17th ANNUAL REPORT 2012-2013

USHERING
A NEW GREEN REVOLUTION

USHER®
AGRO LIMITED

CONTENTS

CORPORATE INFORMATION

BOARD OF DIRECTORS

Promoter & Executive Directors

Dr. Vinod Kumar Chaturvedi: Managing Director
Mr. Manoj Pathak: Whole Time Director

Non Executive Independent Director

Mr. Vijay Ranchan
Mr. Ajay Prakash Arora
Mr. Shri Prakash Arora
Mr. Prem Chand Tiwari
Mr. Narayanan Krishnan (14.10.2009- 29.06.2013)
Mrs. Baljinder Kaur Mandal (Appointed 29.06.2013)
Nominee Director IDBI Bank

STATUTORY AUDITORS

M/s Parekh Shah & Lodha
Chartered Accountants

INTERNAL AUDITORS

M/s Dinesh Bangar & Company
Chartered Accountants

COST AUDITOR

M/S NKJ & Associates

SHARE LISTED AT

National Stock Exchange of India Ltd. (NSE)
BSE Limited(BSE)

COMPANY SECRETARY

Mrs. Sarika S. Singh

REGISTRAR & SHARE TRANSFER AGENTS

Bigshare Services Pvt. Ltd.
E-2/3, Ansa Industrial Estate, Sakivihar Road
Sakinaka, Andheri (E), Mumbai – 400 072
Tel.: (022) 2856 0652/53
Fax: (022) 4043 0200
e-mail: info@bigshareonline.com
website: www.bigshareonline.com

BANKERS

IDBI Bank Limited
Allahabad Bank
United Bank of India
HDFC Bank
ICICI Bank Limited
ING Vysya Bank Ltd.
Axis Bank Limited
Rabobank International (Cooperatieve Centrale Raiff Eisen-Boerenleenbank Singapore)
RABO Bank International, Mumbai Branch
Bank of Baroda
Dena Bank
Export-Import Bank of India

REGISTERED OFFICE

422, Laxmi Plaza, Laxmi Industrial Estate,
New Link Road Andheri (West)
Mumbai- 400 053
Tel: 022-39381100
Fax: 022-39381123
Email: usherinvestors@usheragro.com
Website: www.usheragro.com

MARKETING OFFICE

405, Pearls Best Heights-II
Netaji Subhas Place, New Delhi- 110 034
e-mail: marketing@usheragro.com

PLANT LOCATION

Chhata: 158, Gohari, Delhi- Agra Highway,
Chhata, Dist Mathura (Uttar Pradesh)

632-634, Duatana, Delhi Agra Highway,
Chhata, Dist: Mathura (Uttar Pradesh)

Mathura: 239, Maholi, Krishna Nagar, Off
Delhi- Agra Highway, Mathura, Dist. Mathura-
281 004 (Uttar Pradesh)

Buxar: Plot no. 1898, Chaubeji ki Chhavani,
Jalilpur Thana, Rajpur, Dist -Buxar (Bihar)

Dear Shareholders,

It gives me immense pleasure to welcome you to the 17th Annual General Meeting of your Company. I am sure that you share my sense of satisfaction at yet another year of robust growth of your Company. This performance is even more heartening given the challenging circumstances in the global economy and the slowdown in India.

Five years after the outbreak of the global financial crisis coupled with food crisis the world economy continues to remain fragile. The Indian economy demonstrated remarkable resilience in the initial years of the contagion but finally lost ground last year. GDP growth slowed down to a 10-year low to 5%. There was a marked deceleration in agriculture, industry and services. Dampening sentiment led to a cut-back in investment as well as private consumption expenditure - two principal drivers of growth. Inflation remained at high levels fuelled by the pressure from the food and fuel sectors. The large fiscal and current account deficits continued to cause grave concern. The Government has announced several policy measures in recent times to tackle these challenges.

This has been a predictable yet interesting year. The global economy is still recovering from the crisis of 2008-2009. Ever since the crisis, about half a percentage point has been shaved off the long term trend bringing down the global growth to 3%. And this downfall is predicted to continue. It is quite clear that mature economies are still recovering from the scars of the 2008-2009 crises. But unlike in 2010 and 2011, emerging markets did not pick up the slack in 2012, and won't do so in 2013.

PROJECTION AND GROWTH

Agriculture contributes to 20% to India's gross domestic product ('GDP') and 10% to India's total export earnings besides providing raw material inputs to many industries like textiles, paper, sugar etc. It is the fifth largest industry in the country in terms of production, consumption, export and growth. The size of Indian food processing sector is estimated to be US$157 billion in FY2012 and is expected to grow at a CAGR of 20% to reach US$255 billion by FY2016. The sector employs around 1.6 million people.

Despite the modest improvement in the global economy, the year 2013-14 looks encouraging with a number of indicators that can be considered favorable for a good harvest. The second half of 2012 has seen prices of food commodities leaning towards moderate with only rise in price in the dairy industries.

The minimum support prices (MSP) for kharif crops this year maintain incentives for food production and address the need to raise production of pulses and oilseeds, in the case of rice, the MSP has been raised by 4.8 per cent.

PERFORMANCE AND ACHIEVEMENT

Usher has a vision to become one stop solution to all basic food.

The company has started the increase of its rice milling capacity and setting up a plant for Pulse and Pulse Flour milling capacity at Chhata, U.P. The rice milling plant will be expanded by further 4,86,000 TPA after which its capacity will be 1, 081, 440 TPA. In addition, Usher Agro is also in the process of setting up a pulses processing mill with a capacity of 105,600 TPA and a pulses flour mill with a capacity of 23,100 TPA.

The basmati sector is fully saturated and offers no scope for expansion and so Usher has been concentrating on the Non-basmati rice segment.There is ample scope for Usher to expand in the non-basmati rice industry in India as it is still a much disorganized industry, commanding not even 1% of the total market share as compared to basmati rice industry. The Company's rice and wheat mills are located in the states of Uttar Pradesh ('UP') and Bihar with current capacity of 543,600 tons per annum ('TPA') for rice and 75,000 TPA for wheat with ongoing expansion to 1,081,440 TPA for rice and 125,000 TPA for wheat by end of calendar year 2013. In addition, Usher Agro is also in the process of setting up a pulses processing mill which is the part of current expansion with a capacity of 105,600 TPA and a pulses flour mill with a capacity of 23,100 TPA in the state of UP.

This year there has been a total income growth by 17% increasing to ₹ 95157.04 lacs as compared to ₹ 81365.75 lacs in the previous year. The net profit after tax up by 7% rising to ₹ 6523.18 lacs as compared to ₹ 5522.63lacs in the previous year. The net worth of the company has reached to ₹ 31692.97 lacsas compared to ₹ 27156.89 in the previous year. The Company's total income, which comprises of income in the form of domestic and export sales and other income increased to ₹ 95157.04 lacs as compared to ₹ 81365.75 lacs of the previous year.

The company is also in the process of setting up a 5TPD Silica Plant the technology of which is developed by IISC Bangalore. Also the company will be expanding in Rice Fortification business.

Year on year the company has been increasing exports, both in quantity and its reach. This year we have exported to nearly 22 countries comprising Middle East, African and few European Countries.

We are constantly trying to uplift the agricultural economy by blending the traditional know how with the modern technologies, generating employment and export earnings and creating food chain facilities and processed food manufacturing simultaneously.

Before I end, I would like to thank all members of the staff for their contribution in Company's growth and all stakeholders, bankers for the faith reposed in us. We assure you of our best and continue to work to deliver value to our customer

Thanks

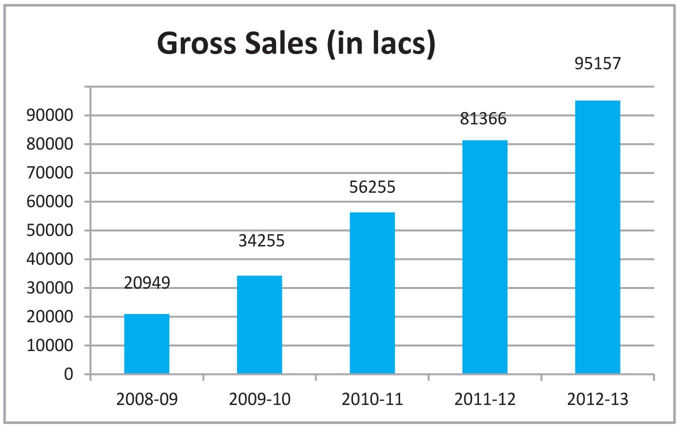
Vinod Kumar Chaturvedi
Managing Director

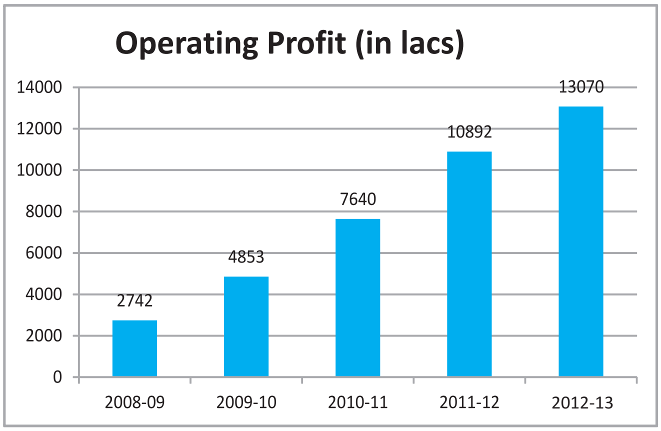
Financial Highlights

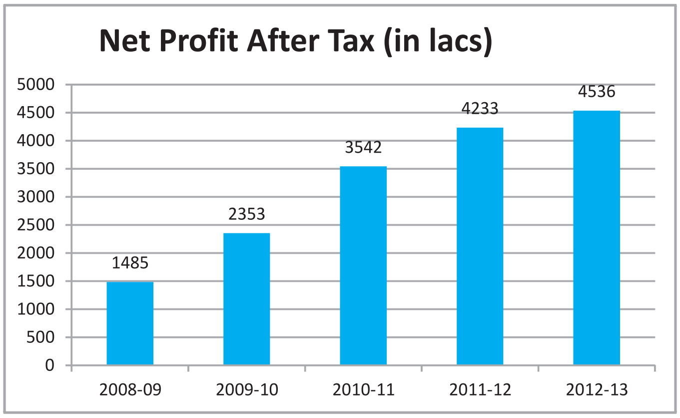
(₹ In Lacs)

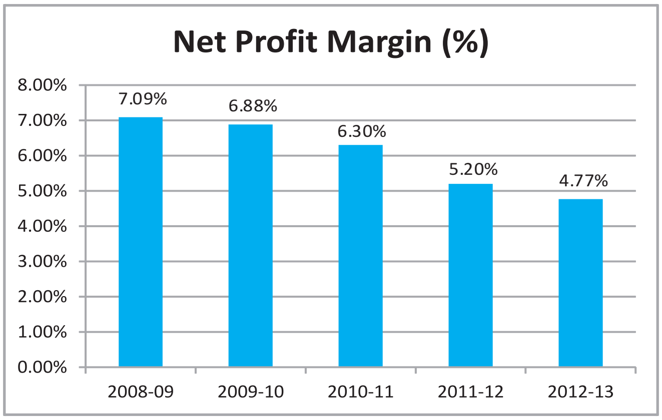
OPERATIONAL REVIEW	2012-13	2011-12	2010-11	2009-10	2008-09
Gross Sales	95157	81366	56255	34255	20949
EBDITA	13070	10892	7640	4853	2742
Depreciation	1501	1465	870	535	233
Bank Interest & Charges	5046	3905	2184	1407	537
PBT	6523	5523	4586	2912	1972
PAT	4536	4233	3542	2353	1485
FINANCIAL STRUCTURE	**2012-13**	**2011-12**	**2010-11**	**2009-10**	**2008-09**
Net Fixed Assets	13827	15229	15373	7794	7560
Capital Work in Progress	14067	4394	2043	2687	625
Investment	1725	1702	1794	1502	427
Net Worth	31693	27157	23587	10326	6772
Borrowings (long term Working Capital)	60899	44975	32206	21451	9477
Deferred tax liability	1134	979	872	561	427
MARGINS & RATIOS	**2012-13**	**2011-12**	**2010-11**	**2009-10**	**2008-09**
EBDITA Margins (%)	13.74%	13.39%	13.58%	14.19%	13.09%
PAT Margins (%)	4.77%	5.20%	6.30%	6.88%	7.09%
Interest Cover (times)	1.90	2.08	3.10	2.67	3.76
Return on Net worth (%)	14.31%	15.58%	15.02%	22.78%	22.13%

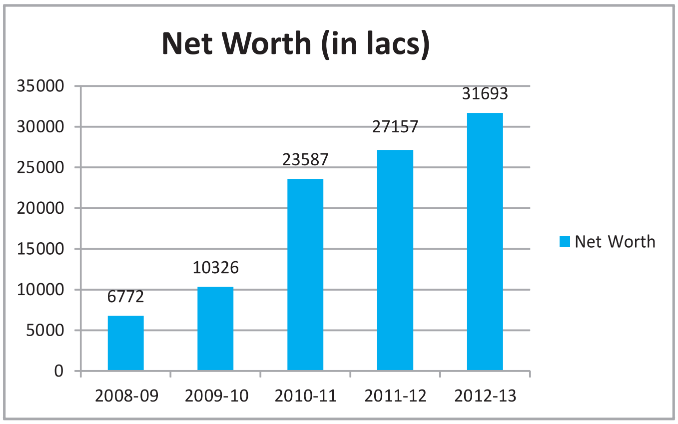
Operational Performance

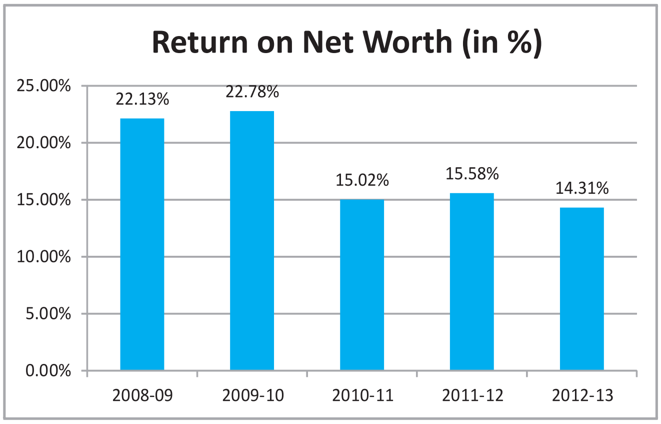












VISION

To emerge as one of the India’s leading agro-processing companies with a special focus on the basic foods segment (Rice, Pulses and Wheat). We envision a refreshing green, the personality of USHER, to be the symbol of nation’s booming economy and the indication of the affluence of world agriculture.

MISSION

- Maximize creation of wealth, value and satisfaction for the stakeholders.
- We intend to emerge as the one stop source for all the basic food products in India.

MILESTONES

2013	On going capacity expansion at Chhata (U.P.) for Rice and Pulses Milling
2012	Successful commissioned Artificial Rice Processing Plant
2011	Successful commissioned 2,91,600 MTPA Capacity Plant at Chhata (U.P.)
2010	Successfully listed with NSE
2009	Third unit of Rice Milling commissioned at Chhata, Mathura (U.P.)
2008	Commencement of Cogeneration captive power plant at Mathura (U.P.)
2006	Successfully completed IPO with listing at BSE and Wheat flour Mill set up at Mathura (U.P)
2003	Implemented Automated modernized rice milling at its second unit in Buxar (Bihar)
1996	First project of Rice Milling Mathura was set up at Mathura (U.P)

NOTICE

NOTICE is hereby given that the Seventeenth Annual General Meeting of the members of Usher Agro Limited will be held on Monday, 23rd day of December, 2013 at 11.30 am. at Nandkripa Banquet Hall, Four Bungalow Road, Main Market, Andheri, (West), Mumbai-400 058 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 30th June, 2013, the Statement of Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Vijay Ranchan, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Ajay Prakash Arora, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Joint Statutory Auditors and to fix their remuneration and in this connection, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

   "RESOLVED THAT M/s. Parekh Shah & Lodha (Firm Registration No.107487W) Chartered Accountants, together with M/s. Ajmera Ajmera And Associates (Firm Registration No. 123989W), Chartered Accountants be and are hereby appointed as Joint Statutory Auditors of the Company to hold the office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, and in this regard the Board of Directors/Committees of the Board be and are hereby authorized to decide and finalize the terms and conditions of their appointment and to fix their remuneration"

SPECIAL BUSINESS

5. Re-appointment of Dr. Vinod Kumar Chaturvedi- 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, 317 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, including any statutory modification(s) or re-enactment thereof for the time being in force ("the Act") and the relevant provisions of Articles of Association of the Company and subject to such other approvals and sanctions as may be necessary, the approval of the members of the Company be and is hereby accorded for the appointment of Dr. Vinod Kumar Chaturvedi Managing Director of the Company for a period of 5 (five) years commencing from 6th September, 2013;;

   RESOLVED FURTHER THAT pursuant to the recommendation of the Remuneration Committee, Dr. Vinod Kumar Chaturvedi be paid remuneration 77, 59,000 p.a

   RESOLVED FURTHER THAT the aggregate amount of remuneration payable to Dr. Vinod Kumar Chaturvedi by the Company during his tenure in a financial year shall be subject to the ceilings laid down under Sections 198, 309 and Schedule XIII of the Act as may for the time being in force;

   RESOLVED FURTHER THAT in the event of no profits or inadequate profits in any financial year during the tenure of Dr. Vinod Kumar Chaturvedi, the Company shall pay to him the remuneration drawn as minimum remuneration subject to the limits stipulated under Schedule XIII of the Act or such amount as may be prescribed by the Government from time to time as minimum remuneration;

   RESOLVED FURTHER THAT the terms and conditions of Dr. Vinod Kumar Chaturvedi appointment as the Managing Director may be varied, altered, modified or widened from time to time by the Board as it may in its discretion deem fit, including the remuneration payable in accordance with the provisions of the Act or any amendment made hereinafter in this regard;

   RESOLVED FURTHER THAT the Board be and is hereby authorized to settle any questions, difficulties or doubts that may arise in respect of the appointment of Dr. Vinod Kumar Chaturvedi as Managing Director and to do all such acts, deeds, matters and things as it may, at its absolute discretion, deem necessary and proper and to execute all documents and writings as may be required to give effect to the aforementioned resolution;

   RESOLVED FURTHER THAT any one of the Directors of the Company or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be required to give effect to the aforementioned resolution."

6. **Increase in borrowing limits from ₹ 1,000 Crores to ₹ 2,000 Crores.**

To consider and, if thought fit, to pass with or without modification, the following Resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT in supersession of Resolution No. 6 passed at the Annual General Meeting of the Company held on 20th December 2010, the consent of the Company be and is hereby accorded in terms of Section 293(1)(d) and other applicable provisions, if any, of the Companies Act, 1956 to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) for borrowing from time to time any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board shall not at any time exceed ₹ 2,000 crores or the aggregate of the paid up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose at the relevant time, whichever is higher."

7. **Creation of Charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings.**

To consider and, if thought fit, to pass with or without modification, the following Resolution as an **ORDINARY RESOLUTION**.

"RESOLVED that pursuant to Section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956, consent of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the substantial assets of the Company in certain events in favour of banks/financial institutions, other investing agencies and trustees for the holders of debentures/bonds/other instruments to secure rupee/foreign currency loans and/or the issue of debentures whether partly/fully convertible or non-convertible and/or securities linked to Ordinary Shares/ 'A' Ordinary Shares and/or rupee/ foreign currency convertible bonds and/or bonds with share warrants attached (hereinafter collectively referred to as "Loans") provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans, shall not, at any time exceed Rs. 2,000 crores or the aggregate of the paid up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose at the relevant time, whichever is higher."

