production, Marketing, Finance and Administration. He is on the Board of Directors of:

- 1) Nimbus Foods Limited
- 2) Nimbus Pharmaceuticals Private Limited
- 3) Nimbus AutoFast-O-Forge Private Limited
- 4) Chinar Capital Market Private Limited
- 5) Balaji Resources and Trading Limited

The terms and conditions of his appointment were set out in the Explanatory Statement of Special Resolution for appointment of Managing Director of the Notice of Postal Ballot dated 11th February 2006 and approved by members passing special resolution by postal ballot. Now on the recommendation of Remuneration Committee of the Company in their meeting held on 31st August 2009 the Board has approved to revise the said terms and conditions of appointment of Mr. Vishnu Sharma by increasing the salary from existing Rs.25,000/- per month to maximum of Rs.50,000/- per month. It is to be noted that all other terms and conditions as set out in the said Explanatory Statement and approved by members by postal ballot has been kept as intake and no changes except relating to increase in remuneration by way of increase in salary has been done. The perquisites of Mr. Vishnu Sharma Managing Director of the Company will be changed according to increased Salary.

Therefore Point II of the said explanatory statement dated 11th February 2006 which was relating to salary as mentioned hereunder

II REMUNERATION:

A. SALARY:

THE Managing Director shall be entitled to salary of Rs. 25,000/- per month.

Be revised to

FOURTEENTH ANNUAL REPORT

II REMUNERATION:

A. SALARY:

THE Managing Director shall be entitled to salary upto Rs. 50,000/- per month.

As per the provision of Section 198, 269, 309, 314 and all other applicable provisions, if any, of the Companies Act, 1956 consent of the Company accorded by Special Resolution is necessary for doing any revision in the terms and conditions already approved for the remaining period of total tenure of Managing Director.

The revised terms and conditions mentioned in the above Explanatory Statement may be treated as abstract of the terms and conditions already approved under Section 302 of the Companies Act, 1956.

Resolution of the Board of Directors and revised Draft agreements for alteration of salary by way of increase are open for inspection at the Registered office of the Company between 11.00 A.M to 1.00 P.M.

None of the present Directors is concerned or interested in the business. The proposed appointee Mr. Vishnu Sharma may be treated as concerned or interested in the said business as the business is relating to his change of terms and conditions of his appointment as Managing Director of the Company w.e.f. 1st October 2009.

The Board recommends the Resolution for your approval.

Item No. 5:

The Board of Directors in their meeting held on 31st August 2009 and also on the basis of recommendation of the Remuneration Committee of the Company in their meeting held on 30th August 2009 it has been proposed to appoint Mr. Amit Khaksa, Director of the Company as Joint Managing Director of the Company for a period of 3 years with effect from 1st September 2009.

Mr. Amit Khaksa, aged 30 years, is Arts Graduate having experience of more than five year in the field of Production, Marketing and Administration. He is not on the Board of Director of any other Company.

The major terms and conditions of his appointment as recommended by the Remuneration Committee and approved by the Board of Directors are as under:

I. PERIOD:

For a period of 3 years from 1st September, 2009 to 31st August 2012.

II. REMUNERATION

1. SALARY:

The Joint Managing Director shall be entitled to salary of Rs. 25,000/- per month.

1. PERQUISITES:

2. Contribution to Provident Fund, Superannuation Fund and Annuity Fund to the extent these either or put together are not taxable under the Income-tax Act, 1961.
3. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service
4. Encashment of leave at the end of tenure.
5. Medical Reimbursement:
Medical reimbursement expenses incurred for the Joint Managing Director and family Subject to ceiling of one month's salary per year or three month's salary over a period of three years.
6. Leave Travel Concession for self and family at a rate not exceeding one month's Salary for one year or three month's salary in a block of three years.
7. Free use of Company's car with driver for Company's business and free telephone Facility at residence.

III. The Joint Managing Director shall be entitled to reimbursement of expenses incurred by him In connection with the business of the Company.

IV. The Joint Managing Director shall not, so long as he functions as such, become interested or Otherwise concerned directly or through his wife and/or minor children in any selling Agency of the Company without the prior approval of the Central Government.

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V. DUTIES:

Subject to the superintendence, direction, and control of the Board of Directors of the Company and Managing Director, the Joint Managing Director shall be entrusted with powers of Administration, Marketing and Accounts and also such other duties and responsibilities as may be entrusted to him By the Board of Directors and Managing Directors from time to time. The headquarter of the Joint Managing Director shall be at Ahmadabad or at such place as the Board of Directors or Managing Director may decided from time to time.

VI. TERMINATION:

The Joint Managing Director may be removed from his office for gross negligence, breach of Duty or trust if a special Resolution to that effect is passed by the Company in its General Meeting. The Joint Managing Director may resign from his office by giving 90 days' Notice to the Company.

VII. COMPENSATION:

In the event of termination of office of Joint Managing Director takes place before the expiration of tenure thereof, Joint Managing Director shall be entitled to receive compensation from the Company for loss of office to extent and subject to limitation as provided under Section 318 of the Companies Act, 1956.

As per the provision of Section 198, 269, 309, 314 and all other applicable provisions, if any, of the Companies Act, 1956 consent of the Company accorded by Special Resolution is necessary for holding office as Joint Managing Director of the Company on remuneration.

The terms and conditions mentioned in the above Explanatory Statement may be treated as abstract of the terms proposed contract under Section 302 of the Companies Act, 1956.

Resolution of the Board of Directors and Draft agreements of appointment are open for inspection at the Registered office of the Company between 11.00 A.M to 1.00 P.M.

None of the present Directors is concerned or interested in the business. The proposed appointee Mr. Amit Khaksa may be treated as concerned or interested in the said business as the business is relating to his appointment as Joint Managing Director of the Company with effect from 1st September 2009.

Item No. 6.

Under Section 260 of the Companies Act, 1956, Mr. Bhaychand G. Prajapati was appointed as an Additional Director of the Company in the meeting of the Board of Directors held on 31st August 2009. Mr Bhaychand G. Prajapati holds his office upto the date of the ensuing Annual General Meeting. Due Notice under section 257 of the Act has been received from a member proposing the appointment of Mr. Bhaychand G. Prajapati as Director of the Company liable to retire by rotation.

None of the Director of the Company except Mr. Bhaychand G. Prajapati is concerned or interested in this resolution. The Board of Directors recommends the resolution for approval of shareholders.

Registered Office:

Plot No. B-13 & 14,
Phase – II, GIDC Industrial Area,
Naroda, Ahmedabad 382 330.
Date : 31st August 2009

By Order of the Board,

VISHNU SHARMA
Chairman & Managing Director

FOURTEENTH ANNUAL REPORT

DIRECTORS' REPORT

Dear Shareholders,

The Directors present the FOURTEENTH ANNUAL REPORT together with the Audited Statement of Account for the Financial Year 2008-09 ended on 31st March, 2009.

1. FINANCIAL RESULTS :

	Rs. in Lacs	
	2008-09	2007-08
Operating Profit / (Loss) (Before Interest & Depreciation)	44.06	35.83
Less : Interest	1.47	0.46
Profit/(Loss) before Depreciation	42.59	35.87
Less : Depreciation	21.00	29.08
Profit / (Loss) before Extraordinary items	21.59	29.08
Less : Loss on Sale of Investment / written off Advances	-	-
Profit / (loss) before Tax	21.59	6.29
Less : Provision for Taxation	6.95	1.20
Add/Less : Deferred Tax Assets/provision	0.12	1.19
Less : Prior Period Adjustment	0.62	1.18
Net Profit / (Loss) after Tax	14.52	5.10
Less: Extra Ordinary Items	2.63	-
Add: Balance brought forward from previous year	5.10	-
Profit / (Loss) carried to Balance Sheet	16.37	5.10

2. DIVIDEND:

In view of insufficient profits earned during the year under review and also to conserve the resources for the expansion of the activities and working capital requirement of the Company, the Board of Directors have not recommended dividend for the year review.

3. OPERATIONS:

The Company is in the business of Bread, Bakery products and Confectionaries. The Company has franchisee agreement with Hindustan Unilever Limited for manufacturing and marketing of Modern Bread in Gujarat. The Company also has marketing franchisee agreement with Parle Agro Private Limited for their confectionery Division for Gujarat and Uttar Pradesh. Your Company has also started to develop its own products and presently such development is in the bakery related items like toast, khari and biscuits. Your company is also exploring the opportunity to enter into the snacks markets initially through various types of namkeen and chips and for that the management is looking for various options like taking over of existing business of any established brand or set up of its own manufacturing and marketing facility under our company or through 100% subsidiary company. The details of such developments will be informed to you from time to time. The Management sees a good opportunity in the snacks markets and the marketing and distribution network of the proposed business and existing business is similar, therefore such combination will increase the profitability of your company and make a strong bottom line.