"RESOLVED FURTHER that the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required."

8. **Increase in Authorized Share Capital of the Company and consequently alteration in Capital Clause of the Memorandum of Association of the Company:**

To consider and, if thought fit, to pass with or without modification, the following Resolution as an **ORDINARY RESOLUTION**

"**RESOLVED THAT** pursuant to Section 94 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactments thereof, for the time being in force), the consent of the Company be and is hereby granted for increase in Authorized Share Capital of the Company from ₹ 40,00,00,000 (Rs. Forty Crores) to ₹ 50,00,00,000 (₹ Fifty Crores) consisting of 5,00,00,000 (Five Crores) Equity Shares of ₹ 10/- each, ranking pari passu with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT pursuant to Section 16 and other applicable provisions, if any, of the Companies Act, 1956 the existing Clause V of the Memorandum of Association of the Company as to the Share Capital be and is hereby deleted and in its place the following clause V be substituted:

"V. The Authorised Share Capital of the Company is ₹ 50,00,00,000 (Rupees Fifty Crores only) divided into 5,00,00,000 (Five Crores) Equity Shares of ₹ 10/- each with power to increase or reduce the said share capital and to issue any part of its capital original or increased, with or without any preference, priority or special privilege or subject to any postponement of right or to any conditions of issue shall otherwise shall be subject to Article herein contained., restrictions and so that unless the conditions of issue shall otherwise expressly declared, every issue of shares whether declared to be preference or otherwise shall be subject to the power hereinafter contained."

RESOLVED FURTHER THAT the Board of Directors of the Company and / or any other person authorised by the Board in this regard be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient for giving effect to this resolution and to settle any question, dispute or doubt that may arise in relation thereto."

9. **Amendment in Articles of Association of the Company**

To consider and, if thought fit, to pass with or without modification, the following Resolution as an SPECIAL RESOLUTION

"RESOLVED THAT pursuant to Section 31 and other applicable provisions, if any, of the Companies Act, 1956, the existing Article 3 of the Articles of Association of the Company be and is hereby amended to read as follows:

"3. The Authorised Share Capital of the Company is ₹ 50,00,00,000 (Rupees Fifty Crores only) divided into 5,00,00,000 (Five Crores) Equity Shares of ₹ 10/- each with power to increase or reduce the capital and to divide and subdivide the shares into several classes and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions, as may be determined by or in accordance with the Articles of Association of the Company for the time being and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 1956 or as provided by the Articles of Association of the Company for the time being."

RESOLVED FURTHER THAT the Board of Directors of the Company and/or any other person authorized by the Board in this regard be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient for giving effect to this resolution and to settle any question, dispute or doubt that may arise in relation thereto."

For and on behalf of Board

Vinod Kumar Chaturvedi
Managing Director

Place: Mumbai
Date: 29th August, 2013

NOTES

a) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIM AND SUCH PROXIES NEED NOT BE A MEMBER OF THE COMPANY** Proxies, in order to be effective, must be received at the Company's Registered Office, not less than 48 hours before the commencement of the meeting.

b) The Register of Members of the Company will remain closed from Monday, 16th December, 2013 to Friday 20th December, 2013 (both days inclusive).

c) Members are requested to notify immediately any change in their address / Bank mandate to their respective Depository Participants (DPs) in respect of their electronic share accounts and in respect of their physical shares Folios to the Registrar and Share Transfer Agent of the Company M/s. Bigshare Services Private Limited.

d) The members are requested to send queries, if any, on accounts which should reach the Registered Office of the Company at least seven days before the meeting.

e) Kindly quote your Ledger Folio Number / Client ID Number in all your future correspondence.

f) Members are requested to bring their copies of the Annual Reports to the Annual General Meeting of the Company.

g) Section 109A of the Companies Act, 1956 permits Nomination by the members of the Company in the prescribed form No. 2B. Members are requested to avail this facility.

h) The Members/proxies should bring the attendance slip duly filled in and signed for attending the meeting.

i) The Register of Directors' Shareholding, maintained under Section 307 of the Companies Act, 1956, will be available for inspection by the members at the AGM.

j) Members who wish to claim dividends, which remain unclaimed, are requested to correspond with Registrar and Share Transfer Agents, Bigshare Services Private Limited, at their Address. Members are requested to note that dividends not encashed or claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 205A of the Companies Act, 1956, be transferred to the Investor Education and Protection Fund.

k) Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. Members holding shares in dematerialized form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the Attendance Slip.

l) Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the Annual Report and other communication from the Company electronically.

m) Information required to be furnished under clause 49 IV (G) of the Listing Agreement is given in the Corporate Governance Report which forms part of this Annual Report.

n) Investor Grievance Redressal

The Company has designated an exclusive e-mail ID viz. usherinvestors@usheragro.com to enable investors to register their complaints, if any.

For and on behalf of Board

Vinod Kumar Chaturvedi
Managing Director

Place: Mumbai
Date: 29th August, 2013

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

Item 5.

The Board of Directors of the Company in accordance with the provision of Sections 269, 198 & 309 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, by passing a resolution at its meeting held on 29th August, 2013 on the recommendation made by the Remuneration Committee at its meeting held on the same day, re-appointed him as the Managing Director of the Company for a further period of 5 years effective 6th September, 2013 subject to your approval on the terms and conditions, including minimum remuneration, as detailed hereinafter: The remuneration will be 77, 59,000 p.a. The aforesaid remuneration is to be bifurcated by way of salary, allowances, performance pay and perquisite as per the rules and regulations of the Company for the time being in force and as determined by the Board. In addition to the remuneration Mr. Vinod Kumar Chaturvedi would also be entitled to:

1. Company car with Driver at the entire cost of the Company for use on Company's business. Use of the Car for personal use shall be billed by the Company.
2. Any one Club life membership fee on Company's account
3. All expenses for use of mobile phone at the cost of the Company.
4. Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent that these either singly or put together are not taxable under the Income Tax Act, 1961.
5. Gratuity Payable at a rate not exceeding half a month's salary for each completed year of service.

The Managing Director to devote his full time and attention to the business of the company. The Agreement may be terminated by the company or the Executive Director by three months prior notice in writing to the other. However, Dr. Vinod Kumar Chaturvedi shall not be entitled to any sitting fee for attending meetings of the Board and/or Committee of None of the Directors, Other Key Managerial Personnel and their relatives are interested in this resolution except Mr. Vinod Kumar Chaturvedi and Mr. Manoj Pathak being brother of Mr. Vinod Kumar Chaturvedi.

None of the Directors are interested in this resolution except Dr. Vinod Kumar Chaturvedi and Mr. Manoj Pathak being brother of Mr. Vinod Kumar Chaturvedi.

The Board recommends this resolution for your approval.

Item 6 & 7

Under Section 293(1) (d) of the Companies Act, 1956 ("Act"), the Board of Directors of a company cannot, except with the consent of the company in general meeting, borrow monies, apart from temporary loans obtained from the company's bankers in the ordinary course of business, in excess of the aggregate of the paid up capital and free reserves of the company, that is to say, reserves not set apart for any specific purpose. The Shareholders at the Annual General Meeting of the Company held on 20th December, 2010, had accorded their consent to the Board of Directors borrowing up to ₹ 1,000 crores. Taking into consideration the requirements of additional funds to meet the Expansion project of the and other capital expenditure programmes as also additional long term working capital requirements of the Company and its subsidiaries, it is expected that the limit of ₹ 1,000 crores sanctioned by the Shareholders will not be adequate. The consent of the Shareholders is therefore, sought in accordance with the provisions of Section 293(1)(d) of the Act, to enable the Directors to borrow monies, provided that the total amount so borrowed by the Board shall not at any time exceed ₹ 2,000 crores or the aggregate of the paid up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose at the relevant time, whichever is higher.

As on 30th June, 2013, the aggregate of the paid-up capital and free reserves of the Company was ₹ 316.93 Crores. It is proposed to increase the borrowing limits to enable the Directors to borrow monies, provided that the total amount so borrowed by the Board shall not at any time exceed ₹ 2,000 crores or the aggregate of the paid up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose at the relevant time, whichever is higher. The Resolution under Item No. 6 is to obtain the consent of the shareholders for this purpose. The Company shall ensure that the debt equity ratio of the Company, at all times, will be within a reasonable limit. The proposed borrowings of the Company may, if necessary, be secured by way of charge/ mortgage/ hypothecation on the Company's assets in favour of the lenders/ holders of securities / trustees for the holders of the said securities as mentioned in the Resolution at Item No. 7. As the documents to be executed between the lenders/security holders/ trustees for the holders of the said securities and the Company may contain provisions to take over substantial assets of the Company in certain events, it is necessary to pass a resolution under Section 293(1)(a) of the Act, for creation of charges/mortgages/hypothecations for an amount not exceeding ₹ 2,000 crores or the aggregate of the paid up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose at the relevant time, whichever is higher. The above proposals are in the interest of the Company and the Directors commend the Resolutions in Item Nos. 7 of the Notice for approval by the Members.

Item no. 8 & 9:

The present authorized share capital of the Company is ₹ 40, 00, 00,000/- (Rupees Forty Crores only) divided into 4,00,00,000 (Four Crores) equity shares of ₹ 10/- (Rupees Ten) each. The Company proposes to issue further securities for the purpose of meeting its funding requirement for expansion as well as diversification plans. To accommodate proposed issue of further securities, the Authorized Share Capital of the Company needs to be increased appropriately. Therefore, it is proposed to enhance the Authorized Share Capital of the Company to ₹ 50,00,00,000/- (Rupees Fifty Crores) divided into 5,00,00,000 (Five Crores) Equity Shares of ₹ 10/- (Rupees Ten) each and to amend the Capital Clause of the Memorandum of Association and to alter Articles of Association of the Company accordingly.

Any such equity shares consequently issued shall rank pari passu in all respects with the Existing Equity shares of the Company. Consequently Clause V of the Memorandum and Article 3 of the Articles of Association of the Company require amendments.

The Board of Directors recommends the members to pass the resolution at item no.8 as an ordinary resolution and resolution at item No.9 as a special resolution.

None of the Directors is concerned or interested in the said resolutions.

IMPORTANT COMMUNICATION TO MEMBERS
The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies and has issued circulars stating that service of notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register the same with the Company’s Share Transfer Agent, **Bigshare Services Pvt. Ltd. Email: flavia@ bigshareonline.com**

DIRECTORS' REPORT

To The Members of

Usher Agro Ltd.

Your Directors have pleasure in presenting 17th Annual Report together with Audited Statement of Accounts for the year ended 30th June, 2013.

1. FINANCIAL RESULTS

The financial performance of the Company, for the year ended 30th June, 2013 is summarised below:

(₹ in Lacs)

Particulars	Year ended 30.06.2013	Year ended 30.06.2012
Sales & Other Income	**95157.04**	81365.75
Profit before Financial Charges & Depreciation	**13070.71**	10892.23
Less : Financial Charges	**5045.74**	3904.64
Cash Profit for the year	**8024.97**	6987.59
Less : Depreciation	**1501.79**	1464.96
Profit before Tax	**6523.18**	5522.63
Less : Provision for Tax including Fringe Benefit Tax	**1738.70**	1135.13
Less : Provision for Deferred tax	**154.50**	107.73
Less: Short Provision for tax of earlier years.	**93.90**	46.48
Profit after Tax	**4536.08**	4233.29
Balance brought forward from Previous Year	**9652.78**	7183.01
Balance available for Appropriation	**14188.86**	11416.3
Appropriations :		
Proposed Dividend	**-**	570.89
Corporate Dividend Tax	**-**	92.63
Transferred to General Reserve	**600.00**	600.00
Debt Redemption Reserve	**500.00**	500.00
Earning per Share (EPS)	**11.88**	11.12
Balance carried to Balance Sheet	**13088.86**	9652.78

During the year your Company has achieved stabilization of the last expansion of rice milling capacity of 291600 MTPA, and as a result of which your Company achieved a remarkable growth during the current financial year. The enhancement of production capacities and consolidation of processes and systems derived the synergies and optimized the use of available resources because of which your Company was able to maintain its growth irrespective of prevailing difficult economic and market conditions.

During the year under review, the sales and other income of your Company have increased to ₹ 95157.04 Lacs from ₹ 81365.75 lacs in the previous year, recording a growth of over 17%. The Company's Profit before tax increased to ₹ 6523.18 lacs from ₹ 5522.63 lacs in the previous year reflecting a healthy growth of approximately 18%. Profit after tax also increased to ₹ 4536.08 lacs against that of ₹ 4233.28 lacs in previous year, registering a growth of 7%.

Management of the Company under the direction of your Board of Director continued to achieve the targets of cutting down the cost of operations and bettering the efficiency by using better alternated resources/means and methods of operation.

2. APPROPRIATIONS

Dividend

The Board of directors of the Company does not recommend any dividend for the financial year 2012-13. In view of ongoing capacity expansion of Rice Milling and Pulses Milling at Chhata, Mathura which when implemented will double the Rice Milling capacity of the Company and to ensure smooth operations of such a large capacity expansion project the Company needs to preserve reserves for the forthcoming year.

Transfer to Reserves

The Company has transferred ₹ 600.00 Lacs in the General Reserve during the financial year under review in pursuance to the provisions of Companies (Transfer of profits to Reserves) Rules, 1975.

3. SUBSIDIARY COMPANIES

The Company has two subsidiary viz. Usher Eco Power Limited and Usher Worldwide FZE.

a) USHER ECO POWER LIMITED

Usher Eco Power Limited is into Power Generation Activity. The Company has commissioned the 16MW Rice husk based Co-generation Eco friendly power plant at Chhata Dist- Mathura, U.P. which is using Bio Mass i.e. Rice husk as a fuel. This Power Plant is eligible for CDM & REC benefits. The project is recently registered in the UNFCCC and will start getting CDM benefits from the next year. The Company has commenced power generation from 24th April, 2012 and commercial operations from 7th November 2012. The subsidiary Company's financial statement is attached to this annual financial report. This plant will further enhance its operational efficiency in next year and will ensure uninterrupted availability of power at good rates.

b) USHER WORLDWIDE FZE

Usher Worldwide FZE which is registered in a Free Zone Establishment (FZE) in the Sharjah Airport International Free Zone (SAIF Zone), United Arab Emirates has not yet commenced its business. The Company has incorporated a Company in UAE for the purpose of general trading in rice and other commodities. The Company has given a sum of AED63090 (equivalent to ₹ 10.22 lacs) towards its incorporation expenses. Though the Company has been incorporated on 03.06.2012, however operations have not been started till the balance sheet date. This Company will provide strong foot hold to your Company in Middle East Asia and African market, which is the largest export market for rice.

4. GRAIN STORAGE SILOS AT CHHATA PLANT

Storage of grains is considered to be the best in Silos from cost and operational point of view. Along with the expansion of milling capacity at Chhata your Company is also enhanced its storage capacity by putting up Hopper Bottom Silos and Flat Bottom Silos besides your Company is contemplating to enhance the more Silos storage capacity. The Silos storage capacity post expansion stands to 45000MT. The significant increase in the Silos facility will help in reducing the labour, packing material cost in addition to savings in wastages.

5. BUSINESS EXPANSION, DEVELOPMENTS & FUTURE OUTLOOK

A) Capacity Expansion and Pulses Initiative

With an overall vision to emerge as one stop solution to all basic food, the Company has embarked on the increase of its Rice Milling capacity and setting up a plant for Pulse and Pulse Flour milling capacity at Chhata, U.P. The Company is in the process of setting up a Rice Milling Plant of 5,00,000 TPA after which its Rice milling capacity will increase to 1,081,440 TPA. In addition, Usher Agro is also in the process of setting up a pulses processing mill with a capacity of 100,000 TPA and a pulses flour mill with a capacity of 40,000 TPA. The Company is proud to state that the work for the above mentioned expansion plans is in full swing and the plants are expected to be operational by the end of calendar year 2013. After the said expansion the Company will move one step further in its vision to become a complete basic food processor.

B) Rice fortification plant

The Company has successfully commissioned rice fortification plant. During the year the Company is planning to sell the fortified rice to the mid-day meal projects of Government of Andhra Pradesh and Orissa through Programme for Appropriate Technology in Health (PATH). The said plant has already commenced its commercial production in November 2012. In view of the high profitability of the rice fortification plant, Usher Agro Ltd. is also planning to further increase the production capacity of fortified rice in the financial year 2013-2014. The Company also envisions exporting fortified rice to other countries.

C) Venture into Silica

Usher Agro Ltd has commenced the construction activity of silica plant at Chhata Mathura and is expected to complete the said project by Dec 2013. The technology for the manufacturing of silica has been taken from IISC Bangalore, which is a patented technology and Usher Agro Ltd will have the opportunity to do this novel project first time in the world. On successful commissioning of the plant, the Company will be in a position to supply eco friendly green silica at competitive rate to the customers. Significant work has been done in the area of marketing of silica manufactured by this plant to global players. Also in the long run the Company envisions setting up a 50TPD Silica Plant in its subsidiary Company i.e. Usher Eco Power Limited. This plant will produce silica from Rice Husk Ash through the said patented technology. This will further improve operational efficiency of the Company by value added use of waste i.e. Rice Husk Ash.

D) Modernization and Capacity Expansion of Rice Milling facilities at Buxar- Bihar

Rice Milling process and technology has seen good amount of progress during the last five years, in keeping pace with the advancement in the technology we are modernizing the existing rice milling facility at Buxar and also adding additional capacity of 46,800 MTPA rice milling facility at the same complex thereby making the total rice milling capacity at Buxar to 93,600 MTPA. The said expansion will be operational by the end of calendar year 2013.

E) Setting up of 1MW Captive Power Plant at Buxar- Bihar

With the above rice milling capacity expansion project at Buxar- Bihar availability of rice husk, a bye-product of rice milling, will increase. To take the advantage of the availability of bye product and to be self reliant on the power front your Company is planning to setup a co-generation power plant of 1 MW at Buxar, Bihar for captive use. This power plant will help to reduce the cost of operation with better efficiencies and better efficient value added utilization of By product.

F) Expansion of Wheat milling Capacity at Mathura

Currently we are having 75,000 MTPA wheat milling capacity at Mathura and your Company is planning to expand its existing wheat milling capacity by 50,000 MTPA to make wheat milling capacity of 1,25,000 MTPA. This capacity expansion will increase the existing wheat milling capacity by more than 60% and also will strengthen overall commitment and vision of Company to be a one step source for basic food. We have already given the order for Wheat milling plant. The said expansion is expected to be operational by the end of Calender year 2013.

5. FOREIGN EXCHANGE EARNINGS

Your Company has entered in to export market in January 2010. Since inception your Company has been focused on the domestic market and in future too our focus shall remain in that way. However with the installation of one of the most modern plant at Chhata and also to achieve progress in all markets, for the first time your Company has entered the export market in January 2010 and in very short period has been able to successfully tap the overseas market. Your directors are pleased to report that our products are well accepted in the export market and we are confident that in the coming years the export earnings will see quantum jump thereby earning precious foreign exchange for the country. We are happy to convey you that we started our exports from focusing Middle East as prime destination and now we are exporting to 22 different countries including Middle East, African and European Countries. In the current financial year under report your Company has exported rice worth ₹ 11454.93 lacs in compared to previous year of ₹ 9345.38 lacs. Your Company is targeting mainly Middle East and Gulf countries for the export of rice and wheat based products. Further to focus on the said market and increase business operations the Company has already incorporated a wholly owned subsdiary in UAE i.e Usher Worldwide FZE and this Company is expected to commence commercial business activities in F.Y 2013-14 and after that we can expect more export values in future.

The Company follows a prudent hedging policy to manage significant currency exposures. It has proved successful in protecting against the effect of fluctuations in the foreign exchange market.

6. BOARD OF DIRECTORS

IDBI Bank withdrawn the Nomination of Mr. Narayanan Krishnan and instead appointed Ms. Baljinder Kaur Mandal with effect from 29.06.2013

Pursuant to the provisions of Sections 255 and 256 of the Companies Act, 1956 and in terms of the Articles of Association of the Company, Mr. Vijay Ranchan and Mr. Ajay Prakash Arora Directors of the Company are liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment. A brief profile of the Directors seeking re-appointment covering nature of their expertise in specific functional areas, the names of the companies in which they hold directorship and committee membership is furnished as a part of the Corporate Governance Report. The Board of Directors recommends their re-appointment

Your Directors have approved the re-appointment of Dr. Vinod Kumar Chaturvedi as the Managing Director of the Company for a period of five years with effect from 5th September, 2013. Appropriate resolution seeking your approval for the re-appointment of Dr. Vinod Kumar Chaturvedi as the Managing Director of the Company, has already been included in the notice of the Annual General Meeting.

7. AUDITORS AND AUDITORS REPORT

M/s. Parekh Shah & Lodha (Firm Registration No.107487W) Chartered Accountants, together with M/s. Ajmera And Associates (Firm Registration No. 123989W), Chartered Accountants appointed as Joint Statutory Auditors of the Company to hold the office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, . The Audit Committee members and the Board of Directors have recommended the appointment of M/s. Parekh Shah & Lodha (Firm Registration No.107487W) Chartered Accountants and M/s. Ajmera & Associates, Chartered Accountants as the joint Statutory Auditors of the Company. The Company has received letter from them to the effect that their appointment, if made, would be within the prescribed limits under Section 224(1B) of the Companies Act, 1956 and that they are not disqualified for re-appointment within the meaning of Section 226 of the said Act. The Board of Directors recommends their appointment as Joint Statutory Auditors.

The observations and comments given in the Auditors' Report read together with notes to accounts are self-explanatory and do not call for any further information and explanation under Section 217(3) of the Companies Act, 1956.

8. COST AUDITORS

In conformity with the directives of the Central Government, the Company has appointed M/s. NKJ & Associates, Practising Cost Accountant, Proprietary Firm Registration no. 101893 with address at. C- 403, Rudra Ansh CHSL, Plot No. 1, Sector No. 48 Nerul, Navi Mumbai- 400706 as the Cost Auditor under section 233B of the Companies Act, 1956 to conduct the cost audit of Usher Agro Ltd. for the year 2012-13.

9. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 217(2AA) of the Companies Act, 1956, your Directors report that

i) in the preparation of the Annual Accounts, the applicable accounting standards have been followed and 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 & fair view of the state of affairs of the Company as at 30th June, 2013 and of the profit of the Company for the year ended on that date.

iii) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provision of the Companies Act, 1956 for safeguarding the assets of the Company and preventing and detecting fraud and other irregularities;

iv) The annual accounts have been prepared on a going concern basis.

10. ENVIRONMENTAL PROTECTION & POLLUTION CONTROL

Your Company regards preservation of the environment as one of its primary social responsibilities. Accordingly, the Company places great emphasis on compliance with pollution control norms. Your Company is having all the environment clearance from the appropriate authorities for all the plant.

11. LISTING OF SHARES

The Securities of the Company are listed at National Stock Exchange of India Limited and BSE Limited. The listing fees for these Stock Exchanges were paid.

12. DEPOSITS

During the year, the Company did not accept any deposits from the public within the meaning of section 58A of the Companies Act, 1956.

13. PARTICULARS OF EMPLOYEES

The Company has not paid any remuneration attracting the provisions of section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975. Hence no information is required to be appended to this report in this regard.

14. INSURANCE

All properties and insurable interests of the Company including Building and Plant & Machinery have been adequately insured.

15. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

a. Conservation of Energy & Technology Absorption:

i. Energy Conservation Measures taken:

The Company is aware about energy consumption and environmental issues related with it and continuously making sincere efforts towards conservation of energy. The maintenance of the Boiler and Electrical Equipments is carried out regularly with optimum care with the help of the technical professionals and modern equipments.

The Company is in fact engaged in the continuous process of further energy conservation through improved operational and maintenance practices.

Your Company is having a rice husk bio-mass fired 1 MW co-generation captive power plant at Mathura, which helped to save the cost of power consumption and also generating power in eco friendly manner by supporting environment.

ii. Additional Investments/Proposals, if any, being implemented for reduction of consumption of energy

During the year, the Company has made substantial progress in installing state of the art equipments. These equipments are highly efficient and consume less energy with the increased productivity. With the present resources, the Company had taken overall measures to reduce the consumption of energy. This was rendered possible through proper maintenance on regular intervals of Plant & Machinery and other electrical installed in the manufacturing/ processing unit of the Company.

The Company has also implemented 'CONTINOUES PAR BOILING PROCESS PLANT' which is imported technology from Thailand and implemented first time in India. With the implementation of the said modern technology PAR BOILING Plant the process to produce Par Boiling rice will reduce significantly from 10-12 hours in case of conventional process to 5-6 hours which will provide better operational efficiency and substantial saving in energy consumption.

We have also installed water treatment plant along with the said continuous Par Boiling Plant to recycle and reuse the water consumed in Par Boiling process. This will save water and also protect from released from processed water.

At our chhata plant we have installed rice Husk fire furnace to generate hot Air for drying the paddy. This furnace are patented and imported from Thailand. With the help of this furnace drying process will have less energy consumption as compared to traditional drying process which uses steam as medium of heat for drying.

iii. Impact of i & ii above for reduction of energy consumption

With the use of husk based power plant the Company has captive power which along with the energy conservation measures has resulted in lesser energy consumption.

iv. Total Energy consumption and Energy consumption per unit of production as per Form 'A'

The additional information as required under the provisions of Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules 1988 are given as Annexure-I to this report and forms part of it.

16. HUMAN RESOURCE & INDUSTRIAL RELATIONS

Industrial relations were harmonious throughout the year. The Board wishes to place on record their sincere appreciation to the co-operation extended by all employees in maintaining cordial relations and their commitment towards the growth of the Company.

17. SEBI REGULATION AND LISTING FEES

Your Company has complied with all the rules and regulations which are stipulated on the corporate sectors time to time.

The Annual Listing Fees for the year under review has been paid to The BSE Limited, Mumbai and The National Stock Exchange of India Limited where your Company's shares are listed.

18. MANAGEMENT DISCUSSION AND ANALYSIS

A separate report on Management Discussion and Analysis is appended herewith and forms a part of Directors' Report.

19. CORPORATE GOVERNANCE REPORT

The Company is committed to maintain the highest standards of corporate governance. The directors adhere to the requirements set out by the Securities Exchange Board of India's Corporate Governance Practice and have implemented all the stipulations prescribed.

Pursuant to clause 49 of the Listing Agreement with Stock Exchanges, a separate section titled 'Report on Corporate Governance' has been included in this Annual Report along with the certificate on its compliance.

20. SECRETARIAL AUDIT REPORT

Keeping with the high standards of corporate governance adopted by the Company and also to ensure proper compliance with provisions of the various applicable corporate laws, regulations and guidelines issued by the securities exchange Board of India and other statutory authorities your Company is taking care of all the statutory compliances and submit its Secretarial Audit Report for all the quarters to the Stock Exchange.

21. INTERNAL CONTROL SYSTEMS

The internal Control System is an essential element of the Corporate Governance and plays key role in identifying, minimizing and managing risks that are significant for the Company, contributing to the safeguarding of stakeholders investments and the Company's assets.

The Company's internal control procedures are tailored to match the organization's pace of growth and increasing complexity of operations. The adequacy and effectiveness of internal controls are monitored regularly by the Internal Auditors and the audit observations are reported and discussed by the senior management and the operations teams.

22. CONSOLIDATED FINANCIAL STATEMENT

As per Accounting Standard 21 issued by the Institute of Chartered Accountants of India the Consolidated Financial Statements along with the notes to accounts are enclosed with this report.

23. ACKNOWLEDGEMENT

Your Directors express their sincere gratitude for the continued support and guidance received by the Company from the various State and Central Government Authorities and other regulatory agencies.

Your Directors would like to acknowledge the continued support and co-operation extended by Financial Institution, Banks, Government Departments, Vendors, Contractors, Distributors, Dealers and valued customers and employees, who have contributed in the success of your Company

For and on Behalf of the Board

Place: Mumbai

Date : 29th August, 2013

Vinod Kumar Chaturvedi

Managing Director

ANNEXURE- I TO DIRECTORS' REPORT

Information as per section 217(1)(e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the Report of Board of Directors') Rules, 1988 and forming part of the Directors' Report for the year ended 30th June, 2013.

1. CONSERVATION OF ENERGY

	Current Year 2012-13	Previous Year 2011-12
Conservation of Energy		
A Power & Fuel Consumption		
1 Electricity		
a) Units Purchased	**9634456**	10362909
Total Amount (₹)	**64290836**	58648872
Rate/Unit (₹)	**6.67**	5.66
b) Own Generation		
(I) Through Diesel Generator		
Units Produced	**1036320**	1215899
Unit per ltr. Of Diesel	**3.51**	3.52
Rate/Unit (₹)	**14.87**	11.14
(II) Through Steam Turbine/ generator		
Units Produced	**6426096**	6076423
Unit per kg. of Husk	**0.78**	0.79
(III) Through DG cum Gesifier		
Units Produced	**1162862**	947246
Unit per ltr. Of Diesel	**7.66**	8.55
Unit per Kg. of Husk (Excluding cost of Husk)	**2.19**	2.17
Rate/Unit (₹)	**6.74**	5.35
2 Coal		
Quantity (in MT)	**-**	-
Total Cost (₹)	**-**	-
Average Rate Per MT (₹)	**-**	-
3 Furnance Oil/SKO/Diesel		
Quantity in Ltrs	**-**	-
Total Cost (₹)	**-**	-
Rate/Unit (₹)	**-**	-
4 Other (Husk, Saw Dust etc.)		
Quantity (Tons)	**-**	-
Total Amount (₹)	**-**	-
Average Cost (₹)	**-**	-
B Consumption per unit of production		
Electricity (unit)		
Paddy- Rice	**37.62**	42.52
Flour- Atta	**55.15**	54.48
Furnance Oil (Ltrs)	**-**	-
Coal (MT)	**-**	-
Other (Husk, Saw Dust, etc.)	**-**	-

2. TECHNOLOGY ABSORPTION

The Company is using latest technology in rice and wheat milling which is well established the world over. The Company has installed new equipments with latest technology for the purpose of rice processing.

The Company has carried out R&D in house so as to improve the quality of the Rice Bran, one of the by-products of rice milling process (9% of the total output). The Company has evolved the process to reduce the content of Nakku (Broken Rice) in the Rice Bran.

3. FOREIGN EXCHANGE EARNING AND OUTGO

During the year under review, the foreign exchange outgo was ₹ 432.92 lacs (Prev. Yr. ₹ 209.04 lacs) and the foreign exchange earnings on exports on FOB Basis were ₹ 7982.83 lacs (Prev. Yr. ₹ 4331.17 lacs).

For and on Behalf of the Board

Place : Mumbai
Date : 29th August, 2013

Vinod Kumar Chaturvedi
Managing Director

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Economic Overview of India

The global economy has yet to shake off the fallout from the crisis of 2008-2009. Global growth dropped to almost 3 percent in 2012, which indicates that about a half a percentage point has been shaved off the long-term trend since the crisis emerged. This slowing trend will likely to continue. Mature economies are still healing the scars of the 2008-2009 crisis. But unlike in 2010 and 2011, emerging markets did not pick up the slack in 2012, and won't do so in 2013. Uncertainty across the regions – from the post-election 'fiscal debate' question in the U.S. to the Chinese leadership transition and reforms in the Euro Area – will continue to have global impacts in sluggish trade and tepid foreign direct investment.

India's economic growth is expected to pick up a faster pace in 2013-14 and record five per cent plus levels of gross domestic product (GDP). India witnessed an improvement in its business climate on the back of increased foreign direct investment (FDI) and greater revenue receipts by the Government. Despite the slowdown in the first quarter, the government still expects that the economy will grow 5.5% this fiscal year

Share of Agriculture in GDP of India:

	Share to Total GDP - Constant 2004-05 Prices		% GDP Annual growth rate	
Financial Year	**GDP Growth Rate**	**Agriculture Share**	**GDP Growth Rate**	**Agriculture Share**
2005-06	14.1	12.63	9.48	5.53
2006-07	16.6	12.64	9.57	4.13
2007-08	15.91	18.46	9.32	6.34
2008-09	15.75	12.62	6.72	-0.27
2009-10	15.18	15.12	8.59	0.41
2010-11	18.96	21.91	9.32	8.81
2011-12	14.95	12.02	6.21	3.9
2012-13	13.27		4.96	

Source : Central Statistical Organization (CSO)

Agriculture Sector Overview in India

Agriculture plays a vital role in the development of India with over 60 per cent of the country's population deriving their subsistence from it.

The outlook for agriculture in 2013–14 is positive with a number of indicators being favorable for a good harvest. Forecast of a near normal monsoon rainfall this year is a critical leading indicator of a positive outlook for this year. The rainfall in June has been well above normal at all India level with less than normal precipitation only in the East and North Eastern region. The rainfall in July was close to normal rainfall which augured well for kharif plantings.

The minimum support prices (MSP) for kharif crops this year maintain incentives for food production and address the need to raise production of pulses and oilseeds: in the case of rice, the MSP has been raised by 4.8 per cent.

Agricultural Production Outlook for 2013–14

Monsoon rainfall is one of the critical factors influencing India's production prospects for food commodities. Besides rainfall, the price environment for output and inputs faced by the farmers, input availability conditions, marketing infrastructure, policies for the sector, and global trade environment also determine the overall outlook for the food commodities. The forecast for 2013 by the Indian Meteorology Department has been one of normal rainfall during the monsoon season June–September. While floods have always damaged standing crops or delayed plantings and weakened normal farming operations, this year the heavy rains and floods in the state of Uttarakhand in June inflicted massive loss of human life and property. The floods in the north east also require strategies that minimize the adverse impact on crop production besides measures to save life and property. The forecast for the current monsoon period is that the overall rainfall would be 98 per cent of the Lang Period Average (LPA) or the 'normal'. In comparison the actual rainfall during the monsoon period of 2012 was 92 per cent of LPA.

- **Market Dynamics**

India has improved its position in agricultural and food exports to 10th globally, backed by policy impetus by the government. "Exports of agricultural products are expected to cross US$ 22 billion mark by 2014 and account for 5 per cent of the world's agriculture exports," according to the Agricultural and Processed Food Products Export Development Authority (APEDA).Total exports of Indian agri and processed food products from April 2012 to March 2013 stood at ₹ 11,633,168.41 lakh (US$ 17.26 billion) as compared to ₹ 8,248,025.32 lakh (US$ 12.23 billion) during the same period last year.

Agro processing industry is widely recognized as a 'Sunrise Industry' in India having a huge potential for uplifting agriculture economy by exposing traditional Indian agriculture to modern technologies, creating large scale processed food manufacturing and food chain facilities.

Indian Food Processing Sector

Agriculture contributes to 20% to India's gross domestic product ('GDP') and 10% to India's total export earnings besides providing raw material inputs to many industries like textiles, paper, sugar etc. The Indian food industry has witnessed strong growth over the past few years. India is the world's second largest producer of food next to China, and has the potential of becoming the biggest producer in the years to come. The size of Indian food processing sector is estimated to be US$157 Bn in FY2012 and is expected to grow at a CAGR of 20% to reach US$255 Bn by FY2016. The sector employs around 1.6 million people. It is the fifth largest industry in the country in terms of production, consumption, export and growth.

Vision 2015 Action Plan: The Ministry of Food Processing Industries (MOFPI) has formulated a Vision 2015 Action Plan that includes trebling the size of the food processing industry, raising the level of processing of perishables from 6% to 20%, increasing value addition from 20% to 35%, and enhancing India's share in global food trade from 1.5% to 3%.

Mega Food Parks: Government of India is actively promoting the concept of mega food parks (MFPs) and is expected to set up 30 such parks across the country to attract FDI. The government has released a total assistance of USD 23 million to implement the Food Parks Scheme. It has, until now, approved 50 food parks for assistance across the country. The Centre has also planned for a subsidy of USD 22 billion for mega food processing parks.

Government initiatives in Food Processing Industry

- Government of India plans to construct 11 new food grain godowns at different locations in the State of Assam to strengthen the public distribution system.
- In the Union Budget 2013-14, provision of ₹ 9,954 crore (US$ 1.83 billion) and ₹ 2,250 crore (US$ 413.98 million), for Rashtriya Krishi Vikas Yojana and the National Food Security Mission respectively, was announced
- Additional provision of ₹ 10,000 crore (US$ 1.84 billion) for National Food Security Act has been allocated in the Union Budget 2013-14
- National Policy on Food Processing aims at increasing the level of food processing from 10 per cent in 2010 to 25 per cent by 2025. The Government allows 100 per cent FDI in the food processing sector.
- Ministry of Food Processing Industries (MoFPI) has formulated a Vision 2015 Action Plan that includes trebling the size of the food processing industry, increasing value addition from 20 per cent to 35 per cent, and enhancing India's share in global food trade from 1.5 per cent to 3 per cent.
- The Centre has also planned to set up 30 food parks

Rice Industry

India is one of the world's largest producer of white rice and brown rice, accounting for 20% of all world rice production. Rice is India's preeminent crop, and is the staple food of the people of the eastern and southern parts of the country.

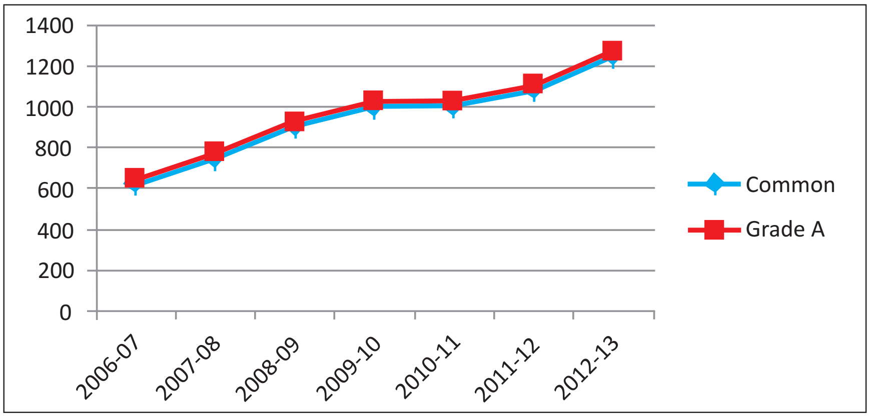
The popularity of packaged rice is a consequence of the comparative convenience and ease of procuring clean, high quality rice as opposed to the labor-intensive processing required in the traditional purchase from wholesale grocery markets or rice mills. The growing middle class populace, with its double income households, does not mind the additional expense on a staple product, especially given the hectic lifestyles and high time paucity which heightens the attention given to quality and health. This is an added boost to the burgeoning of the packaged rice market in India.

In a country where thousands of rice varieties are grown, branding has come to play a role in both the domestic as well as the export market. The brand is the new mantra for success and Basmati, also known as the 'king of rice', is in the middle of the action. It is the urban affluent and the upper middle class which is gradually warming to the concept of buying branded rice.

The packaged rice market in India was valued at INR 122 billion in 2012, and is growing at a CAGR of over 30% for the past three years. It is projected to reach ~INR 333 billion by 2016.

Minimum Support Prices

In India prices of agriculture commodities is controlled by the Government. Government announces Minimum Support Price (MSP) for 24 agriculture commodities including paddy. Government policy aimed at boosting production by way of ensured price realization to the farmers. The Minimum Support Price for Paddy (Common) has increased from ₹ 620 per quintal in 2006-07 to ₹ 1250 per quintal for the 2012-13 and Paddy (Grade A) has increased from ₹ 650 per quintal in 2006-07 to ₹ 1280 per quintal in 2012-13 seasons.