The Company Earned Operating Profit of Rs.44.06 lacs during 2008-09. As the Company had to provide for interest of Rs.1.47 lacs during the year under review, the Profit before Depreciation stood at Rs.42.59 lacs during the year under review. The Company provided Rs. 21.00 lacs for Depreciation and, therefore, Profit before tax stood at Rs.21.59 lacs during the year under review. After taking into account Provision for taxation, Deferred Tax Assets and prior period adjustments, extra ordinary items the Net Profit for the year under review stood at Rs. 11.27 lacs.

4. Change of Name :

As you all know that your company has been restructured by implementing the Composite Scheme in the nature of

NIMBUS FOODS INDUSTRIES LIMITED

Amalgamation of Majaesty Agro Foods Pvt. Ltd. with the Company and restructure of Capital of the Company by reduction of capital which has been approved by the Hon'ble High Court of Gujarat vide Order dated 7th July 2008. The details of implementation of the said scheme have already been given in Annual Report of the year 2007-08. You would also be aware that in the last Annual General Meeting it was resolved to change the name of the Company and for changing name of the Company, necessary powers were given to the Board. As the Company is in Food related business, to reflect the nature of activity of the Company in its name, it has been changed from Shyam Software Industries Ltd. to Nimbus Foods Industries Ltd. and certificate of change of name has been issued by the Registrar of Companies, Gujarat on 23/03/2009. Now name of your Company reflects the nature of its business. Necessary steps to inform all concerned authorities have already been taken.

5. FUTURE PLANS :

Your directors are continuously looking for the expansion of the business of the Company and for that as explained earlier the Board is looking for expansion into its present business by acquiring control over other bakery manufacturing companies. The Board is also looking for expansion into snacks industry and for that presently concentrating on various types of Namkeen, chips and other fried snacks.

6. DIRECTORS :

Since the last Annual Report, Mr. Pankaj Bulani resigned from the Board w.e.f. 31st August 2009. The Board has placed on record its appreciation for the valuable services rendered and the contribution made by him.

One of your Directors viz. Mr. Deepak Sharma retires by rotation in terms of Articles 137, 138 and 139 of the Articles of Association of the Company, He however, being eligible, offers himself for reappointment.

Mr. Vishnu Sharma has been appointed as Managing Director of the Company w.e.f. 1st April, 2006 for five year period on the terms and conditions mentioned in the Explanatory Statement of the Notice of Postal Ballot dated 11th February 2006. Now the Board has considered and decided on the recommendation of Remuneration Committee to alter the terms of his appointment by increasing the salary from Rs.25000/- per month to Rs.50,000/- per month. A proposal is being placed before the shareholders for approval of the change of terms and conditions of appointment of Mr. Vishnu Sharma.

Mr. Amit Khaksa who is a Director of the Company and looking to his involvement, commitment, dedication and increasing experience the Board of Director has appointed him as Joint Managing Director on the terms and conditions recommended by the Remuneration Committee. The appointment of Mr. Amit Khaksa as Joint Managing Director has come into effect from 1st September 2009 for a total period of three years. The terms and conditions of his appointment has been set out in the Explanatory Statement of the resolution of his appointment. The Board of your Company looks forward of a successful and performing tenure of Mr. Amit Khaksa, Joint Managing Director.

7. DIRECTORS RESPONSIBILITY STATEMENT :

Pursuant of the requirement of Section 217 (2AA) of the companies Act, 1956, with respect to Directors Responsibility Statement, it is hereby confirmed :

- (i) That in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- (ii) that the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as the give a true and fair view of the state of affairs of the Company at 31st March, 2009 being end of the financial year 2007-08 and of the Profit of the Company for the year.
- (iii) that the Directors have taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- (iv) that the Directors have prepared the annual accounts on a going concern basis.

8. DEMATERIALISATION OF EQUITY SHARES :

To facilitate holding of securities in dematerialised/electronic form, the Company has entered into agreements with both National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Thus, shareholders have an option to dematerialise their shares with either of the depositories. The ISIN No. allotted is INE301B01020.

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9. LISTING :

The Equity shares of the Company are listed on Ahmedabad and Mumbai Stock Exchanges. The Company has paid Annual Listing Fees of Bombay Stock Exchange Ltd. upto the year 2009-10 and Listing fees of Ahmedabad Stock Exchange for the year 2009-10 is outstanding.

10. CORPORATE GOVERNANCE :

The Report on Corporate Governance required under Clause 49 of the Listing Agreement is annexed.

11. GENERAL :

11.1 INSURANCE :

The Company's properties continue to be adequately insured against risks such as fire, riot, strike, civil commotion, malicious damages etc.

11.2 AUDITORS :

The present Auditors of the Company M/s. B.S.Rajput & Associates, Chartered Accountants', Ahmedabad were appointed as Auditors and will retire at the ensuing Annual General Meeting. M/s. B.S. Rajput & Associates, Chartered Accountants, have submitted certificate for their eligibility for appointment under Section 224(1-B) of the Companies Act, 1956. The notes and remarks of Auditors' are self-explanatory. The specific remarks of the Auditors for non-provision of depreciation of Rs.25,267/- and Related Party Disclosure as per Accounting Standard-18 have been explained in the notes on accounts for the year 2008-09.

11.3 PARTICULARS OF EMPLOYEES :

There is no person drawing remuneration requiring disclosure under Section 217(12-A) of the Companies Act, 1956.

11.4 DEPOSITS :

At the end of the Financial Year under Report, no Fixed Deposit remains unpaid which was due for repayment.

12. PARTICULARS AS REQUIRED UNDER COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF THE BOARD OF DIRECTORS) RULES, 1988 IS AT ANNEXURE-I:

13. ACKNOELEDGEMENT :

Your Directors express their sincere gratitude for the assistance and co-operation extended by promoters, Banks, Government Authorities, Employees and Shareholders.

For and on behalf of the Board,

Place : Ahmedabad
Date : 31st August, 2009.

VISHNU SHARMA
Chairman & Managing Director

NIMBUS FOODS INDUSTRIES LIMITED

ANNEXURE TO DIRECTOR'S REPORT :

1. CONSERVATION OF ENERGY:

- A. Energy Conservation measures taken : The Company gives top most priority to energy conservation and has undertaken continues measures in this respect which has shown positive result. New measures are planned to achieve further reduction in energy consumption.
- B. Additional investment and proposal if any being implemented for reduction in consumption of energy : NIL
- C. Energy consumption in terms of electricity , LDO and Gas has been reduced .
- D. Total energy consumption and energy consumption per unit of production : Form A is annexed.

2. TECHNOLOGY ABSORPTION:

- A. **Adoption and innovation:** Only the latest technology has been adopted in the Company.
- B. **Research and Development (R & D):** NIL

3. FOREIGN EXCHANGE EARNINGS AND OUT GO : NIL

FORM - A

Disclosure of particulars with respect to Conservation of Energy

A. POWER AND FUEL CONSUMPTION

Particulars	2008-09	2007-08
Electricity :		
Purchased Units (kwh/lacs)	1.5352	1.3568
Total Amount (Rs, in Lacs)	9.11	7.66
Rate / Unit (Rs.)	5.94	5.64
LDO : (Light Diesel Oil)		
Purchased (Ltr./ lacs)	NIL	NIL
Total Amount (Rs, in Lacs)	NIL	NIL
Rate / Ltr (Rs.)	NIL	NIL
GAS :		
Total Calorific / lacs	1.23	1.19
Total Amount (Rs, in Lacs)	37.36	29.78
Rate / Ltr (Rs.)	30.46	25.00

B. CONSUMPTION PER UNIT OF PRODUCTION :

Production of Bread (Kg)	2667661	2820997
Total Consumption Cost per Kg	1.74	1.33

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MANAGEMENT DISCUSSION AND ANALYSIS

a. Industry Structure and Developments:

The core area of the Company is Bakery products like Bread, Toasts, Biscuits and Confectionery products. The Bakery and Confectionery industry is a fast growing industry and have a very good future potential. The Company has acquired the business of Majesty Agro Foods Industries Ltd. by virtue of Scheme of Amalgamation, which has been approved by the Hon'ble High Court of Gujarat vide Order dated 7th July, 2008. The Company is having manufacturing and marketing of Bread in the Brand name of "MODERN" and for that the Company is having Franchise Agreement with Hindustan Uniliver Ltd. in the state of Gujarat. The Company is also manufacturing and marketing various other bakery products except bread in the Brand Name of "WOODOO" for the state of Gujarat. The Company is also having Distribution Agreement with Parle Agro Pvt. Ltd. for exclusive distribution rights of various confectionery products of Parle Agro Pvt. Ltd. for the State of Gujarat and part of Uttar Pradesh. The food industry is growing very fast specially in the state of Gujarat and the Management see very good future development in the present business as the Company is having product of vary good Brands. The Company has not started any activity related to Pharma industry and looking for a good opportunity to start the same.

b. Opportunities and Threats:

The management sees major opportunity in food industry. The food industry is growing fast and becoming organised sector. Entry of so many big retail chains giving boost to the food industry to grow. The Company is working on the proposal to acquire from another franchisee of Hindustan Unilever Limited, rights for manufacturing and marketing of Modern Bread in South Gujarat and border area of Rajasthan, Madhya Pradesh and Maharashtra.