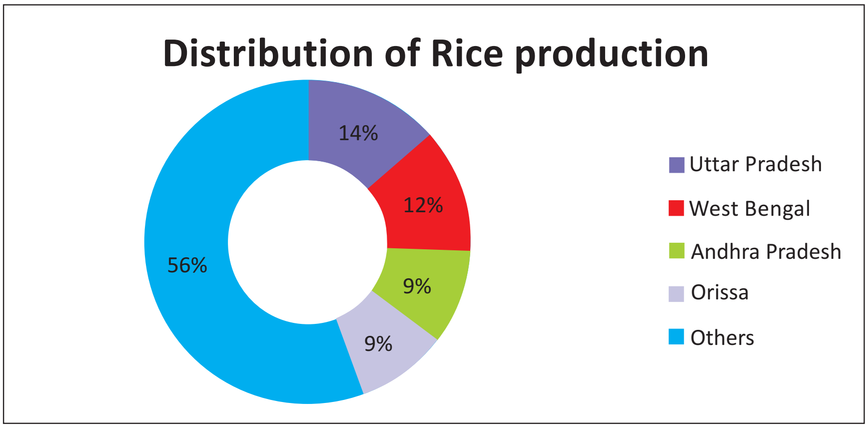


MSP of Common and grade A Paddy

Rice is an essential commodity, and is included within the purview of the Essential Commodities Act, 1955 and consequently, its production supply and distribution are regulated by the state and central government. The Ministry of Consumer Affairs, Food & Public Distribution imposes levy quota on rice, which specifies that producers/owners of rice mills shall sell the specified quantity of rice to Government specified agencies under levy Scheme at a predetermined price.

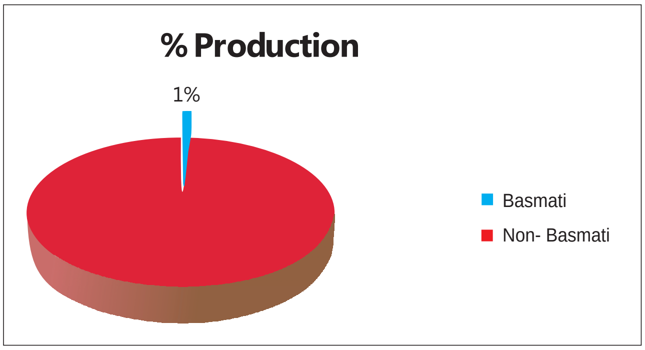
The levy quota varies from state to state viz. at Bihar it is 40% and at Uttar Pradesh it is 60%. Food Corporation of India is undertaking assured procurement of food grains on behalf of Government of India throughout the country. About 20 to 25% of the total rice production in the country is purchased both under levy from the rice mills and directly in the form of paddy from the farmers.

Rice is grown in many regions across India. India has the largest area under rice cultivation in the world and ranks second in the production after China. India has also emerged as a major rice consumer and exporter. Rice cultivation is found in all the states of India but Uttar Pradesh, West Bengal, Andhra Pradesh, Punjab and Orissa are the major rice producing states accounting nearly half of the national output.



Further Break up of Rice Industry

Indian Rice Industry constitutes of basically two forms of rice , basmati and non- basmati. Any type of rice which is not basmati rice is non-basmati rice. In terms of production non-basmati rice is miles ahead of basmati rice. The basmati rice production of India constitutes less than 1 percent of the total rice produced in India which has gone down considerably over the years. This makes the basmati sector fully saturated offering no scope for expansion. The non- basmati sector constitutes more than 99% of the total rice produced in India thus giving ample opportunity for major rice producers like Usher Agro.



- Source: www.basmatirice-india.com

Further going one step ahead the soil and climatic conditions required for cultivation of basmati rice is available in very restricted area of Punjab and Haryana.

Wheat Industry:-

Wheat is the second most important staple food after rice in India and generally provides about 50% of the calories and protein requirement to a vast majority of the Indian population. From a perpetual food-deficit nation until the mid-60s, India became self sufficient in wheat production due to adoption of modern science and technology involving the use of hybrid seeds and modern agronomic practices – thanks to the much-publicized "Green Revolution".

India's share in world's wheat production is 12-13% with production being 92.3 MT for the year 2011-12. The demand for wheat has increased by ~2% over the last 7 years while the supply has increased by ~3% over the same time period. This has lead to stock surpluses in the country.

But anyhow The US Department of Agriculture (USDA) has revised downward India's 2013-14 wheat production estimate from 92 MT to 87 MT due to lower crop yields. The USDA further said relatively lower market arrivals and government procurement compared to last year have resulted in a downward bias on the production estimates of some industry sources.

Minimum support prices (MSP) or procurement prices are announced by the government every year at the beginning of every wheat season. The distribution is mainly by state governments through thousands of fair price shops spread throughout the country in the urban and rural areas. The Government system handles significant proportion (20-25%) of wheat production while the rest is handled by private merchants and traders. As an integral part of the Indian food security system, the Indian Government owned Food Corporation of India (FCI) maintains a "buffer stock" of wheat, procured from the farmers at the Minimum Support Price (MSP) of ₹ 10800 per tonne (applicable for 2009/10 crop year) to meet the mounting requirements of the country-wide Fair Price Shops, Food for Work Programme and other socioeconomic welfare projects for the economically vulnerable sections of society.

Production of wheat in India has shown a rising trend in the past 5 decades. The demand for wheat has increased by 2% (approximately) over the past 7 years while the supply of wheat has increased by 3% over the same time period. This indicates that the supply of wheat is more than needed for domestic use leading to stock surpluses.

Usher's Overview

Usher Agro is engaged in the processing of agro based products like rice & wheat allied products like Atta, Maida, Suzi etc. Usher regards 'green' as an inspiration of 'agricultural prosperity' & this inspiration has led to the name Usher back in 1996. The main aim was to USHER the Indian agricultural growth concentrated efforts. The Company was incorporated in 1996 by first generation promoters Dr. V.K. Chaturvedi and Mr. Manoj Pathak (the 'Promoters') and is listed on BSE Limited ('BSE') and National Stock Exchange ('NSE'). The Company's rice and wheat mills are located in the states of Uttar Pradesh ('UP') and Bihar with current capacity of 543,600 tons per annum ('TPA') for rice and 75,000 TPA for wheat and with ongoing expansion the capacity will reach to 1,081,440 TPA for rice and 125,000 TPA for wheat by end of calendar year 2013. In addition, Usher Agro is also in the process of setting up a pulses processing mill which is the part of current expansion with a capacity of 100,000 TPA and a pulses flour mill with a capacity of 105,600 TPA and a pulses flour mill with a capacity of 23,100 TPA in the state of UP.

Over a period of time the agricultural & food processing industry has come to be considered a priority sector with high potential for growth. Usher Agro has seized opportunity by using the latest technologies for agricultural processing every single time. The production amplified leading to the name and fame of the company in the national and international market. The diversified product range got a brand name "Rasoi Raaja" that was synonymous with superiority, quality and credibility.

Products

The company's products are as follows:

Rice Products		Wheat Products	Pulses (Planned)
Type	**Varieties**	Whole Wheat Flour	Pulses
Raw	▪ 1121	Fine Wheat Flour	Pulses Flour
	▪ DB	Semolina (Rawa)	
	▪ Sugandha	Bran	
	▪ Masauri/ Sonam		
	▪ Parmal/ PR-11/ Common IR-8		
	▪ Sharbati		
	▪ Basmati		
	▪ Pusa Basmati		
Parboiled/ Steamed	▪ 1121		
	▪ DB		
	▪ Sugandha		
	▪ Masauri/ Sonam		
	▪ Parmal/ PR-11/ Common IR-8		
	▪ Sharbati		
	▪ Basmati		
	▪ Pusa Basmati		
Brown	▪ 1121		
	▪ Parmal PR - 106		
	▪ Basmati		
	▪ Pusa Basmati		

Manufacturing facilities

The company has three factories at Mathura, Chhata and Buxar. The production facilities are as summarized as follow

PLANT	LOCATION	EXISTING CAPACITY (IN MATPA)	UNDER IMPLEMENTATION (IN MTPA)	TOTAL
Rice				
	Mathura, U.P.*	10,800	-	10,800
	Buxar, Bihar	46,800	51,840	98,640
Rice milling	Chhata, U.P.	486.000	486,000	972,000
Subtotal		543,600	537,840	10,81,440
Wheat				
Wheat roller flour mill	Mathura, U.P.*	75,000	50,400	1,25,400
Subtotal		75,000	50,400	1,25,000
Pulses	Chhata, U.P		128,700	128,700
Total		618,600	716,940	1,335,540

*** Usher also has a 1 MW Co generation plant in the Mathura Factory**

Key Highlights of the Plant:-

Strategic Location:-

Usher plants are strategically located in Chhata, Mathura and Buxar which are in states of U.P and Bihar respectively and have have proximity to the state of Haryana. The three states collectively contribute to ~19.4% and 53.2% of total rice and wheat production in India respectively and therefore provide easy access to raw products. Hence, raw material availability (paddy for rice mill and wheat for flour, white flour and semolina) is very easily available. The Buxar factory is also close to railway station. Buxar is a rich paddy cultivating area popularly known as Dhan Katora "Paddy Bowl" and enjoys two seasons of paddy cultivation.

Large Capacities and Economies of Scale:-

The Company's milling units have large capacities of 1,081,440 TPA for rice and125,000 TPA for wheat (by June 30, 2013) and planned capacities of 105,600 TPA for pulses and 23,100 TPA for pulses flour that provide economy of scale and therefore, favourable terms in procurement, processing, logistics etc.

The Company is the largest in India for parboiled rice processing facility.

State of the Art Milling Infrastructure:-

Machinery for rice milling capacity of 2.52 lacs MTPA have been imported from Satake Corporation, Japan which is the leading rice milling machinery supplier in the world, with market share of over 70%. For the enhanced capacity of 2.92 MTPA (completed in FY11), Usher opted for rice milling equipment from Industries Machina Zaccaria from Brazil. Zaccaria is Brazil's leading rice milling machinery manufacturer and nearly 50% of paddy production in Latin America is processed by Zaccaria machinery.

Also the machinery for the stipulated increase in the milling capacity at Chhata, U.P has been imported from Satake Japan.

The entire process chain of drying, storing, grading and finishing is fully automated across all mills that provides cost efficiencies and optimal capacity utilization. The Company has adequate backup infrastructure in terms of utilities and storage space with silos to store processed/semi processed rice and for storing raw material.

Quality Certification:-

The Company's processes and setup are accredited with international certifications like ISO 9001:2008 for Quality Management System and Hazard Analysis and Critical Control Point ('HACCP') Management System certificate from International Industrial Certification Company Limited, South Korea.

Strong Procurement Network:-

While the strategic location of the mills provides easy access to major food grain production regions of India, the Company also has a strong procurement network that has access to 85 wholesale markets ('mandis') in the country. We have a strong procurement network present in over 85 mandis. Further we have exclusive agents (pakka arahtiyas) in each mandi. Our presence in Mathura and Chhata brings us closer to the rice deficit states such as Rajasthan, Gujarat and Maharashtra. This gives us a logistic advantage to supply products to the consumers in these states.

PRESENCE OF USHER

Export distribution:

Our Company has registered good presence in the exports markets that too within a short span of time. Usher started exports only in F.Y 2009-10 with exports amounting to ₹ 20Crores which have now been increased to ₹ 115Crores in F.Y2012-13 and still rising at a fast pace with good order position.

Strong Management Team

The Company's promoters are well qualified with relevant experience in agri- processing and have been instrumental in the expansion of the Company from 10,800 TPA capacity at the time of incorporation to setup to 1,081,440 TPA capacity for rice and 125,000 capacity TPA for wheat by June 30, 2013 and is further due for capacity expansion. They are well-supported by an experienced and capable management team that has played an important role in growth and expansion of the Company.

Usher's Operational Performance

Usher from the very first year of its operation is concentrating on the Non basmati rice segment since the basmati sector is already fully saturated and offers no scope for expansion. The Non basmati Rice industry in India is still much unorganized as compared to the Basmati Rice industry. The organized Players are not even commanding 1% of overall market and this offers ample scope for players like Usher to grow and expand in non-basmati rice segment.

The crux of this sector lies in managing ever increasing demand and accessing the market at the correct time. Demand in this sector has never been a concern since it constitutes the basic staple diet of India making it a very inelastic product. Your Company has put up efficient logistic and supply chain management system to effectively cater to this market.

Your company has been continuously researching on the way to increase the value and quality of the rice which is backed by our high quality research team. Your directors believe that sustained investment in technology, innovations, consumer communication and continued focus on market development will benefit the business in creating long term value.

The company has set up a rice fortification plant, the technology for which has been provided by PATH – a non-profit organization. Fortified rice prevents loss of iron and vitamins from rice during the milling process and is envisaged to be sold to the mid-day meal projects of various states.

In order to utilize the waste rice husk produced in its milling plants, the company has set up 16 MW rice-husk based co-generation power plant under its subsidiary company, Usher Eco Power Limited ('Usher Eco') in UP which started its commercial operations on 7th November 2012 which sells power externally under a power purchase agreement ('PPA') with Uttar Pradesh Power Corporation Limited ('UPPCL').

Financial Performance

Snapshot of the year

- ✓ ***Total income growth by 17% increasing to ₹ 95157.04 lacs as compared to ₹ 81365.75 lacs in the previous year.***
- ✓ ***Net profit after tax up by 7% rising to ₹ 6523.18 lacs as compared to ₹ 5522.63.lacs in the previous year.***
- ✓ ***The Net Worth of the company has reached to ₹ 31692.97 lacs as compared to ₹ 27156.89 lacs in the previous year.***

Financial Performance Review (Standalone)

Revenue

The Company's total income, which comprises of income in the form of domestic and export sales and other income increased to ₹ 95157.04 lacs as compared to ₹ 81365.75 lacs of the previous year.

Expenditure

The Company's total expenses, comprising of material consumed, staff costs and other administrative expenses including depreciation, increased by to ₹ 83588.12 lacs for the year ended June 30, 2013 from ₹ 71938.48 lacs when compared to the previous year ended June 30, 2012.

Interest

Interest expenses stood at ₹ 5045.74lacs (previous year figure was ₹ 3904.64 lacs)

Profit before tax (PBT)

PBT is ₹ 6523.18 lacs for the current year from ₹ 5522.63 lacs in the previous year.

Profit after tax

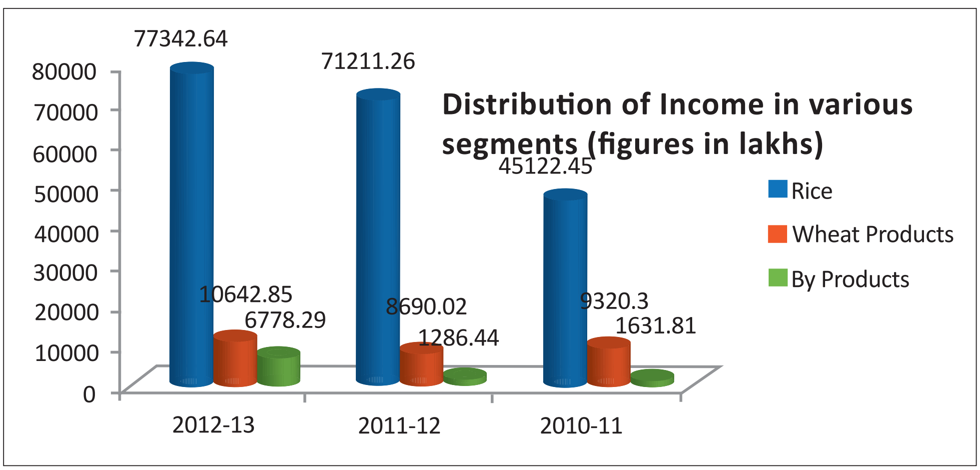
The Company's profit after tax is ₹ 4536.08 lacs for the year ended June 30, 2013 from ₹ 4233.29 lacs as compared to the previous year.

earnings per share

The earnings per share for the current year stood at ₹ 11.92. as compared to ₹ 11.12 per equity share in the previous year.

Segment wise performance

The breakup of the revenue from our different segments can be analyzed from the given chart. As seen the company has shown robust performance in all the segments. The Company continued its strict control on the consumption of raw materials and energy thereby improving its profitability. By looking at the Company's performance given hereunder it can be ascertained that the company has performed better as compared to the previous year in almost all fronts whether it be operational performance or financial performance.



New Ventures/Way Ahead:-

Capacity Expansion and Pulses Initiative

With a overall vision to emerge as one stop solution to all basic food, the company has embarked on the increase of its Rice Milling capacity and setting up a plant for Pulse and Pulse Flour milling capacity at Chhata, U.P. The company is in the process of setting up a Rice Milling Plant of 4,86,000 TPA after which its Rice milling capacity will increase to 1,081,440 TPA. In addition, Usher Agro is also in the process of setting up pulses processing mill with a capacity of 105,600 TPA and a pulses flour mill with a capacity of 23,100 TPA. The company is proud to state that the work for the above mentioned expansion plans is in full swing and the plants are expected to be operational by the end of calendar year 2013. After the said expansion the company will move one step further in its vision to become a complete basic food processor.

Rice fortification Plant:

During the process of milling of rice substantial quantity of iron and vitamins are lost from the rice. Fortification of rice will ensure that the necessary natural iron and vitamins found in the rice are not lost and also the help of the technology we will be able to add the vitamins and minerals into the rice. Martin Bloem, nutrition policy chief at the UN's World Food Programme, said food fortification presented "incredible opportunities" in the fight against "hidden hunger". Thus keeping with the United Nations goal in mind to help those countries which are suffering from malnutrition the fortification technology can do wonders.

Usher Agro Ltd has imported a rice fortification plant which is the first step in entering into the rice fortification industry. The Company is selling the fortified rice to the mid-day meal projects of Govt. of Andhra Pradesh and Orissa through Programme for Appropriate Technology in Health (PATH). A concerted effort is being made by our marketing team to approach various other state Governments to supply fortified rice to various schemes like mid-day meals scheme etc. run by the State Governments. The Company also envisions exporting fortified rice to other countries.

Internal Control Systems and their Adequacy:-

The Company has implemented adequate internal control systems and procedures, commensurate with the nature of its business and size of its operations. It has implemented adequate internal control system that facilitates adequate and timely completion of the audit and compliance process. Our Internal auditors M/s. Dinesh Bangar & Company Chartered Accountants conducts the audit and submits periodical reports which are reviewed by the Audit Committee.

The Audit Committee of the Board meets several times during the year and reviews the audit reports, audit plans and recommendations of the management and auditors.

Human Resource Development & Industrial Relations:-

The key to the success of the Company lies in its people whose skills, expertise, and talent help the Company to achieve and sustain its market position. The Company believes that employees are the key to achieve targeted goals and are the primary source of competitive advantage thus we have recruited, nurtured and retained some of the best talents in the industry.

Your Company is giving equal importance to develop the intellectual infrastructure by employing the best HR practices such as performance management, succession planning, open work culture and effective employee communication. HR systems were improved, refined and upgraded to provide better services to business and functions. The Company has stable and experienced middle and senior level management team.

The industrial relations with the employees at all levels remained cordial during the year under review.

Cautionary Statement:-

Statements in the Management Discussion and Analysis Report contains words or phrases such as "will", "aim", "believe", "expect", "will continue", "plan", "project", "goal" and similar meaning expressions and variations that may be interpreted as "forward looking statements". Actual results could differ from those expressed or implied.

Important factors that could affect the Company's operations include economic conditions affecting demand and supply, changes in Government regulations and changes in political conditions and other statutes.