The Company is also exploring the possibility of exporting Bakery products in Gulf, South Asian and African Countries. The Company is also planning to Diversify its activities for manufacturing and marketing of packed namkeen. The food industry is very competitive and due to volatility in commodities, which are major raw material of food industry, the industry is facing pressure on margin. Smaller players in the industry are also facing tough competition from big and organised players.

c. Segmentwise Performance:

The Company's primary business is bakery and confectionery. The food related products of the Company incorporate product groups viz. Bakery and Confectionery which have similar risks and returns and are in one segment only.

d. Recent Trend and Future Outlook:

The market seems to be looking up and companies have forecasted higher spending in increasing production and setting up retail outlets. We expect to perform better in coming years.

e. Risks and Concerns:

Like any other industry Food and specially Bakery and Confectionery Products are also exposed to risk of competition. Volatility in prices of commodities like wheat, miada etc. also increase risks of profit margin as increase in prices of final product is governed by so many factors. therefore it is not easy to increase the price of final products. The Company is taking necessary steps to safeguards itself from the volatility of commodity prices.

f. Internal Control Systems and their Adequacy:

The Company has adequate systems of internal Controls commensurate with its size and operations to ensure orderly and efficient conduct of business. These controls ensure safeguarding of assets, reduction and detection of fraud and error, adequacy and completeness of the accounting records and timely preparation of reliable financial information.

g. Financial Performance with respect to Operational Performance:

The Financial performance of the Company for the year 2008-09 is described in the Directors' Report under the head operations.

NIMBUS FOODS INDUSTRIES LIMITED

h. Material Developments in Human Resources and Industrial Relations Front:

Your Company has undertaken certain employees' Development initiatives which have very positive impact on the morale and team spirit of the employees. The Company has continued to give special attention to Human Resources/ Industrial Relations development. Industrial relations remained cordial throughout the year and there was no incidence of strike, lock-out etc.

i. Cautionary Statement:

Statement in this Management Discussion and Analysis Report, Describing the Company's objectives, estimates and expectations may constitute Forward Looking Statements within the meaning of applicable laws or regulations. Actual results might differ materially from those either expressed or implied.

Place : Ahmedabad
Date : 31st August, 2009.

For and on behalf of the Board,
VISHNU SHARMA
Chairman & Managing Director

FOURTEENTH ANNUAL REPORT

REPORT ON CORPORATE GOVERNANCE

INTRODUCTION:

Corporate Governance is important to build confidence and trust which leads to strong and stable partnership with the Investors and all other Stakeholders. The detailed Report on implementation of Corporate Governance Code as incorporated in Clause 49 of the Listing Agreement with the Stock Exchange/s is set out below.

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

Corporate Governance is an integral part of the philosophy of the Company in its pursuit of excellence, growth and value creation. The Company recognize the strong Corporate Governance is indispensable for safeguarding the interest of shareholders and other stakeholders.

The Company's philosophy on Corporate Governance lays strong emphasis on transparency, accountability and ability. The Company has implemented the mandatory requirements of the Code of Governance as mentioned in Clause 49 of the Listing Agreement. The Compliance Report of the Company vis-a-vis the Stock Exchange Listing Agreement is presented below.

2. BOARD OF DIRECTORS:

a) Composition and Category of Directors:

Name of Directors	Category of Directorship	No. of other Director ships *	Committee (1)Membership/ (2)Chairmanship in other companies	No. of Board Meetings attended	Attendance at the AGM held on 20 th September, 2008 Yes(Y)/No(N)
Vishnu Sharma Chairman & Managing Director	Executive Promoter	2	-	8	Y
Amit Khaksa **	Non Executive Promoter	-	-	8	Y
Pankaj Bulani ***	Non Executive Independent	-	-	6	Y
Deepak Sharma	Non Executive Independent	-	-	8	Y
Shyamkishore Delhiwala	Non Executive	-	-	7	Y

* Private companies excluded.

**Mr. Amit Khaksa has been appointed as Joint Managing Director w.e.f. 1st September, 2009, therefore his status as Non-executive Director has been changed to Executive Director from the said date.

***Mr. Pankaj Bulani has resigned from the Board of the Company w.e.f. 31st August 2009 and now he his no more Director of the Company from the said date.

b) Details of the Directors seeking Appointment/Reappointment in forthcoming Annual General Meeting:

Brief resume of the Director seeking re-election at the 14th Annual General Meeting

Name	Mr. Deepak Sharma
Age	12-01-1978
Date of Appointment	01-04-2006
Qualification and experience in specific functional area	Commerce graduate and 5 years of experience in the field of accounts and taxation.
Directorship held in other companies	None
Chairman/Member of the Committees of the Board of Directors of the Company	Audit Committee & Remuneration Committee
Membership/Chairmanships of Committee in other Public Companies	None

NIMBUS FOODS INDUSTRIES LIMITED

Brief resume of the Director appointed since last Annual General Meeting held on 20th August 2008

Name	Mr. Bhaychand G. Prajapati
Age	01-06-1961
Date of Appointment	31 st August 2009
Qualification and experience in specific functional area	Diploma holder in the field of Company Law and Tax Management and having more that 20 years of experience in the related field. Presently he is practicing as VAT consultant.
Directorship held in other companies	None
Membership/Chairmanships of Committee in other Public Companies	None

c) Board Procedures:

The Board of Directors meets atleast once a quarter to review the performance and Financial Results. A detailed agenda file is sent to all Directors well in time of the Board Meetings. The Chairman/Director briefs the Directors at every Board Meeting about the overall performance of the Company. All major decisions/Approvals are taken at the Meeting of the Board of Directors such as policy formation, Business plans, budgets, investment opportunities, Statutory Compliance etc. The meeting of the Board of Directors during the financial year 2008-09 were held on 30/06/2008, 07/07/2008, 31/07/2008, 12/08/2008, 02/09/2008, 30/10/2008, 01/11/2008, 31/01/2009.

3. AUDIT COMMITTEE:

The Audit Committee consists of the following Directors:

Name of the Directors	Expertise	Functions of the Committee	Attendance
Amit Khaksa (Chairman)	All members are Non-executive and Chairman is independent Director and majority are independent. One member has through financial and accounting knowledge.	The functions of the Audit Committee are as per Company Law and Listing Agreement with Stock Exchange(s) which include approving and implementing the audit procedures, review of financial reporting system, internal control procedures and risk management policies.	All the members constituting Audit Committee at respective times were present at the meeting held on 29-06-2008, 31-07-2008, 31-10-2008 & 31-01-2009
Pankaj Bulani* (Member)			
Deepak Sharma (Member)			

*Mr. Pankaj Bulani has resigned from the Directorship of the Company w.e.f. 31st August 2009 therefore he is now no more member of the Audit Committee from the said date.

**Mr. Amit Khaksa has been appointed as Joint Managing Director w.e.f. 1st September, 2009, therefore his status as Non-executive Director has been changed to Executive Director from the said date.

4. REMUNERATION COMMITTEE:

The Board Committee is vested with the responsibilities to function as per SEBI Guidelines and Companies Act, 1956 and recommends to the Board compensation package for the Managing Director and Joint Managing Director. It also reviews from time to time the overall Compensation structure and related policies with a view of attract, motivate and retain employees.

The Committee consists of the following Directors as members :

1. Deepak Sharma, Chairman - Non Executive Independent
2. Pankaj Bulani*, Member - Non Executive Independent
3. Amit Khaksa, Member - Non Executive Independent**

All the members constituting remuneration committee at respective times attended the meetings held on 29-06-2008 & 31-01-2009.

Details of remuneration paid:

1. Shri Vishnu Sharma, Managing Director was paid Rs.1,96,000/- as managerial remuneration during the year 2008-09.
2. No Sitting Fees, Commission of Stock Option has been offered to the Directors.

*Mr. Pankaj Bulani has resigned from the Directorship of the Company w.e.f. 31st August 2009 therefore he is now no more member of the Audit Committee from the said date.

**Mr. Amit Khaksa has been appointed as Joint Managing Director w.e.f. 1st September, 2009, therefore his status as Non-executive Director has been changed to Executive Director from the said date.

FOURTEENTH ANNUAL REPORT

5. SHAREHOLDERS/INVESTORS' GRIEVANCES COMMITTEE:

The Board has constituted Shareholders/Investors' Grievances Committee for the purpose of effective redressal of the complaints of the shareholders such as Dematerialisation, share Transfer, Non-receipt of Balance Sheet etc. Shri Amit Khaksa, Chairman and Shri Vishnu Sharma are members of the Committee.

The Company received NIL complaints during the year. There was no valid request for transfer of share pending as on 31st March, 2009.

Shri Vishnu Sharma, Managing Director is the Compliance Officer for the above purpose.

6. GENERAL BODY MEETINGS:

Details of last three Annual General Meetings of the Company are given below:

Financial Year	Date	Time	Venue
2005-06	26-09-2006	12 Noon.	Plot No. B-13/14/15, Phase – II, GIDC Industrial Area, Naroda, Ahmedabad - 382 330.
2006-07	24-09-2007	12 Noon.	
2007-08	20-09-2008	12 Noon.	

Pursuant to the provisions of Sections 192 A of the Companies Act, 1956, there was no matter during the year 2008-09, required to be dealt by the Company to be passed through postal ballot.

7. DISCLOSURES:

- The Company has not entered into any transaction of material nature with the Promoters, the Directors or the Management that may have any potential conflict with the interest of the Company. The Company has no subsidiary.
- There was neither been any non-compliance of any legal provision of applicable law, nor any penalty, stricture imposed by the Stock Exchange/s or SEBI or any other authorities, on any matters related to Capital Market during the last three years.

8. MEANS OF COMMUNICATIONS:

- In compliance with the requirements of the Listing Agreement, the Company regularly intimates Unaudited/ Audited Financial Results to the Stock Exchange/s immediately after they are taken on record by the Board of Directors. These Financial Results are normally published in Western Times (English and Gujarati).
Results are not displayed on website and are not sent individually to the Shareholders.
- During the year ended on 31st March, 2009, no presentation was made to institutional investors or analyst or any other enterprise.
- Management Discussion and Analysis from part of the Annual Report.

9. SHAREHOLDERS' INFORMATION:

- Registered Office : Plot No. B-13 & 14, Phase – II, GIDC Industrial Area, Naroda, Ahmedabad-382 330.
- Annual General Meeting : Day : Wednesday
Date : 30th September, 2009
Time : 12 Noon.
Venue : At the Registered Office
of the Company at:
Plot No. B-13 & 14, Phase – II, GIDC Industrial Area,
Naroda, Ahmedabad-382 330.
- Financial Calendar :
1st Quarter Results : End July, 2009.
Half-yearly Results : End October, 2009.
3rd Quarter Results : End January, 2010.
Yearly Results (Un-audited) : End May, 2010.
- Book Closure Dates : From : Friday, the 25th September, 2009
To : Wednesday, the 30th September, 2009.
(Both days inclusive).

NIMBUS FOODS INDUSTRIES LIMITED

- e) Dividend Payment Date : Not applicable.
- f) Listing of Shares on Stock Exchanges : 1. Ahmedabad Stock Exchange Limited, Kamdhenu Complex, 1st Floor, Opp. Sahajanand College, Panjara Pole, Ambawadi, Ahmedabad - 380 015.
2. Bombay Stock Exchange Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001.
- g) Stock Exchange Code :

Stock Exchange	Code
ASE	36004
BSE	531598
- h) Registrar and Share Transfer Agents :
In terms of SEBI Circular No.D&CC/FITTC/CIR-15/2003 dated 27th December, 2002 read with Circular No. D&CC/FITTC/CIR-15/2003 dated 12th February, 2003 on appointment of common agency for share registry work, the Company has appointed the below mentioned agency as Registrars and share Transfer Agents (RTA) for both physical and Demat Segment of Equity Shares of the Company :

M/s. Pinnacle Share Registry Pvt. Ltd.
Near Asoka Mills Premises, Naroda Road,
Ahmedabad - 380 025.
Tele. No. :(079) 2220 4226, 2220 0338
Fax No. :(079) 2220 2963
e-mail Address:investor.service@psrpl.com

- i) Share Transfer System: The transfer of shares in physical form is processed and completed by M/s. Pinnacle share Registry Pvt. Ltd. within a period of 25 days from the date of receipt thereof. In case of Shares in electronic form, the transfers are processed by NSDL/CDSL through the respective Depository Participants.
- j) Stock Price Data : The share of the Company have been traded at the Bombay Stock Exchange during 1st April, 2008 to 31st March, 2009. The information of Stock Price data are submitted hereunder :

Month	BSE		
	High (Rs.)	Low (Rs.)	Shares Traded (No.)
April, 2008	2.95	2.20	41737
May, 2008	2.98	2.10	53118
June, 2008	2.14	1.74	13152
July, 2008	3.21	1.67	43608
August, 2008	4.93	3.20	143334
September, 2008	4.56	2.87	270051
October, 2008	5.02	4.26	360431
November, 2008*	-	-	-
December, 2008*	-	-	-
January, 2009*	-	-	-
February, 2009**	5.60	2.16	336968
March, 2009**	4.12	1.93	813310

* The Company fixed 01/11/2008 as Record Date and to implement Composite Scheme BSE suspended scrip of Company in the month of October 2008 and trading of Company has been started after implementing the said Scheme in the Month of February 2009, therefore there was no trading during that period.

** Due to implementation of Composite Scheme, face value of Company divided into Rs.1/- per share from Rs.10/- per share and trading in the month of February 2009 started in the equity shares of the Company of face value of Rs.1/- per share.

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k) Share Transfer System :

In terms of SEBI Circular No. D&CC/FITTC/CIR 15/2003 dated 27th December, 2002 read with Circular No. D&CC/FITTC/CIR-18/2003 dated 12th February, 2003, on appointment of common agency for share registry work, the Company has appointed the below mentioned agency as Registrars and Share Transfer Agents (RTA) for both Physical and Demat Segment of Equity Shares of the Company:

M/s. Pinnacle Share Registry Pvt. Ltd.
Near Asoka Mills Premises, Naroda Road, Ahmedabad - 380 025.
Tele. No. :(079) 2220 4226, 2220 0338 Fax No. :(079) 2220 2963
e-mail Address:investor.service@psrpl.com

l) Distribution of Shareholding as on 31st March, 2009:

No. of Equity Shares held	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
Upto 5000	3173	89.38	3911860	8.54
5001 to 10000	201	5.66	1340445	2.93
10001 to 20000	81	2.28	1139898	2.49
20001 to 30000	38	1.07	971327	2.12
30001 to 40000	6	0.17	221401	0.48
40001 to 50000	8	0.23	346340	0.76
50001 to 100000	22	0.62	1411225	3.08
100001 to Above	21	0.59	36468584	79.61
Grand Total	3550	100	45811080	100

m) Category of Shareholders as on 31st March, 2009:

Category	No. of Shares held	% of Shareholding
Promoters & PAC	33601400	73.35
Financial Institutions/Banks	-	-
Mutual Fund	-	-
Bodies Corporate	2238946	4.89
NRIs	17920	0.04
Public	9952814	21.73
Grand Total	45811080	100.00

n) Outstanding GDRs/ADRs/Warrants: The Company has not issued any GDRs/ADRs.

o) Dematerialisation of Shares : The Company has entered into Agreement with NSDL/CDSL for Dematerialisation of Shares. As on 31st March, 2009, a total of 8870919 Shares of the Company which is 19.36% of the Share Capital of the Company stands dematerialised.

10. OFFICE LOCATION:

The Company's Office is located at
Plot No. B-13 & 14, Phase – II, GIDC Industrial Area, Naroda, Ahmedabad–382 330.

11. ADDRESS FOR CORRESPONDENCE:

For both Physical and Electronic Form:
M/s. Pinnacle Share Registry Pvt. Ltd.
Near Asoka Mills Premises, Naroda Road, Ahmedabad - 380 025.
Tele. No. :(079) 2220 4226, 2220 0338 Fax No. :(079) 2220 2963
e-mail Address:investor.service@psrpl.com

For any assistance regarding correspondence dematerialisation of shares, share transfers, transactions, change of address, non-receipt of dividend or any other query, relating to shares:

Registered Office: Plot No. B-13 & 14, Phase – II, GIDC Industrial Area, Naroda, Ahmedabad–382 330.

Telephone Nos.: (079) 2281 3445

Fax No. : (079) 2281 4023

Compliance Officer : Mr. Vishnu Sharma, Managing Director

For and on behalf of the Board,

Place : Ahmedabad
Date : 31st August, 2009.

VISHNU SHARMA
Chairman & Managing Director

NIMBUS FOODS INDUSTRIES LIMITED

AUDITORS' CERTIFICATE

To The Members of Nimbus Foods Industries Ltd., Ahmedabad

We have examined the compliances of conditions of corporate governance by M/s. Nimbus Foods Industries Ltd., for the year ended on 31st March, 2009 as stipulated in Clause 49 of the listing agreement of the said Company with stock exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of conditions of 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 in all material respects with the conditions of corporate governance as stipulated in the above-mentioned listing agreement.

As per representation received from the Registrars of the Company, we state that as per records maintained by the Shareholders'/Investor Grievance Committee, no investor grievance remaining unattended/pending for more than 30 days.