REPORT ON CORPORATE GOVERNANCE

Company's Philosophy on Corporate Governance

The Company has set itself the objective of expanding its capacities and becoming globally competitive in its business. As a part of its growth strategy, the Company believes in adopting 'best practices' that are followed in the area of Corporate Governance across various geographies. The Company emphasizes the need for full transparency and accountability in all its transactions, in order to protect the interest of its stakeholders. The Board considers itself as a trustee of its Shareholders and acknowledges its responsibilities towards them for creation and safeguarding their wealth. Usher's Corporate Governance philosophy is based on ethical values including honesty, integrity, justice, transparency and responsiveness to stakeholders. Your Company recognizes that good Corporate Governance is a continuing exercise and reiterates its commitment to pursue highest standards of Corporate Governance in overall interest of the Company and its stakeholders.

1. BOARD OF DIRECTORS

Promoter Directors

Dr. Vinod Kumar Chaturvedi, aged 48 years, is the Managing Director of your Company. He holds a Bachelors Degree in Commerce (B. Com) from Agra University and a fellow member of 'The Institute of Chartered Accountants of India'. Going further he has also done Doctor of Philosophy in applied business economics (commerce) on the topic "Prospects and Rationale for Second Green Revolution". Dr. Vinod Kumar Chaturvedi has over 26 years of experience in finance, project and food processing industry. He promoted Usher Agro Limited in 1996 and set up a conventional rice milling plant at Mathura. After incorporation of Usher Agro Limited he promoted Usher Eco Power Limited, Usher Capitals Limited, Usher infra Logic Limited and Usher Oils And Foods Limited under the USHER umbrella.

Mr. Manoj Pathak, aged 40 years, is the Whole Time Director of our Company. He holds a Bachelors degree in Commerce (B. Com) from Agra University and a Bachelors of Law. He is one of our promoters and is the brother of Mr. Vinod Kumar Chaturvedi. He has over 17 years of experience in food processing industry and he has been involved with our Company since its inception. He has been actively involved in the implementation of all the projects of our Company and has played a vital role in the growth of our Company. His responsibilities include contributing to the strategic growth and development of a strong marketing network for our products. He has also contributed to the Company through his efficient managerial capabilities to deal with labour, farmers, and operating personnel at the plants.

Mr. Ajay Prakash Arora, aged 72 years, is the Independent Non- Executive Director of our Company. He is chairman of Audit Committee. He holds a Masters Degree in Commerce (M.Com) from Lucknow University and is also qualified as Certified Associate of Indian Institute of Bankers (CAIIB). He has over 37 years of rich experience in handing banking and finance functions. He joined the Central Bank of India in 1963 and continued working there till year 2000. During his tenure with the Central Bank of India, Mr. Arora worked in various capacities as the Senior Internal Auditor, Investigations/Enquiry officer, Branch Manager, Chief Manager in Branches and Zonal office in Central Bank.

Mr. Shri Prakash Arora, aged 73 years, is Independent Non- Executive Director of our Company. He holds a Bachelors degree in Animal Science from Agra University. He has previously worked with Pfizer Animal Health (Multinational Pharmaceutical Company) for 36 years, where he held several key positions overseeing the sales, technical, marketing, budgeting, training and business development of the Company. He was also responsible for launch and subsequent handling of Agro chemical business (bactericides for cotton, chilies and paddy crop) of Pfizer in western India. Presently, he is very proficient in areas vis. restructuring of sales and marketing group, developing marketing strategies, training / mentoring in connection with rural marketing, distribution system, recruitment and selection, developing reward and appraisal system, and launch of new products.

Mr. Vijay Ranchan, aged 70 years is the Non Executive, Independent Director of our Company and member of Audit committee. He holds a Masters degree in Arts in English Literature from Punjab University. He was in Indian Administrative Service (IAS) (1967 batch) and is currently retired. He has held senior positions of secretary/principal secretary/ additional chief secretary in the Department of Revenue, Industry, Labour and Health of Government of Gujarat. He was also the Joint Managing Director of Gujarat Agro Industries Corporation, Joint Managing Director of Gujarat Industrial Investment Corporation, Chairman of Gujarat Fisheries Central Co-operation Association.

Mrs. Baljinder Kaur Mandal, aged 47 years is the IDBI Bank Limited Nominee & Independent Director appointed on 29th June, 2013. She holds BE (Electrical), PGDM.

Mr. Prem Chand Tiwari, aged 62 years is the Independent Non Executive Director of the Company. He holds bachelor's degree in science (M. Sc -Physics) from Agra University. He has experience of 39 years in Banking (Administration, Business growth & Profitability). He has Worked as General Manager Head of the largest zone-Mumbai Metropolitan Zone having maximum business mix (Deposits/Advances/profit/recovery).

CORPORATE GOVERNANCE

The business of the Company is managed by the Board of Directors. The Board formulates the strategy, regularly reviews the performance of the Company and ensures that the previously agreed objectives are met on a consistent basis.

A) Composition of the Board

The Company's policy is to maintain optimum combination of Executive and Non-Executive Directors. The Non-Executive Directors with their diverse knowledge, experience and expertise bring in their independent judgment in the deliberations and decisions of the Board.

As on June 30, 2013, Board of Directors of the Company consists of 7 Directors, with a combination of Executive and Non-executive Directors. The Board consists of 2 Executive Directors and 5 Non-Executive Directors. All the 5 Non-executive Directors are Independent Directors. The composition of the Board is in conformity with Clause 49 of the Listing Agreement.

Further, Independent Directors do not have any material pecuniary relationship or transactions with the Company, its promoters, its management or its associates, which in the judgment of the Board may affect independence of judgment of the Director, apart from the sitting fees and commission received by them for attending the meetings of the Board. Further, as mandated by Clause 49, none of the Directors are members of more than ten committees of Boards nor are they chairman of more than five committees in which they are members.

Sr. No.	Directors	Din No.	No. of Board Meeting attended	Whether last AGM Attended	*No. of Outside Directorship Held	No. of Committee Membership held	No. of shares held in Usher Agro Limited
1.	Dr. Vinod kumar Chaturvedi Managing Director	00325197	4/4	Yes	6	Nil	47,16,470
2.	Mr. Manoj Pathak Whole Time Director	00616061	4/4	Yes	4	Nil	3284060
3.	Mr. Vijay Ranchan Independent Director	01602023	4/4	Yes	5	4	Nil
4.	Mr. Ajay Prakash Arora Independent Director	01055020	4/4	Yes	3	4	Nil
5.	Mr. Shri Prakash Arora Independent Director	01872519	4/4	No	Nil	Nil	Nil
6.	Ms. Baljinder Kaur Mandal** Mr. Krishnan Narayanan** IDBI Bank Limited Nominee & Independent Director	06652016 01382632	Nil 3/4	No No	Nil Nil	Nil Nil	Nil Nil
7.	Mr. Prem Chand Tiwari Independent Director	05182634	4/4	No	Nil	Nil	Nil

*Directorship in the Private Limited/ Foreign Companies and Companies under Section 25 of the Companies Act, 1956 are excluded in the above table.

** IDBI Bank withdrawn the Nomination of Mr. Narayanan Krishnan and instead appointed Ms. Baljinder Kaur Mandal with effect from 29.06.2013.

None of the Directors on the Board is a Member of more than ten Committees or Chairman of more than five Committees across all the companies in which Directorship is held. Necessary disclosures regarding Committee positions in other public companies as on 30th June, 2013 have been made by the Directors.

ATTENDANCE AND COMPOSITION OF THE BOARD:

Board Procedure

Four Board Meetings were held during the Financial Year 2012-13, and the gap between two meetings did not exceed four months. The Board of Directors met on the following dates:

Date of the Meeting	29th Aug 2012	9th Nov 2012	14th Feb 2013	13th May, 2013
No of Directors Present	6	7	7	7

The agenda and notes on agenda are circulated to the Directors, in advance. All material information is incorporated in the agenda for facilitating meaningful and focused discussions at the meeting. 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. In special and exceptional circumstances, additional or supplementary item(s) on the agenda are permitted.

B) Directors seeking Appointment / Re-Appointment

Mr. Vijay Ranchan and Mr. Ajay Prakash Arora are Directors who shall retire by rotation in the ensuing Annual General Meeting and being eligible for re-appointment. Brief particulars of these directors are as follows:

Particulars	Dr. Vinod Kumar Chaturved	Mr. Vijay Ranchan	Mr. Ajay Prakash Arora
Father's Name	Mr. Murarilal Chaturvedi	Mr. Pyarelal Sharma	Mr. Madho Prasad Arora
Date of Birth	01.08.1965	01.10.1942	08.05.1941
Date of Appointment	30.12.2000	30.12.2004	29.12.2006
Address	B-5/202, Mangal Nagar, Yari Road, Andheri West, Mumbai-400061	Plot No. 131, Sector 8, Gandhinagar-382 000	305, Wing 3-B, Dheeraj Enclave, Borivali (East), Mumbai 400 066.
Designation	Managing Director	Non-executive Independent Director	Non-executive Independent Director
Qualification & Experience	He holds a Bachelors Degree in Commerce (B. Com) from Agra University and a fellow member of 'The Institute of Chartered Accountants of India'. Going further he has also done Doctor of Philosophy in applied business economics (commerce) on the topic "Prospects and Rationale for Second Green Revolution". Dr. Vinod Kumar Chaturvedi has over 26 years of experience in finance, project and food processing industry. He promoted Usher Agro Limited in 1996	Mr. Vijay Ranchan is an retired Indian Administrative Service (IAS) official, he holds an MA degree in English Literature from Punjab University. During his tenure, Mr. Ranchan has held various senior positions in the Government departments of Revenue, Industry, Labour and Health. He had been the Additional Chief Secretary to the Government of Gujarat, handling policy framing and administration. He has also worked for Gujarat Agro Industries Corporation GAIC), Gujarat Industrial Investment Corporation (GIIC), Gujarat State Petroleum Corporation (GSPC), Gujarat Mineral Development Corporation (GMDC) and Gujarat Industrial Development Corporation (GIDC)	He holds a Masters Degree in Commerce (M.Com) from Lucknow University and is also qualified as Certified Associate of Indian Institute of Bankers (CAIIB). He has over 37 years of rich experience in handing banking and finance functions. He joined the Central Bank of India in 1963 and continued working there till year 2000. During his tenure with the Central Bank of India, Mr. Arora worked in various capacities as the Senior Internal Auditor, Investigations/ Enquiry officer, Branch Manager, Chief Manager in Branches and Zonal office in Central Bank
Salary etc.	68.20(lacs)	Nil	Nil
Directorships held in other Public companies (excluding Private Companies foreign companies and Section 25 companies)	1. Usher Eco Power Limited 2. SJP Real Estate Limited 3. Usher Oils And Foods Ltd 4. Usher Infra Logic Limited 5. Usher Capitals Ltd 6. SJP Global Limited	1. Shah Pulp and Paper Mills Limited 2. Adani Power Limited 3. Usher Eco Power Limited 4. Adani Power Maharashtra Limited	1. Usher Eco Power Limited 2. Usher Capitals Ltd. 3. Usher Oils & Foods Ltd.
Memberships / Chairmanships of committees of other Public Limited companies	SJP Global Limited	Shah Pulp and Paper Mills Ltd.	Nil
Equity Shares held	4716470	Nil	Nil

BOARD COMMITTEES

Presently the Board has Five Committees, Audit Committee, Investor Grievances Committee, Preferential Issue Allotment Committee, Finance Committee and Remuneration Committee.

A. Audit Committee

The Board has constituted the Audit Committee, which deals in all matters relating to financial reporting and internal controls. The minutes of the Audit Committee meeting are placed before the Board for information.

The Composition of the Audit Committee is as under

Sr. No.	Name of the Members	Status at the committee	Nature of directorship	No. of Meeting attended
1.	Mr. Ajay Prakash Arora	Chairman	Independent	4
2.	Mr. Vijay Ranchan	Member	Independent	4
3.	Mr. Krishnan Narayanan*	Member	Independent	2
	Ms. Baljinder Kaur Mandal*			Nil

*IDBI withdrawn the Nomination of Mr. Narayanan Krishnan and instead appointed Ms. Baljinder Kaur Mandal with Effect from 29.06.2013.

Meetings of the Audit Committee held during FY 2012-13

During the year, four meetings of the Audit Committee were held: 29th August, 2012, 9th November, 2012, 14th February, 2013 and 13th May, 2013.

Necessary quorum was present for all the meetings.

Subsidiary Companies

Independent Directors viz. Mr. Vijay Ranchan and Mr. Ajay Prakash Arora are the Directors on the boards of the non listed Indian Subsidiary Company Usher Eco Power Limited. The financial statements and the minutes of the board meetings of the subsidiary companies are considered at the meetings of the Board of Directors of the Company.

The Audit Committee of the Company is entrusted with the responsibility to supervise the Company's Internal Control and Financial Reporting Process. The terms of reference of the Audit Committee are in accordance with all the items listed in Clause 49 of the Listing Agreement.

Powers of Audit Committee

The audit committee shall have powers, which should include the following:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

Role of Audit C[1]ommittee

The role of the audit committee shall include the following:

1. Overseeing of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
    - Matters required to be 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
    - Changes, if any, in accounting policies and practices and reasons for the same
    - Major accounting entries involving estimates based on the exercise of judgment by management
    - Significant adjustments made in the financial statements arising out of audit findings
    - Compliance with listing and other legal requirements relating to financial statements
    - Disclosure of any related party transactions
    - Qualifications in the draft audit report.

5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval

   5A. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.

6. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
7. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
8. Discussion with internal auditors any significant findings and follow up there on.
9. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
10. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
11. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors.
12. To review the functioning of the Whistle Blower mechanism, in case the same is existing.

    12A. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.

13. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

The meetings of the Audit Committee during the year were held as per Clause 49 of the Listing Agreement. The Audit Committee meetings were also attended by the representatives of the Statutory Auditors, Internal Auditors and the Managing Director of the Company. The Company Secretary acts as the Secretary to the Committee and attends the meeting.

The Chairman of the Audit Committee was present at the Annual General Meeting of the Company held on 21st December, 2012.

B. Shareholders' Grievance Committee

The Shareholders' Grievance Committee of the Company comprised of three non-executive directors namely, Mr. Shri Prakash Arora as the Chairman Mr. Vijay Ranchan, Mr. Ajay Prakash Arora, as the members of the Committee. The Board has constituted the Shareholders' Grievance committee as per the guidelines set out in Listing Agreements with the Stock Exchanges that inter alia include redressing investors' complaints regarding transfer of shares, non-receipt of any correspondence from the Company etc. The Committee also oversees the performance of the Registrar & Transfer Agents and recommends measures for the overall improvement of the quality of the investor services.

Company Secretary acts as the Secretary of the Committee.

Meeting held during the year and the Attendance thereat:

During the year one meeting of Shareholder Grievance Committee was held on 14th February, 2013.

The attendance of members of the Shareholder Grievance Committee Meetings is as follow:

Sr. No.	Name of Members	Status	No. of Meeting attended
1	Mr. Shri Prakash Arora	Chairman	1
2	Mr. Ajay Prakash Arora	Member	1
3	Mr. Vijay Ranchan	Member	1

C. Preferential Issue Allotment Committee

The Preferential Issue Allotment Committee of the Company comprised of two non-executive directors and one executive Director. During the year no meeting of the Preferential Issue Allotment Committee was held.

The Preferential Issue allotment Committee consists of following members.

Sr. No.	Name of Members	Status	Nature of Directorship
1	Mr. Vijay Ranchan	Chairman	Independent Director
2	Mr. Ajay Prakash Arora	Member	Independent Director
3	Dr. Vinod kumar Chaturvedi	Member	Managing Director

D. Finance Committee

The Finance committee of the Company was reconstituted on 30th August, 2010 and comprised of following members. The finance committee comprising of following Directors in order to have convenience in expediting day to day matters relating to finance.

Sr. No.	Name of Member	Status
1.	Mr. Ajay Prakash Arora	Chairman
2.	Dr. Vinod kumar Chaturvedi	Member
3.	Mr. Manoj Pathak	Member

Following are the terms of reference for the finance committee

(a) borrow and raise such sums of money from time to time as may be required for the purpose of the company's business, subject to the condition that such borrowing shall not exceed ₹ 1000 crores and

(b) invest the surplus funds of the Company, subject to the provisions of section 372A of the Companies Act, 1956, in the purchase of shares, debentures, securities and stock certificates, etc. of any private or public limited company or in any securities floated by the Central Government or any State Government, however, to the condition that the funds so invested shall not exceed ₹ 250 crores.

(c) To open/close bank account and to authorize company's executives/ officers to operate bank account and to withdraw such authority from time to time.

(d) give authority to any member/s of the committee to discuss the terms and conditions with the lenders, sign all documents including agreements, certificates, statements, undertakings, declarations, receipts, deeds, instruments and to do all such acts and things as may be necessary on behalf of the Company to give effect to the above resolution."

E. Remuneration Committee

The Remuneration Committee of the Company comprised of three non-executive directors namely, Mr. Shri Prakash Arora as the Chairman Mr. Ajay Prakash Arora and Mr. Vijay Ranchan as the members of the Committee.

During the year one meeting of Remuneration Committee was held on 14th February, 2013.

Sr. No.	Name of the Member	Status at the committee	Nature of directorship
1	Mr. Shri Prakash Arora	Chairman	Independent Director
1	Mr. Vijay Ranchan	Member	Independent Director
2	Mr. Ajay Prakash Arora	Member	Independent Director

Remuneration Policy

The remuneration paid to Promoter Director(s) is approved by the shareholders in the General Meeting. The Promoter Director(s) and interested Director (s) do not participate in the proceedings of the said business. The remuneration structure comprises Basic Salary, Perquisites and Allowances, payment and expenses incurred on perquisites.

Details of Remuneration to Directors

A. Remuneration to Executive Director

The terms of remuneration of executive directors has been fixed by board of directors and approved by shareholders. The particulars of remuneration of executive directors during the financial year 2012- 2013 are as under:

The details of remuneration paid/ payable to the Directors during the financial year 2012-13 are as under.

(₹ In Lacs)

Name of the Director	Remuneration including Perquisite Commission	Sitting Fees	Total
Dr. Vinod Kumar Chaturvedi (Managing Director)	68.20	Nil	68.20
Mr. Manoj Pathak (Executive Director)	42.76	Nil	42.76

B. Remuneration to non-executive directors:

As approved by the board of directors in accordance with the Articles of Association of the Company, the non-executive directors are paid sitting fees for every meeting of the Board and/or committee attended by them.

Remuneration to the Non-Executive Directors and criteria

The Board, at its meeting held on 29th August, 2012 and Annual General Meeting on 21st December, 2012 approved payment of commission to the Non-Executive Directors for each year for a period of 5 years commencing from 1st June, 2011, as the Board may from time to time determine to the Non-Executive Directors not exceeding 1% of the net profits of the Company in any financial year in addition to the sitting fees for every meeting of the Board.

The details of sitting fees paid to Non executive Directors during the year.

Name of Directors	Sitting Fees				Commission
	Board Meeting	Audit Committee	Shareholders Committee	Remuneration Committee	
Mr. Vijay Ranchan	80000	80000	-	7500	5,00,000
Mr. Ajay Prakash Arora	80000	80000	5000	7500	5,00,000
Mr. Shri Prakash Arora	80000	-	5000	7500	5,00,000
Mr. Krishnan Narayanan	60000	20000	-		Nil
Mr. Prem Chand Tiwari	80000	-	-		1,93,000

No meeting of preferential issue Allotment Committee was held hence no sitting fees was paid for the same.

At present the Company does not have any Employee Stock Option Scheme (ESOS).