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

For B. S. RAJPUT & ASSOCIATES
Chartered Accountants

Place : Ahmedabad
Date : 31st August, 2009.

BHUPENDRASINGH RAJPUT
Partner
M. No. : 106729

FOURTEENTH ANNUAL REPORT

AUDITORS' REPORT

To
The members of
NIMBUS FOODS INDUSTRIES LIMITED
(Formerly known as Shyam Software Industries Limited)

1. We have audited the attached Balance Sheet of Nimbus Foods Industries Limited as at 31st March, 2009 and the Profit and Loss Account of the Company for the year ended on 31st March, 2009 annexed thereto and report thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. These standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amount and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Manufacturing and other Companies (Auditors Report) order, 1988 issued by the Company Law Board in terms of Section 227 (4A) of the Companies Act., 1956 and in terms of information and explanation given to us and also on the basis of such checks as we considered appropriate, we give in the Annexure a statement on the matters specified in paragraph 4 and 5 of the said order.
4. Further to our comments in the Annexure referred to above, we report that :
 - i) 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.
 - ii) In our opinion, proper books of accounts, as required by Law, have been kept by the Company so far as appears from our examination of the books.
 - iii) The Balance Sheet and Profit and Loss Account, dealt with by this report, are in agreement with the books of Accounts.
 - iv) In our opinion, the Profit & Loss Account and Balance Sheet comply with the Accounting Standard referred to in Sec. 211(3) (C) of the Companies Act.,1956, as amended by the Companies (Amendment) Act.,1999.
 - v) On the basis of the written declaration received from the directors and taken on record by the board of directors, we report that none of the Directors of the Company is disqualified as at 31st March, 2009 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act.,1956.
 - vi) In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information as required by the Companies Act.,1956, in the manner so required and give a True and Fair view in conformity with the accounting principles generally accepted in India subject to :
 - (i) Re: Non-Provision of depreciation amounting to Rs. 25,267/- As required by Accounting Standard(AS-6) " Depreciation Accounting" issued by the Institute Of Chartered Accountants Of India which results in the under statement of loss to the tune of Rs.25,267/- (Please refer note no.: 13)
 - a) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March,2009 and
 - b) In the case of the Profit and Loss Account, of the Profit for the year ended on that date.
 - c) In the case of the Cash Flow statement, of the cash flows for the year ended on that date.

For B. S. RAJPUT & ASSOCIATES
Chartered Accountants

Place : Ahmedabad
Date : 31/08/2009

BHUPENDRA SINGH RAJPUT
Partner
M.No.: 106729

NIMBUS FOODS INDUSTRIES LIMITED

ANNEXURE TO THE AUDITORS' REPORT

To

The members of

NIMBUS FOODS INDUSTRIES LIMITED

(Formerly Known As Shyam Software Industries Limited)

Referred to in paragraph 3 of our report of even date.

- (i) a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
b) All the assets have been physically verified by the management during the year and also there is a regular programme of verification 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.
c) According to information and explanation given to us the company has not disposed off substantial parts of fixed assets during the year.
- (ii) a) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
b) The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and nature of its business.
c) The company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stock and the book records were not material.
- (iii) a) The company has taken loan of Rs. 11.63 lacs from six parties in earlier years which is covered in the register maintained under section 301 of the Companies Act.,1956. During the year under consideration the Company is also taken further loans from two parties amounting to Rs. 5.00 lacs. The year-end balance of loans taken from such parties was remaining Rs. 10.63 lacs . During the year under consideration the company given the advances amounting to Rs. 64.11 lacs against supply of goods and services to such related parties which is covered in the register maintained under section under section 301 of the Companies Act, 1956.
b) In our opinion, the rate of Interest is NIL and other terms and condition on which loans have been taken / granted to companies, firms or other parties listed in the register maintained under section 301 of the Companies Act.,1956 are not, prima facie, prejudicial to the interest of the Company.
c) The Company is regular in repaying amounts as stipulated and has been regular in the payments
d) According to the information and explanation given to us there is no overdue amounts of loans taken or granted to / from companies, firms or other parties listed in the register maintained under section 301 of the Companies Act.,1956
- (iv) In our opinion and according to the information and explanations given to us there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
- (v) a) According to the information and explanations given to us, we are of the opinion that the transactions that need to be entered into the register maintained under section 301 of the Companies Act.,1956 have been so entered.
b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contract or arrangements entered in the register maintained under section 301 of the Companies Act.,1956 and exceeding the value of rupees five lakhs in respect of any party during the year have been made at prices which are reasonable having to prevailing market prices at the relevant time.
- (vi) In our opinion and according to the information and explanations given to us, the company has not accepted any deposits from public and hence directives issued by the Reserve Bank of India and provisions of Section 58A and 58AA of the Companies Act, 1956 and the rules framed there under are not applicable for the year under audit.
- (vii) In our opinion, the company has an internal audit system commensurate with the size and nature of its business.
- (viii) The Central Government has not prescribed maintenance of cost records under 209(1)(d) of the Companies Act.,1956 .

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- (ix) a) According to the records of the Company the company is regular in depositing with appropriate authorities undisputed statutory dues including employees' state insurance, income tax, sales tax, custom duty, excise duty, cess and other material statutory dues applicable to it.
- b) According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, sales tax, custom duty, excise duty and cess were in appears, as at 31st March, 2009 for a period of more than six months from the date they became payable.
- (x) In our opinion, the company has no accumulated losses and has not incurred cash loss during the year.
- (xi) In our opinion and according to the information and explanation given to us, the company has not defaulted in repayments of its dues to banks or financial institution .
- (xii) The company has not granted any loans or advances on the basis of securities by the way of pledge on shares, debentures or other securities .
- (xiii) In our opinion the company is not a chit fund or a nidhi , mutual benefits fund society . Therefore the provisions of clause 4(xiii) of the Companies (Auditors report) order, 2003 are not applicable to the company .
- (xiv) In our opinion the company is not dealing in trading of shares, securities, debenture, or the investments and hence requirement of clause 4(xiv) of the Companies (Auditors report) order, 2003 are not applicable to the company .
- (xv) According to the information and explanation given to us the company has not given any guarantee for loan taken by other from banks and financial institutions .
- (xvi) In our opinion, the term loans have been applied for the purpose for which they were raised.
- (xvii) According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that the no funds raised on short-term basis have been used for long-term investment. No long-term fund has been used to finance short-term assets except permanent working capital.
- (xviii) The company has not made any preferential allotment of shares to parties and companies covered in the register maintained u/s 301 of the Companies Act.,1956.
- (xix) No debentures have been issued by the company and hence, the question of creating securities in the respect thereof does not arise.
- (xx) The company has not raised any money by way of public issue during the year.
- (xxi) Accordingly to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

For B. S. RAJPUT & ASSOCIATES
Chartered Accountants

Place : Ahmedabad
Date : 31/08/2009

BHUPENDRA SINGH RAJPUT
Partner
Mem. No. 106729

NIMBUS FOODS INDUSTRIES LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2009

PARTICULARS	SCHEDULE	As at 31-3-2009 Rs.	As at 31-3-2008 Rs.
SOURCES OF FUNDS			
Share Capital	1	45,811,080	45,811,080
Reserves & Surplus	2	3,869,294	2,742,770
Secured Loans	3	902,823	1,024,203
Unsecured Loans	4	1,185,765	1,258,343
Deferred Tax Liability		65,130	53,130
	Total	51,834,092	50,889,526
APPLICATION OF FUNDS			
Fixed Assets			
Gross Block	5	28,573,727	24,995,156
Less : Depreciation		6,175,647	4,433,545
Net Block		22,398,080	20,561,610
Investments	6	5,000,000	---
Current Assets, Loans & Advances			
Inventories	7	5,339,089	3,724,864
Sundry Debtors	8	5,601,172	4,538,560
Cash & Bank balances	9	3,032,594	3,186,854
Loans & Advances & Deposits	10	20,164,691	26,416,117
		34,137,546	37,866,395
Less : Current Liabilities & Provisions	11	10,179,136	7,538,479
NET CURRENT ASSETS		23,958,411	30,327,916
Miscellaneous Expenditure (to the extent not written off or adjusted)	12	---	---
Deferred Revenue Expenditure		477,601	---
	TOTAL	51,834,092	50,889,526
NOTES FORMING PART OF ACCOUNTS OF BALANCE SHEET	"21"		

In terms of our report of even date

For B. S. RAJPUT & ASSOCIATES
Chartered Accountants

(Bhupendrasingh Rajput)
Partner

Place : Ahmedabad
Date : 31st August, 2009

On behalf of the Board of Directors
Nimbus Foods Industries Limited

Vishnu Sharma
Managing Director

Amit Khaksa
Joint Mg. Director

Place : Ahmedabad
Date : 31st August, 2009

FOURTEENTH ANNUAL REPORT

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2009

PARTICULARS	SCHEDULE	2008-09 Rs.	2007-08 Rs.
INCOME			
Sales	13	82,822,639	71,395,109
Other Income	14	301,362	54,635
Increase / (Decrease) in Stock	15	1,614,225	(1,115,877)
TOTAL		84,738,226	70,333,868
EXPENDITURE			
Purchases	16	60,922,916	51,014,626
Direct Expenses	17	5,706,008	6,565,726
Administrative & other expenses	18	11,098,962	7,163,727
Payment & Provision for Employees	19	2,551,902	2,021,266
Interest & Financial Charges	20	146,861	21,559
Preliminary & Pre-op. Exp. (w/o)	12	53,067	---
Depreciation	5	2,099,835	2,907,936
TOTAL		82,579,551	69,694,840
Profit/(-)Loss Before Tax		2,158,675	639,028
Provision for Taxation		695,000	120,000
Deferred Tax		12,000	119,370
Profit / (-) Loss after Tax		1,451,675	638,398
Prior Period Adjustment		(62,020)	(117,800)
Extra Ordinary Items		(263,131)	(10,000)
Balance Brought Forward		510,598	---
Balance Carried to Balance Sheet		1,637,122	510,598
NOTES FORMING PART OF ACCOUNTS OF BALANCE SHEET	"21"		

In terms of our report of even date
For **B. S. RAJPUT & ASSOCIATES**
Chartered Accountants

(Bhupendrasingh Rajput)
Partner

Place : Ahmedabad
Date : 31st August, 2009

On behalf of the Board of Directors
Nimbus Foods Industries Limited

Vishnu Sharma
Managing Director

Place : Ahmedabad
Date : 31st August, 2009

Amit Khaksa
Joint Mg. Director

NIMBUS FOODS INDUSTRIES LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2009

Particulars	2008-09		2007-08	
	Amount	Amount	Amount	Amount
A. Cash Flow from Operating Activities				
Net Profit before tax and Extraordinary Items		2,158,675		639,028
Adjusted for				
Depreciation	2,099,835		2,907,936	
Misc. Exp. (incl. W/off)	53,067		-	
Provision for Taxation	-	2,152,902	-	2,907,936
Operating Profit before Working Capital Changes		4,311,578		3,546,964
Adjusted for				
Inventories	(1,614,225)		(2,894,266)	
Sundry Debtors	(1,062,612)		(3,966,560)	
Loans & Advances	6,251,426		(16,323,824)	
Current Liabilities & Provisions	2,640,657	6,215,245	7,411,861	(15,772,788)
Cash generated from Operating Activities		10,526,823		(12,225,825)
Less : Direct Tax Provisions		(695,000)		(120,000)
Net Cash flow from Operating Activities		9,831,823		(12,345,825)
B. Cash Flow from Investing Activities				
Purchase of Fixed Assets	(4,566,181)		(851,143)	
Sale of Fixed Assets	366,745		1,550,000	
Assets in Amalgamation (Opening Bal. Net)	-		(22,964,394)	
Decrease in Profit & Loss A/c (Dr. Balance)	-		32,247,128	
Increase / Decrease in Miscellaneous Expenses	(530,668)		2,631,716	
Prior Period Adjustment	(62,020)		(117,800)	
Increase in Investments	(5,000,000)		-	
Net Cash used in Investing Activities		(9,792,125)		12,495,507
C. Cash Flow from Financing Activities				
Increase in Share Capital (Yet to be issued)(Due to Merger)	-		33,460,000	
Decrease in Share Capital (Due to Reduction)	-		(31,759,920)	
Decrease in Share Forfeiture Reserve Account	-		(3,139,045)	
Increase in Secured Loan	(121,380)		1,024,203	
Deferred Tax Liability (Due to Amalgamation)	-		172,500	
Increase in Capital Reserves	-		2,232,172	
Decrease in Unsecured Loan	(72,578)		698,248	
Net Cash used in Financing Activities		(193,958)		2,688,158
Net increase in Cash and Cash Equivalents (A + B + C)		(154,260)		2,837,839
Opening Balance of Cash and Cash Equivalents		<u>3,186,854</u>		<u>349,015</u>
Closing Balance of Cash and Cash Equivalents		3,032,594		3,186,854

Note : Figures in brackets indicate negative figures.

The previous year's figures have been regrouped and reclassified wherever necessary.

In terms of our report of even date
For B. S. RAJPUT & ASSOCIATES
 Chartered Accountants

On behalf of the Board of Directors
 Nimbus Foods Industries Limited

(Bhupendrasingh Rajput)
 Partner

Vishnu Sharma
 Managing Director

Amit Khaksa
 Joint Mg. Director

Place : Ahmedabad
 Date : 31st August, 2009

Place : Ahmedabad
 Date : 31st August, 2009

FOURTEENTH ANNUAL REPORT

SCHEDULES 1 TO 21 ATTACHED TO AND FORMING PART OF THE BALANCE SHEET, PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2009

PARTICULARS	As at 31-3-2009 Rs.	As at 31-3-2008 Rs.
SCHEDULE - 1 : AUTHORISED CAPITAL		
92,000,000 Equity Share of Re. 1/- each	92,000,000	92,000,000
P.Y. (92,000,000) Equity Shares of Rs.1/- each)	<u>92,000,000</u>	<u>92,000,000</u>
Issued, Subscribed & Paid up		
45811080 Equity Shares of Re. 1/- each fully paid up	45,811,080	12,351,080
P.Y. (12351080 Equity Shares of Rs. 1/- each)		
(As per the approved scheme by the Hon'ble High Court of Gujarat the Equity Share Capital Restructured by reducing the same to 28% of the Previous Year's Capital)		
NIL (PY) 33460000 Equity Shares of Re. 1/- Each Fully paid up	-	35,460,000
Yet to be issued to the Share Holders of Majesty Agro Foods Pvt. Ltd. (Transferor Company)		
	<u>45,811,080</u>	<u>45,811,080</u>
SCHEDULE - 2 : RESERVES AND SURPLUS		
Share Forfeiture Reserve Account	-	3,139,045
Less : Transferred to Reconstruction A/c	-	3,139,045
	-	-
Capital Reserve (Net Off)	2,232,172	2,232,172
	<u>2,232,172</u>	<u>2,232,172</u>
Profit & Loss Account A/c	1,637,122	510,598
	<u>3,869,294</u>	<u>2,742,770</u>
SCHEDULE - 3 : SECURED LOANS		
Kotak Mahendra Bank Ltd. (Against Auto Term Loan (SBBJ))	-	34,203
	<u>902,823</u>	<u>990,000</u>
	<u>902,823</u>	<u>1,024,203</u>
SCHEDULE - 4 : UNSECURED LOANS		
From Directors	1,063,143	1,163,143
Others	122,622	95,200
	<u>1,185,765</u>	<u>1,258,343</u>
SCHEDULE - 5 : FIXED ASSETS		

Particulars	Rate of Dep. %	Gross Block				Depreciation				Net Block	
		Opening Balance	Addition	Deduction	Total	Opening Balance	Addition	Deduction	Total	31.3.2009	31.3.2008
GIDC Plot	0.00	4,215,000	-	-	4,215,000	-	-	-	-	4,215,000	4,215,000
Building	10.00	5,245,656	-	-	5,245,656	647,656	459,800	-	1,107,456	4,138,200	4,598,000
Plant & Machinery	13.91	12,635,106	3,869,049	386,871	16,117,284	2,673,296	1,432,436	143,694	3,962,038	12,155,246	9,961,810
Computer & Printers	40.00	1,067,229	37,699	-	1,104,928	540,275	45,119	-	585,394	519,534	526,954
Cycle	13.91	700	2,400	-	3,100	140	387	-	527	2,573	560
Furniture & Fixtures	18.10	662,448	1,410	-	663,858	263,727	96	-	263,823	400,035	398,721
Auto	13.91	137,280	-	137,820	-	19,096	16,439	35,535	-	-	118,184
Workshop Equipment	13.91	174,582	27,926	-	202,508	27,692	22,678	-	50,370	152,138	146,890
Office Equipment	13.91	255,783	66,950	-	322,733	33,964	34,171	-	68,135	254,598	221,819
Electrical Installation	13.91	92,911	-	-	92,911	33,278	-	-	33,278	59,633	59,633
Motor Car	25.89	463,459	311,000	463,459	311,000	178,505	77,871	178,505	77,871	233,129	284,954
A.C.	13.91	45,002	-	-	45,002	15,918	-	-	15,918	29,084	29,084
Scooter	13.91	-	54,332	-	54,332	-	4,888	-	4,888	49,444	-
GIDC Flat	10.00	-	195,415	-	195,415	-	5,950	-	5,950	189,465	-
Total		24,995,156	4,566,181	987,610	28,573,727	4,433,545	2,099,835	357,734	6,175,647	22,398,080	20,561,610
Previous Year Rs.		25,713,013	851,143	1,560,000	25,004,156	1,534,609	2,907,936	-	4,442,545	20,561,611	1,214,009