Details of shares held by Managing Director and Whole Time Director of the Company as on 30th June, 2013

Sr. No.	Name	No of Shares
1	Dr. Vinod Kumar Chaturvedi	47,16,470
2	Mr. Manoj Pathak	32,84,060

2. General Body Meetings

Details of Annual General Meetings held during last three financial years:

Year	Date	Venue	Time	Summary of Special Business Conducted
2012	21.12.2012	Nand kripa Banquet Hall, Four Bungalow Road, Main Market, Andheri (West), Mumbai-400 058	11.00 a.m.	• 1% commission to Non Executive Director with effect from 01.06.2011. • Approval under section 81(1A) for further allotment of shares.
2011	20.12.2011	Nand kripa Banquet Hall, Four Bungalow Road, Main Market, Andheri (West), Mumbai-400 058	11.00 a.m.	Revision in remuneration of Dr. Vinod kumar Chaturvedi and Mr. Manoj Pathak
2010	20.12.2010	Nand kripa Banquet Hall, Four Bungalow Road, Main Market, Andheri (West), Mumbai-400 058	11.00 a.m.	Authority under section 293(1)(d)

3. Disclosures

a) There was no such materially significant related party transaction(s) with its promoters, the directors or the management their relatives etc. that may have the potential conflict with the interest of the Company at large. The other related party transactions are given in the notes of accounts annexed to and forming the part of Balance sheet and Profit and Loss Account of the Company.

b) Your Company has followed all relevant Accounting Standards while preparing the financial statement.

c) Your Company has a comprehensive risk management policy and the same is periodically reviewed by the Board of Directors.

d) The Company was not subject to any non-compliance and no penalties or strictures have been imposed by Stock Exchanges, SEBI or any other Statutory Authority, on any matters relating to Capital Market during the last three years.

4. Subsidiary Company

The Company has two subsidiaries Company viz. Usher Eco Power Limited and Usher Worldwide FZE. Usher Worldwide FZE which is registered in a Free Zone Establishment (FZE) in the Sharjah Airport International Free Zone (SAIF Zone), United Arab Emirates has not yet commenced its business.

5. Means of Communication

The quarterly, Half Yearly and Yearly results are published in English and Regional Newspapers. The financial results and investor update are displayed on the website of the company www.usheragro.com shortly after its submission to the Stock Exchange. Management Discussion and Analysis Report has been included in this Annual Report and forms the part of this Annual Report being sent to the shareholders of the Company.

6. GENERAL SHAREHOLDER INFORMATION

a) Annual General Meeting

Day	Monday
Date	23rd December, 2013
Time	11.30 A.M
Venue	Nandkripa Banquet Hall, Four Bungalow Road, Main Market, Andheri, (West), Mumbai-400 058

Book Closure Period:

From: Monday, 16th December, 2013 to Friday 20th December, 2013 (both days inclusive).

b) Financial calendar 2013-14

Financial calendar 2013-14	Financial Reporting for Quarter ending
September 30, 2013	- November, 2013
December 31, 2013	- February, 2014
March 31, 2014	- May 2014
June 30, 2014	- August, 2014

c) Listing on Stock Exchange

The Shares of the Company is Listed with Bombay Stock Exchange Ltd. (BSE) and National Stock Exchange of India Ltd. (NSE).

Stock Code

Bombay Stock Exchange Ltd. (BSE) P. J. Towers, Dalal Street, Mumbai 400 001	532765
National Stock Exchange of India Ltd (NSE) Exchange Plaza, Bandra- Kurla Complex, Bandra (East), Mumbai 400 051	USHERAGRO
ISIN for Depositories (NSDL and CDSL)	INE235G01011
Cin No.	L01100MH1996PLC100380

Listing fees

Listing fees paid to Bombay stock exchange (BSE) and National Stock Exchange of India Limited (NSE) for the financial year 2013-14.

Payment of depository Fees

Annual Custody / Issuer fees for the year 2013-14 has been paid by the Company to Nation Securities Depository Ltd. (NSDL) and Central Depository Services (India) Limited (CDSL).

Electronic connectivity:

National Security Depository of Ltd. & Central Depository Services (India) Ltd.

d) Registration with SEBI SCORE

As per SEBI Circular No. CIR/OIAE/2/2011 dated June 3, 2011 the Company got registered with SEBI for redressing of Complaints of Shareholders by SEBI Complaints redress System (SCORE).

e) Registered office & corporate office

422, Laxmi Plaza, Laxmi Industrial Estate, New Link Road, Andheri (w), Mumbai - 400 053 India

Tel. No.: +91 22 39381100, Fax No.: +91 22 39381123; Email: usherinvestors@usheragro.com

Website: www.usheragro.com

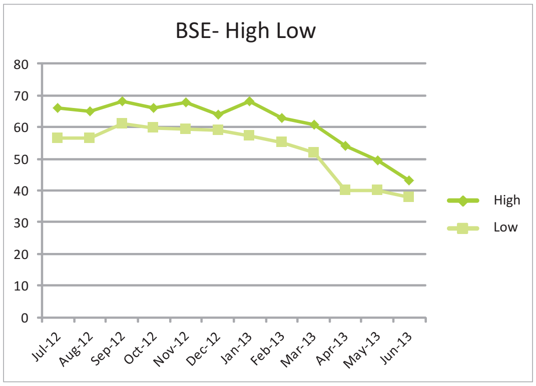
f) Plant location:

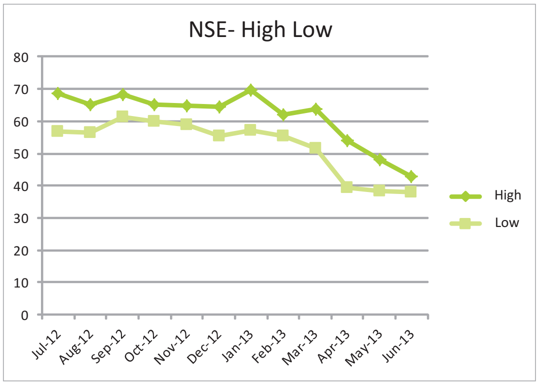
Mathura: 239, Maholi, Krishna Nagar, Off Delhi- Agra highway, Mathura Dist- Mathura(U.P.)	Buxar: Plot no. 1898, Chaubeji ki Chhavani, Jalilpur Thana, rajpur, Dist Buxar (Bihar)	Chhata: 158, Gohari, Delhi- Agra Highway, Chhata, Dist Mathura(U.P.) 632-634, Duatana, Delhi Agra Highway, Chhata, Dist: Mathura (Uttar Pradesh)

g) Market price Data and Performance.

Monthly High and Low quotations of Shares traded at The National Stock Exchange of India Ltd. (NSE) and The Bombay Stock Exchange Ltd. (BSE) Share price data Monthly basis

Months	BSE		NSE	
	Monthly High Price	Monthly Low Price	Monthly High Price	Monthly Low Price
July, 2012	65.90	56.65	68.50	56.65
August, 2012	65.00	56.55	65.00	56.40
September, 2012	68 00	61.05	68.15	61.25
October, 2012	66 00	59.85	65.00	60.00
November, 2012	67.70	59.50	64.75	59.00
December, 2012	64 00	59 00	64.40	55.50
January, 2013	68 00	57.10	69.55	57.10
February, 2013	62.95	55.25	62.00	55.45
March, 2013	60.60	51.80	63.85	51.70
April, 2013	54 00	39.95	54.00	39.55
May, 2013	49.60	40 00	47.95	38.35
June, 2013	43.25	37.75	43.00	37.85





h) Investors' correspondence may be addressed to:

Usher Agro Limited	**Registrar & Transfer Agents:**
Mrs. Sarika S. Singh Company Secretary 422, Laxmi Plaza, Laxmi Industrial Estate, New Link Raod, Andheri (w), Mumbai - 400 053 Tel N:.+91 22 39381100 Fax No :+91 2239381123 usherinvestors@usheragro.com	Bigshare Services Pvt. Ltd. E2/3, Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri (East) Mumbai – 400 072. Tel: + Tel: +91-022-28470632/53 Fax: +91-022-28475207 Email: flavia@bigshareonline.com

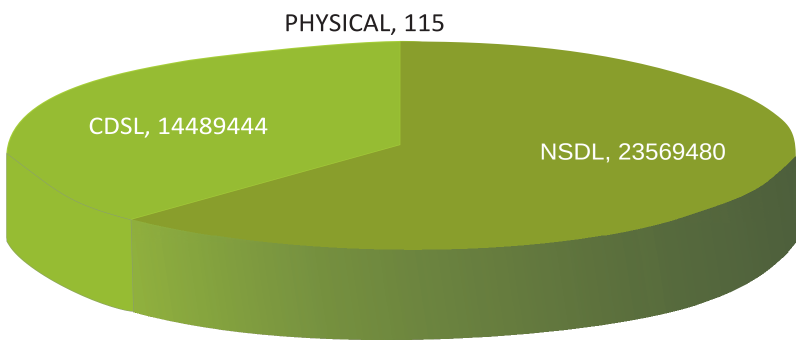
i) Registrar and Share Transfer Agents

The Company has appointed M/s Bigshare Services Pvt. Ltd. as its Registrar and Transfer Agent.

Name	**BIGSHARES SERVICES PVT. LTD.**
Contact Person	Ms. Flavia D Souza
Address	E2/3, Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri (East) Mumbai – 400 072
Telephone No.	Tel: + Tel: +91-022-28470632/53
Fax No.	Fax: +91-022-28475207
E mail	flavia@bigshareonline.com

j) Dematerialization of shares and liquidity

The Company has established connectivity with both the depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) through the Registrar- Bigshare Services Pvt. Ltd. This has facilitated the shareholders to hold and trade their shares in 'electronic form'. Almost the entire shareholding (99.98%) is held in dematerialized form with NSDL 23569480 Shares (61.93%), CDSL 14489444 Shares (38.07%) and 115 in physical form as on 30th June, 2013.



k) Share Transfer System

The Company has appointed Bigshare Services Pvt. Ltd. as the Registrar and Transfer Agent of the Company w.e.f 1st February, 2012.

The work related to share transfer in terms of both physical and electronic mode is being dealt at single point with Bigshare services Pvt. Ltd. After the completion of preliminary formalities of transfer/transmission by the Share Transfer Agent, the approval of transfer of shares in the physical form is given by the share Transfer Committee.

The Share transfer committee, constituted specifically for this purpose, meets periodically as the need arise to approve the Share Transfer etc.

The Company has complied with the provisions of the requisite guidelines issued by the regulatory authorities in respect of the transfer of shares and other related matters.

Bigshare services Pvt. Ltd has been appointed as Registrar & Share Transfer Agent for processing, transfer, sub-division, consolidation, splitting of shares and for rendering depository services such as dematerialization and re-materialization of the Company's shares.

The share transfers, which are received in physical form, are processed and the share certificates returned within 15 days of lodgment, subject to the documents being valid and complete in all respect.

Shareholders/investors are requested to forward share transfer documents, dematerialization requests and other related correspondence directly to Investor Bigshare services Pvt. Ltd at the above address for speedy response.

Shares in Suspense Account

In accordance with the provisions contained in clause 5A of the listing agreement with the Stock Exchanges, as amended by SEBI vide circular dated 16 December 2010, the Company was required to send 3 reminders at the registered addresses of the shareholders whose shares were lying "Undelivered/Unclaimed" with the Company, requesting for the correct particulars to dispatch such share certificates. If no response was received, the shares were required to be transferred to an "Unclaimed Share Suspense Account", which shall be maintained by the Company in an electronic form. As and when any shareholder approaches at a later date, the Company shall deliver the shares to him/her from the said account, after proper verification/identification. Further, voting rights on such shares are to remain frozen till the rightful owner claims the shares. Accordingly, during the previous year, the Company sent three reminders to these shareholders, followed by opening of the said suspense account with Axis Bank. After completing the necessary formalities, 2189 shares were transferred to the said suspense account. The Company, acting as a trustee in respect of the unclaimed shares, follows the modalities for the operation of the said account in the manner set out in clause 5A of the listing agreement.

l. Distribution of Holding as on 30th June 2013

Sr. No	Number of Shares	Number	% to Total	Share Amount (₹)	% to Total
1.	1 - 500	5134	82.22	7321760	1.9238
2.	501 - 1,000	473	7.58	3822640	1.0044
3.	1,001 - 2,000	239	3.83	3734070	0.9811
4.	2,001 - 3,000	69	1.10	1797830	0.4724
5.	3,001 - 4,000	61	0.98	2134940	0.5610
6.	4,001 - 5,000	28	0.45	1296170	0.3406
7.	5,001 - 10,000	81	1.30	6078670	1.5972
8.	10,001 & above	154	2.54	354404310	93.1196
	Total	**6239**	**100.00**	**380590390**	**100.00**

m) Shareholding Pattern as on 30th June 2013

Sr. No.	Category of Shareholders	No.of Shareholders	Total No. of Shareholders	% of total Shareholding
1.	Promoters and Promoter Group	6	12282369	32.27
2.	Foreign Institutional Investors	2	2844767	7.48
3.	Bodies Corporate	244	12348504	32.45
4.	Indian Public/ Other	5987	10583399	27.81
	Total	**6239**	**38059039**	**100.00**

Declaration

The Board members & senior management personnel have affirmed compliance with the code of conduct for the directors & senior management for the year ended 30th June, 2013.

For and on Behalf of the Board

Place: Mumbai
Date: 29th August, 2013

Vinod Kumar Chaturvedi
Managing Director

CEO Certification

Dr. Vinod kumar Chaturvedi, Managing Director has certified to the Board that:

(a) I have reviewed financial statements and the cash flow statement for the year and that to the best of my knowledge and belief:

  (i) These statement do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

  (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

(b) There is, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or volatile of the Company's code of conduct.

(c) I accept responsibility for establishing and maintaining internal controls and that I have evaluated the effectiveness of the internal control systems of the Company and I have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which I am aware and the steps I have taken or propose to take to rectify these deficiencies.

(d) I have indicated to the auditors and the Audit committee.

  a. Significant changes in internal control during the year, if any;

  b. Significant changes in accounting policies during the year, if any and that the same have been disclosed in the notes to the financial statement; and

  c. Instance of significant fraud of which I have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system.

Place: Mumbai
Date: 29th August, 2013

Vinod Kumar Chaturvedi
Managing Director

Auditor's Certificate on Corporate Governance

To the Members of

USHER AGRO LIMITED

We have examined the compliance of conditions of corporate governance by Usher Agro Limited for the year ended 30th June, 2013 as stipulated in clause 49 of the listing agreement of the said Company with the stock exchange.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination has been limited to a review of the procedures and implementations thereof adopted by the Company for ensuring compliance of the 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 and the representations made by the directors and the management, we certify that the Company has complied with the conditions of corporate governance as stipulated in clause 49 of the above mentioned listing agreement.

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

For Parekh Shah & Lodha
Chartered Accountant
Firm Registration No. 107487W

Ashutosh Dwivedi
Partner
Membership No. 410227

Place: Mumbai

Date: 29th August, 2013

INDEPENDENT AUDITOR'S REPORT

To

the Members of

USHER AGRO LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of M/s. ***USHER AGRO LIMITED*** ("the Company"), which comprise the Balance Sheet as at June 30, 2013, and the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date, and a summary of significant accounting policies and other explanatory information.

Management's Responsibilities for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance of the Company in accordance with the Accounting Principles generally accepted in India including Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

a) in the case of the Balance Sheet, of the state of affairs of the Company as at June 30, 2013;

b) in the case of the Statement of Profit and Loss Account, of the profit/ loss 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 year.

Report on other Legal and Regulatory Requirement

1. As required by the Companies (Auditor's Report) Order, 2003 (as amended) issued by the Central Government in terms of section 227(4A) of the Companies Act, 1956 and on the basis of such checks as we considered appropriate and according to the information and explanations given to us, we give in the Annexure, a statement on the matters specified in paragraphs 4 and 5 of the said order.
2. As required by section 227(3) of the Act, we report that:
   a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books

c) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account.

d) In our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards referred to in subsection(3C) of section 211 of the Companies Act, 1956;

e) On the basis of written representations received from the directors as on June 30, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on June 30, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

f) Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

For **PAREKH SHAH & LODHA**
Chartered Accountants
Firm Reg.: 107487W

Ashutosh Dwivedi
(Partner)
M. No. : 410227

Place: Mumbai
Date: 29th August, 2013.

ANNEXURE TO AUDITORS' REPORT

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors Report of even date for the year ended 30th June, 2013]

1. In respect of its fixed assets:
   a) The Company has maintained records, which are yet to be updated completely and the updation is in the process, to show full particulars including quantitative details and situation of fixed assets on the basis of available information.
   b) We were given to understand that the management has physically verified the fixed assets during the year and this revealed no material discrepancies during such verification between book records and physical balance. In our opinion the frequency of the verification is reasonable, having regard to the size of the Company and the nature of its business.
   (c) In our opinion the Company has not disposed off any major asset/ substantial part of its business during the year and the 'Going Concern' status of the Company is not affected.
2. In respect of its inventories:
   a) The inventories have been physically verified by management at reasonable intervals during the financial year.
   b) In our opinion, the procedures of physical verification of inventories followed by the management are more or less reasonable in relation to the size of the Company and the nature of its business and same needs to be strengthened further in view of the computerization.
   c) The company has maintained proper records of inventory. As explained to us, there were no material discrepancies noticed on physical verification of inventory as compared to the book records.
3. In respect of loans, secured or unsecured, granted or taken by the Company to/from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956:
   a. The company has granted Unsecured Loans (other than short term business advances) to one company covered in the register maintained under section 301 of the Companies Act, 1956 for ₹ 1068.09 lacs during the year and the year-end balance of loans granted to such parties was ₹ 1068.09 lacs.
   b. In our opinion, the terms and conditions of such Loan is not, prima facie, prejudicial to the interest of the company, except that the company has not charged any interest on such advances, which is also in contravention to the Section 372A (3) of the Companies Act, 1956, where charging of interest is mandatory for such loans.
   c. The loan granted was re-payable on demand. As informed to us, the advances were repaid as and when demanded by the company during the year, thus there has been no default on repayment.
   d. During the financial year, the Company has not taken any loans/ advances (other than short term business advances) from parties listed in the register maintained under section 301 of the Companies Act, 1956 (P.Y. Nil). Consequently the requirements of Clause (iii)(f) and (iii)(g) of Paragraph 4 of the order are not applicable.
4. There is an internal control procedure present in the company for the purchase of fixed assets, inventory and for the sale of goods and services, which needs to be reviewed and improved / strengthened considering the size of the company and its nature of business with the view of computerization.
5. In respect of transactions covered under section 301 of the Companies Act, 1956.
   a) Based on the audit procedures applied by us and according to the explanations provided by the management, we are of the opinion that there are transactions that need to be entered into a register in pursuance of Section 301 of the Companies Act, 1956 and have been so entered.
   b) According to the information and explanations given to us and based on the comments of internal auditors, the transactions made in pursuance of contracts or arrangements entered in the register in pursuance of Section 301 of the Companies Act, 1956 and exceeding the value of ₹ 5 lacs in respect of any party during the year, have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
6. Sections 58A and 58AA of the Companies Act, 1956 are not applicable to the Company as it has not accepted any deposits from the public. Hence, the clause (vi) of the Order is not applicable.
7. In our opinion the internal audit system of the company need to be strengthen to commensurate with the size of the Company and the nature of its business, covering the verification of risk prone areas.
8. The company has appointed the Cost Auditors as required under Companies (Cost Audit Records) Rules, 2011 as prescribed by the Central Government under clause (d) of sub-section (1) of section 209 of the Companies Act, 1956. Further the Cost Records required to be maintained under Companies (Cost Accounts Records) Rules, 2011 have been maintained by the company during the year.