NIMBUS FOODS INDUSTRIES LIMITED

PARTICULARS	As at 31-3-2009 Rs.	As at 31-3-2008 Rs.
SCHEDULE - 6 : INVESTMENT		
Unquoted		
Shri Govindam Agro Foods Pvt. Ltd. (Share Application Money)	5,000,000	-
	<u>5,000,000</u>	<u>-</u>
SCHEDULE - 7 : INVENTORIES		
(As valued and certified by the Directors)		
Closing Stock	5,339,089	3,724,864
	<u>5,339,089</u>	<u>3,724,864</u>
SCHEDULE - 8 : SUNDRY DEBTORS		
Unsecured, Considered Good Outstanding		
For More than Six Months	2,614,952	1,319,561
Others	2,986,220	3,218,999
	<u>5,601,172</u>	<u>4,538,560</u>
SCHEDULE - 9 : CASH & BANK BALANCE		
Cash on Hand	1,175,701	1,507,682
Balance in Current A/c	750,742	649,090
Balance in FDR A/c	1,106,151	1,030,082
	<u>3,032,594</u>	<u>3,186,854</u>
SCHEDULE - 10 : LOANS, ADVANCES & DEPOSITS :		
(Unsecured, Value to be received considered good)		
Loans & Advance	18,596,990	24,618,407
Deposits	1,567,701	1,797,710
	<u>20,164,691</u>	<u>26,416,117</u>
SCHEDULE - 11 : CURRENT LIABILITIES & PROVISION		
Sundry Creditors for Material	5,619,386	5,367,271
Sundry Creditors for Others	2,740,210	838,475
Provisions	712,984	120,000
Duties & Taxes	144,351	338,650
Advance received : payable in kind or cash	43,507	267,522
Deposit from Dealer	918,698	606,560
	<u>10,179,136</u>	<u>7,538,478</u>
SCHEDULE - 12 : MISECELLANEOUS EXPENDITURE		
(To the extent not written off or Adjusted)		
Deferred Revenue Exp.	530,668	-
Preliminary Expenses	-	302,480
Public Issue Expenses	-	2,000,831
Business Development Expenses	-	359,805
	<u>530,668</u>	<u>2,663,116</u>
Less : Transferred to Reconstruction A/c	-	2,663,116
Less : Written off 1/10	53,067	-
Balance	477,601	-
Profit & Loss Account		
Opening Balance	-	32,247,128
Add : Incurred during the year	-	-
	<u>-</u>	<u>32,247,128</u>
Less : Transferred to Reconstruction A/c	-	32,247,128
Balance	-	-

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PARTICULARS	2008-09 Rs.	2007-08 Rs.
SCHEDULE - 13 : SALES		
Sales (Net off Sales Return)	<u>82,822,639</u>	<u>71,395,109</u>
	<u>82,822,639</u>	<u>71,395,109</u>
SCHEDULE - 14 : OTHER INCOME		
Interest and Other Income	<u>301,362</u>	<u>54,635</u>
	<u>301,362</u>	<u>54,635</u>
SCHEDULE - 15 : INCREASE/(DECREASE) IN STOCK		
Closing Stock	5,339,089	3,724,864
Less : Opening Stock	<u>3,724,864</u>	<u>4,840,741</u>
Increase / (Decrease) in Stock	<u>1,614,225</u>	<u>(1,115,877)</u>
SCHEDULE - 16 : PURCHASES		
Purchases	<u>60,922,916</u>	<u>51,014,626</u>
	<u>60,922,916</u>	<u>51,014,626</u>
SCHEDULE - 17 : DIRECT EXPENSES		
Brokerage Charge	45,008	600
Cleaning Exp.	76,355	37,828
Daily Wages Exp.	89,025	4,830
Electricity & Fuel Expenses	1,001,907	810,428
Factory Exp.	145,868	65,578
Freight & Octroi Exp.	262,090	791,208
Fumigation Exp.	-	61,890
Labour Exp.	1,765,969	1,607,495
Loading & Unloading Exp.	63,643	51,795
Production Charges	243,122	331,488
Rate & Difference sales	58,184	
Repair to Building	60,280	4,040
Repair to Plant	253,482	175,094
Royalty Exp.	1,515,993	1,603,286
Water Charges	125,082	87,651
Rate Difference paid	-	932,515
	<u>5,706,008</u>	<u>6,565,726</u>
SCHEDULE - 18 : INDIRECT EXPENSES		
Advertisement Expenses	85,018	77,213
Audit Fee	20,000	20,000
Bank Charges	48,891	24,276
Consultant Charges	283,510	276,923
Conveyance Exp.	201,333	148,561
CFA Exp.	123,214	
Directors Remuneration	196,000	192,000
Distribution Exp.	4,980,983	4,404,180
Donation	2,100	1,100
Other Factory Exp	38,324	14,234
Office Exp.	168,760	-
Forwarding Charges	1,605,127	967,042
Kasar & Vatav	-	31,090
Legal Charges	170,254	76,543
Membership Fees	1,685	12,942
Misc. Exp.	86,042	66,321
Misc. Repair Exp	36,706	13,516
Penalty Exp.	8,392	5,186
Postage & Courier	69,114	24,640
Freight Exp.	209,093	-
Professional Charges	161,850	150,380
Rates & Taxes	49,472	56,204
Repair to Vehicles	42,244	31,182
Security Expences	153,374	129,752
Stationery & Printing Exp.	279,930	219,729
Telephone Expenses	167,322	147,227
Travelling Exp.	150,750	73,487
Weight Charges	6,530	
Rent Exp.	257,651	
Distributor's Claim Exp.	1,495,294	
	<u>11,098,962</u>	<u>7,163,727</u>

NIMBUS FOODS INDUSTRIES LIMITED

PARTICULARS	2008-09 Rs.	2007-08 Rs.
SCHEDULE - 19 : PAYMENT & PROVISION FOR EMPLOYEES		
Salary, Bonus & Allowances	2,219,860	1,669,247
Contribution to Provident and other Funds	85,525	86,520
Staff Welfare Expenses	246,517	265,499
	2,551,902	2,021,266
SCHEDULE - 20 : INTEREST & FINANCIAL CHARGES		
Interest Expenses	146,861	21,559
	146,861	21,559

SCHEDULE - 21 : ACCOUNTING POLICIES AND NOTES FORMING PARTS OF THE ACCOUNTS

1. SIGNIFICANT ACCOUNTING POLICIES OF ACCOUNTING STANDARD

(a) Basis of Preparation of Financial Statement :

The financial statements have been prepared under the historical cost convention method in accordance with the generally accepted accounting principles and the provisions of the Companies act 1956. The Company follows mercantile system of accounting and recognizes income and expenditure on accrual basis except in the case of significant uncertainty relating to income.

(b) Fixed Assets and Depreciation :

Fixed assets of the Company are stated at cost renewals and replacements are either Capitalized or charged to revenue, as appropriate, depending upon the nature and long-term utility of such renewals/ replacements. In respect of assets scrapped, discarded or retired during the year, the net book value of such assets is written off as loss on discarded fixed assets. The receipts on sale of such scrapped assets are accounted for as and when realized.

(c) Depreciation :

The Company has a policy of providing depreciation on fixed assets on written down basis u/s 205(2)(a) of the Companies Act, 1956 at the rates specified in schedule XIV of the said Act. However company has not provided the depreciation during the year. (Refer note no.: 14)

(d) Investment : Investment in shares of companies, quoted or unquoted are carried at cost of acquisition.

(e) Sales, Purchase and Inventories :

Sales are invoiced on delivery of goods. Purchases are accounted on the receipt of title of goods including related cost. Inventories are valued at cost including all related expenses or market value whichever is lower on FIFO Basis. Stock of Educational materials has been valued at cost.

(f) Miscellaneous Expenditure : Preliminary Expenditure are written off over ten years.

(g) Excise Duty : Excise duty is not applicable to the business in which the company is engaged .

(h) Borrowing cost : The company follows the practice of capitalizing interest on borrowing for capital expenditure up to the date the assets is put to use.

(i) Taxes on Income : Tax on income for the current period is determined on the basis of taxable income and tax credits computed in accordance with the provisions of the Income Tax Act, 1961 and based on expected outcome of assessment /appeals.

Deferred Tax is recognized on timing difference between the accounting income and the taxable income for the year ended and quantified using the tax rates and laws enacted or substantially enacted as on the balance sheet date.

Notes on Accounts :

1. The sundry creditors, sundry debtors, unsecured loans and loans & advances are subjected to confirmation.
2. Director's Remuneration 1,96,000/- (P.Y. 1,92,000/-)

3. Auditor's Remuneration :

Particulars	2008-09	2007-08
Audit Fees	20,000/-	20,000/-
Out of pocket Exp.	NIL	NIL

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4. In the opinion of the Board of Directors, the Current Assets, Loans and Advances are approximately value stated, if realised in the ordinary course of business .The provisions of all known liabilities are adequately provided and not in the excess of amount reasonably necessary. There are no contingent liabilities other than stated above.
5. The Company had been advised that the computation of net profit u/s 349 of the Companies Act,1956 had not been made since no commission is paid / payable to the directors for the year .
6. AS- 15 : In the opinion of the Board at present the company is not liable for gratuity and treatment of retirement benefit are accounted for as and when paid .
7. Estimated amount of contracts remaining to be executed on capital account and not provided for Rs. Nil (P.Y. 2007-08)

	2008-09	2007-08
8. C.I.F. value of imports(excluding purchase of items imported by other agencies)	Nil	Nil
9. Expenditure in foreign currency	Nil	Nil
10. Earning in foreign exchange	Nil	Nil
11. Contingent Liabilities	Nil	Nil
12. The Contribution to the defined contribution scheme such as Provident Fund etc. are charged to the Profit & Loss account as incurred. However no provision for gratuity is made during the year as the same is still not applicable to the Company.		
13. The Company has not provided the depreciation on the Fixed Assets which is with the company prior to the amalgamation of Majesty Agro Foods Pvt. Ltd. (MAFL) during the year, which shall amount to Rs.25,267/- as per method of Depreciation employed during the previous year . Accordingly the Profit of the company is understated by Rs. 25,267/-. However the depreciation on the fixed assets received from the transferor Company i.e. MAFL has been provided. The reason for non provision of depreciation on the fixed assets of the company prior to amalgamation is non utilization of the such assets during the whole year.		

14. Related Party Disclosure : As per Accounting Standard-18 (AS-18)

	Name of Related party	Relationship
a)	Shri Vishnu Sharma	- Managing Director
b)	Shri Amit Khaksa	- Director
c)	Shri Pankaj Bulani	- Director
d)	Shri Deepak Sharma	- Director
e)	Shri Shyamkishor Delhiwala	- Director
f)	Niraj S. Delhiwala	- Director's Relative
g)	Sitaram G. Sharma	- Director's Relative
h)	Hari Corporation	- Associate Concern
i)	Balaji Resources & Trading Co. Ltd.	- Associate Concern
j)	Nimbus Foods Ltd.	- Associate Concern
k)	Chinar Capital Market Pvt. Ltd.	- Associate Concern
l)	Shri Govindam Agro Foods Pvt. Ltd	- Associate Concern

List of transaction :

S.N.	Name of Party	Particulars of Transaction during the year	Amount (Rs.)
1.	Vishnu Sharma	Director's Remuneration	1,96,000/-
2.	Amit Sharma	Salary	1,80,000/-
3.	Sitaram G. Sharma	Advances Given	3,00,000/-
4.	Shri Govindam Agro Foods Pvt. Ltd	Advances Given	33,30,800/-
5.	Shri Govindam Agro Foods Pvt. Ltd	Share Application Money given for Equity share of 5,00,000 Rs. 10/- each yet to be allotted	50,00,000/-
6.	Balaji Resource & Trading Co. Ltd.	Advances given	15,30,000/-

NIMBUS FOODS INDUSTRIES LIMITED

15. Quantitative detail information as required under para 3, 4C and 4D of part II of schedule VI of the Companies Act, 1956 to the extent applicable is as under :

Quantitative Information :	Current Year	Previous Year
Units	Kgs	Kgs.
Capacity :		
Bread :		
Licensed	N.A.	N.A.
Installed	N.A.	N.A.
Utilised	N.A.	N.A.
Raw Material Consumption : (Major Items)		
Raw Material Consumed		
Maida consumed	N.A.	1586809
Material Consumed :		
Imported (in Rs.)	NIL	N.A.
	0%	0%
Indigenous (in Rs.)	25382933	19644305
Production :	100%	100%
Bakery Bread (Kg.)	2667661	2820997

16. Deferred Tax Assets/ Liability are provided in accordance with Accounting Standard AS-22 issued by the Institute of Chartered Accountants of India.

17. Details of Earnings Per Shares :

S.No.	Particulars	2008-09	2007-08
1.	No. of Equity Shares of Re.1/- each (P.Y. Rs. 10/-each)	45811080	45811080
2.	Net Profit After Tax	11,26,524/-	5,10,598/-
3.	Basic and diluted earning per Shares	0.02	0.01

18. AS-28 : All the assets have been physically verified by the management during the year and also there is a regular programme of verification 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.

19. The previous year's figure have been rearranged / re grouped where ever necessary.

As per our report of even date
For B. S. RAJPUT & ASSOCIATES
Chartered Accountants

On behalf of the Board of Directors
 Nimbus Foods Industries Limited

(Bhupendrasingh Rajput)
Partner

Vishnu Sharma
Managing Director

Amit Khaksa
Joint Mg. Director

Place : Ahmedabad
 Date : 31st August, 2009

Place : Ahmedabad
 Date : 31st August, 2009

FOURTEENTH ANNUAL REPORT

19. BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

a. Registration details

Registration No.	2 5 6 3 1	State Code	0 4
Balance Sheet Date	31 - 03 - 2009		
	Date Month Year		

b. Capital Raised During the Year (Rs. in Thousands)

Public Issue	N I L	Bonus Issue	N I L
Right Issue	N I L	Private Placements	N I L

c. Position of Mobilisation and Deployment of Funds (Rs. in Thousands)

Total Assets	5 1 8 3 4	Total Liabilities	5 1 8 3 4
--------------	-----------	-------------------	-----------

SOURCES OF FUNDS

Paid up Capital	4 5 8 1 1	Reserve and Surplus	3 8 6 9
Secured Loans	9 0 3	Unsecured Loans	1 1 8 6
Deferred Tax Liability	6 5		

APPLICATION OF FUNDS

Net Fixed Assets	2 2 3 9 8	Net Current Assets	2 3 9 5 8
Investments	5 0 0 0	Accumulated Losses	N I L
Misc. Expenditure	4 7 8		

d. Performance of the Company (Rs. in Thousands)

Turnover	8 2 8 2 3	Total Expenditure	8 0 6 6 4
Profit / (Loss) Before Tax	2 1 5 9	Profit / (Loss) After Tax	1 6 3 7
Earning Per shares in Rs.	0 . 0 2	Dividend rate (%)	N I L

e. Generic Name of Principal Product of Company : **Computer/Management Training Imparting**

Item Code No.	: N. A.
Product Description	: N. A.

As per our report of even date
For B. S. RAJPUT & ASSOCIATES
Chartered Accountants

On behalf of the Board of Directors
 Nimbus Foods Industries Limited

(Bhupendrasingh Rajput)
Partner

Vishnu Sharma
Managing Director

Amit Khaksa
Joint Mg. Director

Place : Ahmedabad
 Date : 31st August, 2009

Place : Ahmedabad
 Date : 31st August, 2009

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INTENTIONALLY**

NIMBUS FOODS INDUSTRIES LIMITED

Regd. Office : Plot No. B-13 & 14, Phase – II, GIDC Industrial Area, Naroda, Ahmedabad–382 330.

14th Annual General Meeting

Wednesday, the 30th September, 2009 at 12.00 Noon

ATTENDANCE SLIP

Place : At the Registered Office of the Company at :
Plot No. B-13 & 14, Phase – II, GIDC Industrial Area,
Naroda, Ahmedabad–382 330.

Folio No. : _____ DP ID _____ Client ID _____

Signature of Member/ Proxy attending the meeting _____

Notes:

1. This meeting is only for members. Please, therefore, do not bring person in the meeting who is not a member.
 2. Please bring this attendance slip duly signed and hand it over to the representative of the Company at the entrance of the meeting place.
-

NIMBUS FOODS INDUSTRIES LIMITED

Regd. Office : Plot No. B-13 & 14, Phase – II, GIDC Industrial Area, Naroda, Ahmedabad–382 330.

FORM OF PROXY

I/We _____

of _____ in the district of _____

being member/s of the above named Company hereby appoint _____

of _____ in the district of _____

or failing him _____

of _____ in the district of _____

as my/our Proxy to attend and vote for me/us on my/our behalf at the 14th Annual General Meeting of the Company, to be held on Wednesday, the 30th September, 2009 and at any adjournment thereof.

Signed the _____ day of _____ 2009.

Signature _____

Affix Revenue Stamp

N.B.: This Proxy must be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for holding the meeting.

**BOOK-POST
PRINTED MATTER**

To,

If undelivered, please return to :

NIMBUS FOODS INDUSTRIES LIMITED

Regd. Office : Plot No. B-13 & 14, Phase – II,
GIDC Industrial Area, Naroda, Ahmedabad–382 330.

Pratiksha Printers, A'bad. 98252 62512