9. In respect of Statutory Dues:

   a) The Company is generally regular in depositing undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Income Tax, Wealth Tax, Sales Tax, Customs Duty, Excise Duty, Service Tax, Cess and any other statutory dues with the appropriate authorities. According to the information made available to us, no undisputed arrears of statutory dues are outstanding as at 30th June, 2013 for more than six months from the date when they became payable.

   b) According to the information and explanations given to us and records examined by us, there are no dues of Sales Tax, Income Tax, Custom duty, Wealth tax, Service Tax, Excise duty and Cess that have not been deposited with the appropriate authorities on account of any dispute except the following:

Nature of Statute	Nature of dues	Period	Amount (₹ in Lacs)	Forum where dispute is pending
Entry Tax	Entry Tax	A.Y. 2008-09	4.26	Addl. Commissioner (Commercial Tax), Mathura UP
Sales Tax	VAT & CST	A.Y. 2008-09	29.17	Yet to be filed
Sales Tax	VAT & CST	A.Y. 2009-10	0.21	Yet to be filed
Sales Tax	VAT & CST	A.Y. 2009-10	239.54	Addl. Commissioner (Commercial Tax), Mathura UP
Sales Tax	VAT & CST	A.Y. 2010-11	201.87	Addl. Commissioner (Commercial Tax), Mathura UP
Sales Tax	VAT	A.Y. 2012-13	2.15	Addl. Commissioner (Commercial Tax), Mathura UP
Indian Stamp Act	Stamp Duty	A.Y. 2012-13	452.00	Asst. Commissioner Stamps, Mathura

10. There are no accumulated losses of the Company as on 30th June, 2013. The company has not incurred any cash losses during the financial year covered by our audit and in the immediately preceding financial year.

11. Based on our audit procedures and as per the information and explanations given by the management, we are of the opinion that the company is generally regular in repayment of dues to a financial institution, bank or debenture holders.

12. Based on our audit procedures and as per the information and explanations given by the management, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities during the financial year 2012-13.

13. The provisions of any special statutes applicable to the Chit Funds, Nidhi or Mutual Benefit Society are not applicable to the Company.

14. In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly the provisions of this clause are not applicable to the Company.

15. According to the information and the explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions, except those mentioned in Note no. 34 of the financial statements.

16. The term loans raised by the company during the year have been applied for the purpose for which they were obtained according to the information and the explanations given to us and on the basis of the certificates issued by independent chartered accountants on regular intervals.

17. According to the information and explanations given to us and on an overall examination of the Balance Sheet of the company, we are of the opinion that there are no funds raised on short term basis that have been used for long term investment.

18. During the current financial period, the Company has not made preferential allotment of shares to parties and companies covered in the Register maintained under Section 301 of the Companies Act, 1956.

19. During the year under audit, the company has neither issued any debentures nor was any debenture outstanding at the year end.

20. The company has not raised any money by public issue during the year.

21. On the basis of our examination and according to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the current financial period.

For PAREKH SHAH & LODHA
Chartered Accountants
Firm Reg.: 107487W

Ashutosh Dwivedi
(Partner)
M. No. : 410227

Place: Mumbai
Date: 29th August, 2013.

BALANCE SHEET AS AT 30th JUNE 2013

(₹ In Lacs)

	Particulars	Note	As at 30th June, 2013	As at 30th June, 2012
I	**EQUITY AND LIABILITIES**			
	1 Shareholder's Fund			
	a Share Capital	3	**3,805.90**	3,805.90
	b Reserves and Surplus	4	**27,887.07**	23,350.99
			31,692.97	27,156.89
	2 Non-Current Liabilities			
	a Long-Term Borrowings	5	**18,376.46**	11,368.35
	b Deferred Tax Liabilities (Net)	6	**1,134.37**	979.86
	c Other Long Term Liabilities		**1.44**	1.50
			19,512.27	12,349.71
	3 Current Liabilities			
	a Short-Term Borrowings	7	**42,522.42**	33,607.28
	b Trade Payables	8	**4,947.60**	3,310.82
	c Other Current Liabilities	9	**3,219.99**	3,815.41
	d Short-Term Provisions	10	**1,729.00**	1,623.21
			52,419.01	42,356.72
	TOTAL		**103,624.25**	81,863.32
II	**ASSETS**			
	1 Non-current Assets			
	a Fixed assets			
	i. Tangible Assets	11	**13,827.02**	15,229.04
	ii. Capital Work-In-Progress	28	**14,067.02**	4,394.00
			27,894.04	19,623.04
	b Non-Current Investments	12	**1,725.36**	1,702.65
	c Long-Term Loans And Advances	13	**1,180.59**	88.66
			30,799.99	21,414.35
	2 Current Assets			
	a Inventories	14	**40,920.80**	31,708.77
	b Trade Receivables	15	**23,984.68**	20,806.18
	c Cash and Cash Equivalents	16	**3,253.87**	5,339.88
	d Short-Term Loans And Advances	17	**1,527.45**	1,067.60
	e Other Current Assets	18	**3,137.46**	1,526.54
			72,824.26	60,448.97
	TOTAL		**103,624.25**	81,863.32
	Notes to Balance Sheet and Statement of Profit and Loss	1-47'		

As per our report of even date

For PAREKH SHAH & LODHA
Chartered Accountants
Firm Registration No. 107487W

FOR AND ON BEHALF OF BOARD OF USHER AGRO LIMITED

Ashutosh Dwivedi
Partner
M. No. : 410227

Sarika S. Singh
Company Secretary

Vinod Kumar Chaturvedi
Managing Director

Manoj Pathak
Wholetime Director

Date : 29th August, 2013
Place : Mumbai

STATEMENT OF PROFIT & LOSS FOR YEAR ENDING AS ON 30TH JUNE 2013

(₹ In Lacs)

	Particulars	Note	Year Ended 30th June, 2013	Year Ended 30th June, 2012
I	Revenue from Operations	19	**94,933.89**	81,169.73
II	Other Income	20	**223.15**	196.02
III	**Total Revenue (I + II)**		**95,157.04**	81,365.75
IV	**Expenses:**			
	Cost of Materials Consumed	21	**79,052.11**	68,712.59
	Changes in Inventories(Increase)/Decrease of Finished Goods	22	**(1,803.10)**	(1,852.45)
	Employee Benefits Expense	23	**1,022.62**	857.17
	Finance Costs	24	**5,045.74**	3,904.64
	Depreciation and Amortization Expense	25	**1,501.79**	1,464.96
	Other Expenses	26	**3,814.70**	2,756.21
	Total expenses		**88,633.86**	75,843.12
V	**Profit before exceptional and extraordinary items and tax (III-IV)**		**6,523.18**	5,522.63
VI	Exceptional items		**-**	-
VII	**Profit before extraordinary items and tax (V - VI)**		**6,523.18**	5,522.63
VIII	Extraordinary Items		**-**	-
IX	**Profit before tax (VII- VIII)**		**6,523.18**	5,522.63
X	**Tax Expense:**			
	(1) Current Tax		**1,738.70**	1,135.13
	(2) Deferred Tax		**154.50**	107.73
	(3) Short /(Excess)Provision for Income Tax for Earlier Years		**93.90**	46.48
XI	**Profit (Loss) for the period from continuing operations (IX-X)**		**4,536.08**	4,233.29
XII	Profit/(loss) from discontinuing operations		**-**	-
XIII	Tax expense of discontinuing operations		**-**	-
XIV	**Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)**		**-**	-
XV	**Profit (Loss) for the period (XI + XIV)**		**4,536.08**	4,233.29
XVI	Earnings per equity share: (In Rupees)	27		
	Basic		**11.92**	11.12
	Diluted		**11.92**	11.12
	Notes to Balance Sheet and Statement of Profit and Loss	1-47'		

As per our report of even date

For PAREKH SHAH & LODHA
Chartered Accountants
Firm Registration No. 107487W

FOR AND ON BEHALF OF BOARD OF USHER AGRO LIMITED

Ashutosh Dwivedi
Partner
M. No. : 410227

Sarika S. Singh
Company Secretary

Vinod Kumar Chaturvedi
Managing Director

Manoj Pathak
Wholetime Director

Date : 29th August, 2013
Place : Mumbai

Cash Flow Statement For the year ended June 30,2013

(₹ In Lacs)

	Particulars	For the year ended 30.06.2013	For the year ended 30.06.2012
A.	**CASH FLOW FROM OPERATING ACTIVITIES**		
	Net Profit/(Loss) before Tax	**6,523.18**	5,522.63
	Less: Other Income	**(223.15)**	(196.02)
	Add: Loss on sale of assets	**3.24**	2.50
	Add: Interest cost	**304.66**	847.15
	Add: Depreciation\Amortisation	**1,501.79**	1,464.96
	Operating Profit/(Loss) before working capital changes	**8,109.72**	7,641.23
	Adjustments for movement in working capital:		
	Adjustment for Increase/ (Decrease) in operating Liabilities:		
	Trade Payables	**1,636.78**	1,357.08
	Short-Term Borrowings	**8,915.14**	10,851.37
	Other Current Liability	**(120.76)**	654.77
	Short term provision	**3.86**	0.26
	Long term provision	**-**	(6.12)
	Adjustment for (Increase)/ Decrease in operating Assets:		
	Inventories	**(9,212.03)**	(9,044.71)
	Trade Receivables	**(3,178.50)**	(7,730.52)
	Short-term Loans & Advances	**(459.85)**	(1,023.23)
	Other Current Assets	**(1,610.92)**	(147.73)
	Cash from / (Used in) Operating Activities	**4,083.45**	2,552.41
	Add / (Less) : Direct Taxes		
	Other Income	**59.89**	52.28
	Tax Paid	**(1,159.78)**	(807.53)
		2,983.56	1,797.16
	Net Cash from / (Used in) Operating Activities (A)		
B.	**CASH FLOW FROM INVESTING ACTIVITIES**		
	(Purchase)/Sale of Fixed Assets (Including CWIP)	**(9,776.03)**	(3,848.73)
	Long Term Loan/Advances (include non current assets)	**(1,091.93)**	(257.13)
	Interest Income	**163.26**	143.74
	Investment	**(22.71)**	91.37
	Cash from / (Used in) Investing Activities (B)	**(10,727.41)**	(3,870.75)
C.	**CASH FLOW FROM FINANCING ACTIVITIES**		
	Proceeds from Long Term Borrowings (net of Repayment)	**6,533.45**	3,871.13
	Interest Cost	**(304.66)**	(847.15)
	Proceeds from Issue of Shares & Share Application Money	**(0.06)**	-
	Dividend Paid	**(570.89)**	(570.89)
	Cash from / (Used in) Financing Activities (C)	**5,657.84**	2,453.09
	Net Increase/ (Decrease) in Cash & Cash Equivalents (A)+(B)+(C)	**(2,086.01)**	379.50
	Cash & Cash equivalent as at beginning of the year	**3,497.57**	2,698.91
	Other Bank Balance as at beginning of the year	**1,842.31**	2,261.47
	Cash & Cash equivalent as at end of the year	**2,361.34**	3,497.57
	Other Bank Balance as at end of the year	**892.53**	1,842.31
	Net Increase/ (Decrease) in Cash & Cash Equivalents	**(2,086.01)**	379.50

Additional information:
1) Figures in brackets represent outflows.
2) Previous years figures have been restated where necessary.

As per our attached report of even date
For PAREKH SHAH & LODHA
Chartered Accountants
Firm Registration No. 107487W

FOR AND ON BEHALF OF BOARD OF USHER AGRO LIMITED

Ashutosh Dwivedi	**Sarika S.Singh**	**Vinod Kumar Chaturvedi**	**Manoj Pathak**
Partner	Company Secretary	Managing Director	Wholetime Director
Membership No. 410227			

Date : 29th August, 2013
Place : Mumbai

Notes to Financial Statement for the year ended on 30th June, 2013

1. Corporate Overview

Usher Agro Limited is engaged in the business of food processing, mainly basic food i.e. wheat and rice. The Company is having manufacturing facilities for rice and wheat milling.The company is also engaged in Bio Mass Power generation and Logistic, however the operations in these two segments are comparatively not significant and mainly for captive purpose only.

2. Significant Accounting Policies

(a) Basis of preparation

The financial statements have been prepared to comply in all material respects with the mandatory Accounting Standards issued by the Institute of Chartered Accountants of India and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared under the historical cost convention on an accrual basis The accounting policies have been consistently applied by the Company and except for the changes in accounting policy, if any, as discussed below in detail, are consistent with those used in the previous year.

(b) Use of estimates

The preparation of the financial statements in conformity with Generally Accepted Accounting Principles require management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities on the date of financial statement and the reported amount of revenues and expenses during the reporting period. Although these estimates are based upon management best knowledge of current events and actions. Actual results could differ from these estimates and differences between actual results and estimates are recognized in the periods in which the results are known/materialize.

(c) Current–non-current classification

Assets

An asset is classified as current when it satisfies any of the following criteria:

i. it is expected to be realised in, or is intended for sale or consumption in, the company's normal operating cycle;

ii. it is held primarily for the purpose of being traded;

iii. it is expected to be realised within 12 months after the reporting date; or

iv. it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include the current portion of non-current financial assets.

All other assets are classified as non-current.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:

i. it is expected to be settled in the company's normal operating cycle;

ii. it is held primarily for the purpose of being traded;

iii. it is due to be settled within 12 months after the reporting date; or

iv. the company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include current portion of non-current financial liabilities.

All other liabilities are classified as non-current.

(d) Operating cycle

An operating cycle is the time between the acquisition of assets/materials for processing and their realization in Cash or cash equivalents. Where the normal operating cycle cannot be identified, it is assumed to have duration of twelve months

(e) Fixed Assets

Fixed assets are stated at cost (or revalued amounts, as the case may be), less accumulated depreciation and impairment losses if any. Cost comprises the purchase price and any attributable cost (including pre-operative and trial & run expenses) of bringing the asset to its working condition for its intended use.

Assets under installation or under construction as at the Balance Sheet date are shown as Capital work in progress.

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets till the period, such assets are ready to be put to use, the qualifying assets is one that take substantial period of time to get ready for its intended use or sale. Other borrowing cost not attributable to the acquisition of any capital assets are recognized as expenses in the period in which they are incurred. The cost of acquisition is further adjusted for exchange difference relating to non current foreign currency borrowing attributable to the acquisition of depreciable assets.

(f) Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

(g) Depreciation

Depreciation is provided using the Straight Line Method as per the rates prescribed under schedule XIV of the Companies Act, 1956. Depreciation on addition/deletion to the assets during the year is provided on pro-rata basis.

(h) Impairment

i. The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital.

ii. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

(i) Leases

Finance Lease Transaction:

Finance leases, which effectively transfer to the Company substantially all the risks and benefits incidental to ownership of the leased item, are capitalized at the lower of the fair value and present value of the minimum lease payments at the inception of the lease term and disclosed as leased assets. Lease payments are apportioned between the finance charges and reduction of the lease liability based on the implicit rate of return. Finance charges are charged directly against income. Lease management fees, legal charges and other initial direct costs are capitalised.

If there is no reasonable certainty that the Company will obtain the ownership by the end of the lease term, capitalized leased assets are depreciated over the shorter of the estimated useful life of the asset or the lease term.

Operating Lease Transaction :

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased term, are classified as operating leases. Operating lease payments are recognized as an expense in the Profit and Loss account on a straight-line basis over the lease term.

(j) Investments

Investments that are readily realisable and intended to be held for not more than a year are classified as current investments. All other investments are classified as non current investments. Current investments are carried at lower of cost and fair value determined on an individual investment basis. Non current investments are carried at cost. However, provision for diminution in value is made to recognise a decline other than temporary in the value of the investments.

(k) Inventories

Raw materials, components, stores and spares Lower of cost and net realizable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost is determined on FIFO basis.

Work-in-progress and finished goods Lower of cost and net realizable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

(l) Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

Sale of Goods

Revenue is recognized when the significant risks and rewards of ownership of the goods have passed to the buyer.

Income from Services

Revenues from Job work & stock processing of material are recognised as and when services are rendered.

Interest

Revenue is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

(m) Deferred Revenue Expenditure

Any expense which is the nature of Preliminary expenses, has write off in the year which they have incurred from/against the Profit & Loss Account.

Any expenses related to public issue/QIP/any other capital raising issue has write off entire expenses in the year which they have incurred from/against the security premium account.

(n) Foreign currency translation

(i) Initial Recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

(ii) Conversion

Foreign currency monetary items are reported using the closing rate at the end of the reporting period. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction; and non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

(iii) Exchange Differences

Exchange differences arising on the settlement of monetary items or on reporting company's monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognised as income or as expenses in the year in which they arise. Exchange differences arising in respect of fixed assets acquired from outside India are capitalized as a part of fixed asset.

(o) Retirement and other employee benefits.

i. Retirement benefits in the form of Provident Fund is a defined contribution scheme and contributions are charged to the Profit and Loss Account of the year when the contributions to the respective funds are due. There are no other obligations other than the contribution payable to the respective funds.

ii. Gratuity liability is defined benefit obligations and are provided for on the basis of an actuarial valuation made at the end of each financial year.

iii. Actuarial gains/losses are immediately taken to profit and loss account and are not deferred.

(p) Income taxes

Tax expense comprises of current tax and deferred tax. Current Income Tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act, 1961. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. If the company has unabsorbed depreciation or carry forward tax losses, deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that such deferred tax assets can be realised against future taxable profits.

At each balance sheet date the Company re-assesses unrecognised deferred tax assets. It recognises unrecognised deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be that sufficient future taxable income will be available against which such deferred tax assets can be realised.

(q) Expenditure on new projects and substantial expansion

Expenditure directly relating to construction activity is capitalised. Indirect expenditure incurred during construction period is capitalised as part of the indirect construction cost to the extent to which the expenditure is indirectly related to construction or is incidental thereto. Other indirect expenditure (including borrowing costs) incurred during the construction period which is not related to the construction activity nor is incidental thereto is charged to the Profit and Loss Account. Income earned during construction period is deducted from the total of the indirect expenditure.

All direct capital expenditure on expansion are capitalized. As regards indirect expenditure on expansion, only that portion is capitalized which represents the marginal increase in such expenditure involved as a result of capital expansion. Both direct and indirect expenditure are capitalized only if they increase the value of the asset beyond its original standard of performance.

(r) Segment Reporting Policies

Primary segment is identified based on the nature of products and services. Secondary segment is identified based on geography in which major operating division of the company operate.

For primary segment, the segment revenue, segment expenses, segment assets and segment liabilities have been identified to segment on the basis of their relationship to the operating activities of the segment. Revenue, expenses, assets and liabilities which relate to the group as a whole and are not allocable to segment on reasonable basis, have been included under 'Unallocated revenue/expenses/assets/liabilities".

(s) Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes, if any) by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they were entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average numbers of equity shares outstanding during the period are adjusted for events of bonus issue; bonus element in a rights issue to existing shareholders; share split; and reverse share split (consolidation of shares).

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

(t) Provisions and Contingent Liabilities

A provision is recognized when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Liabilities whose future outcome cannot be ascertained with reasonable certainty, are treated as contingent and disclosed by way of Notes on Accounts.

(u) Financial /Commodity Derivatives Transaction

In respect of derivative contracts, premium paid, gain / losses on settlement and provision for losses for cash flow hedges are recognised in the Profit and Loss Account except in case where they relate to the acquisition or construction of fixed assets, in which case, they are adjusted to the carrying cost of such assets.

(v) Government Grants

Grants from the Government are recognized when there is reasonable assurance that the grant /subsidy will be received and all attaching conditions will be complied with.

Government Grants related to specific fixed assets has been deducted form the gross value of the assets concerned in arriving at their book value.

Government Grants of the nature of the revenue are recognised on a systematic basis in the profit and loss account over the periods necessary to match them with related costs which they are intended to compensate. Such grants either be shown under 'other income' or deducted in reporting the related expenses.

NOTES TO BALANCE SHEET AND STATEMENT OF PROFIT AND LOSS

(₹ In Lacs)

	PARTICULARS	As at 30.06.2013	As at 30.06.2012
3	**SHARE CAPITAL**		
	Authorised Share Capital		
	4,00,00,000 (P.Y. 4,00,00,000) Equity Shares of ₹ 10/- each	**4,000.00**	4,000.00
	TOTAL	**4,000.00**	4,000.00
	Issued, Subscribed and Paid up share capital		
	3,80,59,039 (P.Y.3,80,59,039) Equity Shares of ₹ 10/- each	**3,805.90**	3,805.90
	TOTAL	**3,805.90**	3,805.90

a) **A reconciliation of the number of shares outstanding at the beginning and at the end of the accounting year, is set out below:**

Particulars	2012-13 No. of shares	2011-12 No. of shares
Equity Shares		
Equity shares at the beginning of the year	**38,059,039**	38,059,039
Add: shares issued during the year	**-**	-
Equity shares at the end of the year	**38,059,039**	38,059,039

b) The Company has only one class of equity shares having a par value of ₹ 10. The equity shares have rights, preferences and restrictions which are in accordance with the provisions of law, in particular the Companies Act,1956.

c) There are nil number of shares (P.Y. Nil) in respect of each class in the company held by its holding company or its ultimate holding company including shares held by or by subsidiary or associates of the holding company or the ultimate holding company in aggregate.

d) **Shares in the company held by each shareholders holding more than 5% shares, as on 30.06.2013:**

	2012-2013		2011-12	
Name of the Shareholder	**No. of shares**	**Percentage (%)**	No. of shares	Percentage (%)
Mr. Vinod Chaturvedi	4,716,470	12.39%	3,891,340	10.23%
Mr. Manoj Pathak	3,284,060	8.63%	3,284,060	8.63%
Narayani Nivesh Nigam Pvt Limited	2,054,752	5.40%	1,775,352	4.66%
Hi Tech Housing Projects Pvt Ltd	4,951,893	13.01%	-	-
AIWO Limited	-	-	4,951,893	13.01%
Elara India Opportunities Fund Limited	2,590,312	6.81%	2,590,312	6.81%
Parin Trading Private Limited	2,100,000	5.52%	2,100,000	5.52%

e) There are nil number of shares (Previous year Nil) reserved for issue under option and contracts /commitment for the sale of shares/disinvetment including the terms and amounts.

f) For the period of five years immediately preceding the date as at which the balance sheet is prepared

Particulars	No of Equity Shares
Aggregate number and class of shares allotted as fully paidup pursuant to contract(s) without payment being received in cash	Nil
Aggregate number and class of shares allotted as fully paidup by way of bonus shares.	Nil
Aggregate number and class of shares bought back	Nil

g) During the year there are no securities issued/converted which are convertible into equity/preference shares. However On 15th December 2009 the company has issued 60,00,000 warrants on preferential basis to the promoters and others to raise ₹ 2,460 lacs through preferential allotment. out of which, 10,00,000 warrants and 50,00,000 warrants have been converted in to equity share in financial year 2009-10 and 2010-11 respectively.

h) There are no calls unpaid (P.Y. Nil)including calls unpaid by Directors and Officers as on balance sheet date

PARTICULARS	As at 30.06.2013	As at 30.06.2012
4 RESERVES AND SURPLUS		
General Reserve		
Opening balance	**1,652.00**	1,052.00
(+) Current Year Transfer	**600.00**	600.00
(-) Written Back in Current Year	**-**	-
Closing Balance	**2,252.00**	1,652.00
Securities Premium	**11,546.21**	11,546.21
Add:Received during the year	**-**	-
	11,546.21	11,546.21
Less: Public Issue Expenses Write Off	**-**	-
Less: QIP Expenses Write Off	**-**	-
	11,546.21	11,546.21
Debt Redemption Reserve		
Opening balance	**500.00**	-
Add:during the year	**500.00**	500.00
Closing Balance	**1,000.00**	500.00
Profit and Loss Account		
Opening balance	**9,652.78**	7,183.01
(+) Net Profit/(Net Loss) For the current year	**4,536.08**	4,233.29
(-) Debt Redemption Reserve	**500.00**	500.00
(-) Proposed Dividends	**-**	570.89
(-) Corporate Dividend Tax	**-**	92.63
(-) Transfer to Reserves	**600.00**	600.00
Closing Balance	**13,088.86**	9,652.78
TOTAL	**27,887.07**	23,350.99

(₹ In Lacs)

PARTICULARS	As at 30.06.2013	As at 30.06.2012
5 LONG-TERM BORROWINGS		
Term Loans(Secured)		
i) From Banks		
In Foreign Currency[1]	**10,418.15**	6,804.10
In Rupees[2]	**7,928.62**	4,531.22
ii) From Financial Institutions		
In Rupees[3]	**29.69**	33.02
TOTAL	**18,376.46**	11,368.34

1. Foreign Currency borrowings are secured by way of first pari passu charge on the entire immovable and movable assets of the company and second pari passu charge on the entire current assets of the company present and future created in favour of respective Banks/Trustees along with the personal guarantees of the Directors of the Company namely Dr.Vinod K. Chaturvedi and Mr. Manoj Pathak.

	Repayment Schedule		
Loan From Banks	**No. of Installments**	**Frequency**	**Commencing from**
Rabo Bank International Ltd	9	Half yearly	Dec, 2012
ICICI Bank Ltd.	11	Half yearly	Sept, 2014

2. Rupee Term Loan are secured by way of first pari passu charge on the entire immovable and movable assets of the company and second pari passu charge on the entire current assets of the company, both present and future created in favour of respective Banks/Trustees along with the personal guarantees of the Directors of the company namely Dr. Vinod K. Chaturvedi and Mr. Manoj Pathak.

	Repayment Schedule		
Loan From Banks	**No. of Installments**	**Frequency**	**Commencing from**
Axis Bank Ltd	20	Quarterly	March, 2012
Axis Bank Ltd	20	Quarterly	Sept, 2014
IDBI Bank Ltd	18	Quarterly	Dec, 2009
Dena Bank	20	Quarterly	Sept, 2014
EXIM Bank of India	20	Quarterly	Sept, 2014
Tata Capital Ltd[3]	48	Monthly	Jan, 2010
HDFC Bank Ltd.(Vehicle Loan)[3]	35	Monthly	March, 2011

3 Equipment and Vehicle loans are secured against the respective equipment / vehicles financed through the said loans.

PARTICULARS	As at 30.06.2013	As at 30.06.2012
6 DEFERRED TAX LIABILITIES(NET)		
(In respect of the timing differences)		
Deferred Tax Liability		
On account of Depreciation	**1,129.42**	974.20
On Account of Employee Benefits	**4.95**	5.66
TOTAL	**1,134.37**	979.86

(₹ In Lacs)

	PARTICULARS	As at 30.06.2013	As at 30.06.2012
7	**SHORT-TERM BORROWINGS**		
	Secured Short Term Borrowings*		
	Loans Repayable on Demand- From Banks		
	In Foreign Currency	4,108.00	-
	In Rupees	37,578.91	32,783.72
	Unsecured Short Term Borrowings		
	Loans Repayable on Demand- From Other Parties	835.51	823.56
	TOTAL	**42,522.42**	**33,607.28**

* Cash credit /working capital credit facilities are secured by way of first pari passu charge over the entire current assets and second paripassu charge over the entire Immovable and moveable assets of the company, both present and future created in favour of respective banks/trustees alongwith personal guarantees of the Directors of the company namely Dr. Vinod K. Chaturvedi and Mr. Manoj Pathak.

8	**TRADE PAYABLES**		
	Sundry Creditors- For Goods	**4,456.87**	3,143.41
	Sundry Creditors- For Expenses	**490.73**	167.41
	TOTAL	**4,947.60**	3,310.82

The Company has not received any information from “Suppliers” regarding their status under the Micro, Small and Medium Enterprises Development Act,2006 and hence disclosures relating to amount unpaid as at year end together with interest paid/payable under the said Act have not been given.

9	**OTHER CURRENT LIABILITIES**		
	Current Maturities of Long-Term Debts	**1,812.40**	2,287.06
	Interest accrued but not due on Borrowings	**105.21**	58.86
	Unclaimed Dividends	**10.68**	10.68
	Deposits Payables	**7.74**	2.54
	Creditors for Capital Expenditure	**527.26**	1,067.96
	Advance received from Customers	**22.70**	87.45
	Other Liabilities including Statutory Liabilities	**640.40**	198.06
	Interest accrued and due on borrowings	**91.51**	-
	Advance received from related party		
	Usher Oils & Foods Ltd	**2.09**	102.80
	TOTAL	**3,219.99**	3,815.41
10	**SHORT TERM PROVISIONS**		
	Provision for employee benefits		
	Provision for Gratuity	**14.56**	11.31
	Contribution to PF	**4.27**	3.65
	ESIC	**0.29**	0.32
	Other Provisions		
	Income Tax	**1,709.87**	944.42
	Dividend	**-**	570.89
	Corporate Dividend Tax	**-**	92.63
	TOTAL	**1,729.00**	1,623.21

NOTE 11

FIXED ASSETS

(₹ In Lacs)

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	AS ON 1-Jul-12	ADDITION DURING THE YEAR	DEDUCTION DURING THE YEAR	TOTAL AS ON 30.06.2013	AS ON 1-Jul-12	CHARGED FOR THE YEAR	DEDUCTION FOR THE YEAR	AS ON 30.06.2013	AS ON 30-Jun-13	AS ON 30-Jun-12
LAND	1,456.12	-	-	**1,456.12**	-	-		**-**	**1,456.12**	1,456.12
OFFICE BUILDING	255.73	-	-	**255.73**	13.68	4.17		**17.85**	**237.88**	242.05
BUILDING	3,240.89	-	-	**3,240.89**	351.66	108.25		**459.90**	**2,780.99**	2,889.23
GODWONS	523.81	-	-	**523.81**	34.20	17.50		**51.70**	**472.11**	489.61
PLANT & MACHINERY	12,822.81	68.50	-	**12,891.31**	2,956.74	1,329.58		**4,286.33**	**8,604.98**	9,866.06
ELECTRICAL INSTALLATION	41.87	3.31	-	**45.18**	23.09	4.37		**27.47**	**17.71**	18.78
COMPUTER & PRINTER	49.51	4.84	-	**54.35**	25.39	8.37		**33.76**	**20.59**	24.12
TUBE WELL,WATER TANKS &	8.73	-	-	**8.73**	0.80	0.14		**0.95**	**7.78**	7.93
PIPINGS				**-**	-			**-**	**-**	-
FURNITURE & FIXTURE	60.26	5.02	-	**65.27**	13.30	4.02		**17.32**	**47.95**	46.96
VEHICLE	112.74	12.30	11.55	**113.49**	40.58	12.48	4.39	**48.67**	**64.82**	72.16
OFFICE EQUIPMENT	49.53	9.72	-	**59.25**	6.86	2.51		**9.37**	**49.88**	42.67
LABORATORY & STORE EQUIPMENTS	97.57	3.23	-	**100.80**	24.19	10.40		**34.59**	**66.20**	73.38
TOTAL	**18,719.56**	**106.92**	**11.55**	**18,814.93**	**3,490.50**	**1,501.79**	**4.39**	**4,987.90**	**13,827.02**	**15,229.04**
PREVIOUS YEAR TOTAL	**17,399.94**	**1,326.47**	**6.85**	**18,719.56**	**2,027.07**	**1,464.96**	**1.52**	**3,490.50**	**15,229.04**	

(₹ In Lacs)

PARTICULARS		As at 30.06.2013	As at 30.06.2012
12	**NON-CURRENT INVESTMENTS**		
	Trade Investments- Unquoted		
	In Subsidiary Company " Usher Eco Power Limited."		
	(1,69,13,731(P.Y. 1,69,13,731) Equity Shares of ₹ 10 each fully paid)	**1,691.37**	1,691.37
	In Wholly owned Foreing Subsidiary Company 'Usher World Wide FZE,UAE'	**22.71**	
	(150000 (PY Nil) Equity shares of AED 1 each fully paid)		
	In Other related Party		
	Usher Infra Logic Limited		
	(11,275 (PY 11,275) Equity Shares of ₹ 10 each fully paid up)	**11.28**	11.28
	TOTAL	**1,725.36**	1,702.65
13	**LONG-TERM LOANS AND ADVANCES**		
	(Unsecured, Considered Good)		
	Security Deposits	**112.50**	88.66
	Loans and Advance to related Parties		
	Usher Eco Power Ltd.	**1,068.09**	-
	TOTAL	**1,180.59**	88.66
14	**INVENTORIES**		
	(As valued and certified by the Management)		
	Raw Materials & work in process	**29,650.12**	22,416.22
	Finished goods	**11,270.68**	9,292.55
	TOTAL	**40,920.80**	31,708.77
15	**TRADE RECEIVABLES**		
	(Unsecured, Considered Good)		
	Trade receivables (outstanding for a period less than six months)	**23,682.67**	20,718.79
	Trade receivables (outstanding for a period exceeding six months)	**302.01**	87.39
	TOTAL	**23,984.68**	20,806.18
16	**CASH & BANK BALANCE**		
	Cash & Cash Equivalents		
	Cash on hand	**30.08**	40.68
	Balance with Bank		
	Balance with Scheduled Banks - In Current Accounts	**2,331.26**	3,455.36
	Balance with Scheduled Banks - In EEFC Accounts	**-**	1.53
	Other Bank Balance		
	Fixed Deposits with Interest accured*		
	With more than 12 months maturity	**106.02**	400.67
	With Less than 12 months maturity	**775.82**	1,430.96
	(Includes FDs held as margin money/guarantee given)*		
	Eamarked Balance - In Dividend Accounts	**10.68**	10.68
	TOTAL	**3,253.87**	5,339.88

(₹ In Lacs)

	PARTICULARS	As at 30.06.2013	As at 30.06.2012
17	**SHORT-TERM LOANS AND ADVANCES**		
	(Unsecured, Considered Good)		
	Business advances to related parties		
	Usher Eco Power Ltd.	**1,348.27**	951.87
	Narayani Nivesh Nigam Pvt Ltd.	**42.30**	40.74
	Vedika Finance Pvt Ltd	**14.92**	1.12
	Usher Capitals Ltd	**2.39**	2.25
	Usher World wide FZE,UAE	**10.22**	9.53
	Other loans and advances		
	Advance Recoverable in Cash or in kind	**109.36**	62.10
	TOTAL	**1,527.45**	1,067.60
18	**OTHER CURRENT ASSETS**		
	Advance to Suppliers	**1,248.74**	781.19
	Pre Paid Expenses	**39.12**	7.33
	Staff Advance	**92.50**	34.62
	Balance with Revenue Authorities	**143.13**	264.15
	Capital Advances	**1,613.97**	439.25
	TOTAL	**3,137.46**	1,526.54

	PARTICULARS	Year Ended 30.06.2013	Year Ended 30.06.2012
19	**INCOME FROM OPERATIONS**		
	Sale of Products-Domestic	**83,308.86**	71,824.35
	Sale of Products-Exports	**11,454.93**	9,345.38
	Other Operting Income	**170.10**	-
	TOTAL	**94,933.89**	81,169.73
20	**OTHER INCOME**		
	Interest Income	**163.26**	143.74
	Other Non-operating Income	**59.89**	52.28
	TOTAL	**223.15**	196.02
21	**COST OF MATERIALS CONSUMED**		
	Raw Materials consumed	**79,052.11**	68,712.59
	TOTAL	**79,052.11**	68,712.59
22	**CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE**		
	Opening Stock of Finished Goods	**9,292.55**	7,440.10
	Less: Closing Stock of Finished Goods	**11,095.65**	9,292.55
	TOTAL	**(1,803.10)**	(1,852.45)

(₹ In Lacs)

	PARTICULARS	Year Ended 30.06.2013	Year Ended 30.06.2012
23	**EMPLOYEE BENEFITS EXPENSES**		
	Salaries and incentives	**966.08**	817.92
	Contributions to -		
	- Provident fund	**21.61**	17.72
	- ESIC	**2.61**	3.23
	-Staff Insurance premium	**0.19**	1.54
	Gratuity fund contributions	**3.26**	(3.61)
	Staff welfare expenses	**28.87**	20.38
	TOTAL	**1,022.62**	857.18
24	**FINANCE COSTS**		
	Bank Charges	**217.18**	255.07
	Bank Interest	**4,824.18**	3,648.05
	Other Interest	**4.38**	1.52
	TOTAL	**5,045.74**	3,904.64
25	**DEPRECIATION AND AMORTIZATION EXPENSES**		
	Depreciation	**1,501.79**	1,464.96
	TOTAL	**1,501.79**	1,464.96
26	**OTHER EXPENSES**		
	Power & Fuel	**901.53**	772.58
	Freight & Cartage	**180.78**	177.21
	Export Freight including Expenses	**1,282.14**	720.32
	Stores & Spares Consumed	**46.41**	31.54
	Travelling & Conveyance	**72.99**	51.03
	Printing & Stationery	**19.91**	18.39
	Directors Remuneration and Managerial Commission	**130.21**	119.21
	Provision for CSR Activity	**27.61**	25.75
	Director's Sitting Fee	**6.28**	5.78
	Postage ,Courier & Telephone	**20.72**	16.18
	Insurance	**27.76**	20.71
	Rent	**17.24**	16.24
	Warehousing Charges	**392.60**	330.13
	Repairs & Maintenance - Plant & Machinery	**71.97**	51.37
	Repairs & Maintenance - Building	**6.23**	0.83
	Running & Maintenance - Vehicle	**41.72**	31.31
	Repairs & Maintenance - Others	**1.09**	5.78
	Subscriptions & Membership	**8.13**	3.37
	Legal & Professional Fees	**58.98**	32.28
	Loss/(Gain) on Foreign Exchange Fluctuation	**144.47**	18.79
	Office & Misc Expenses	**54.41**	39.60
	Quality Control Expenses	**13.06**	5.44
	Rebate & Discount	**49.71**	65.02
	Loss on Sales of Car	**3.24**	2.50
	Filing fees /R.O.C fee	**5.28**	4.43
	Handling Charges	**21.85**	11.33
	Brokerage & Commission	**164.35**	148.41
	Advertisement & Business Promotion	**38.41**	25.04
	Audit fees	**5.62**	5.62
	TOTAL	**3,814.70**	2,756.19

27 Earning Per Share (EPS)

(₹ In Lacs except EPS face value and nos. of shares)

	Particulars	2012-13	2011-12
I)	Net Profit after tax as per profit and loss account	**4,536.08**	4,233.29
ii)	Net Profit attributable to equity share holders	**4,536.08**	4,233.29
iii)	Net Profit before exceptional item	**4,536.08**	4,233.29
iv)	Weighted Average number of equity shares used as denominator for calculation of Basic EPS	**38059039**	38059039
v)	Weighted Average number of equity shares used as denominator for calculation of Diluted EPS*	**38059039**	38059039
vi)	Basic and Diluted EPS - Basic	**11.92**	11.12
	- Diluted	**11.92**	11.12
vii)	Face Values per equity share	**10**	10

28 Capital Work in Progess

(₹ In Lacs)

Particulars	2012-13	2011-12
Capital Work in Progess		
Civil work of Construction & Land Development	**6,256.89**	1,640.02
Plant & Machinery under installation	**5,758.56**	1,908.16
Preoperative Expenses related to assets under construction	**2,051.57**	845.82
Total	**14,067.02**	4,394.00

29 Benefits to Employees :

As per Accounting Standard 15 "Employee Benefits", the disclosures of Employee benefits as defined in the Accounting Standard are given below :

(i) Defined Contribution Plan

Contribution to Defined Contribution Plan, recognized as expenses for the year are as under : (₹ In Lacs)

Particulars	30.06.2013	30.06.2012
Employer's contribution to Provident Fund, ESIC and Group Insurance	**29.01**	22.49

(ii) Changes in the present value of the deferred benefit obligation are as follows: (₹ In Lacs)

Particulars	30.06.2013	30.06.2012
Opening defined benefit obligation	**17.37**	20.04
Interest cost	**1.39**	1.60
Current service cost	**9.48**	8.08
Past Service cost(Non Vested Benefits)	**-**	-
Past Service cost (Vested Benefits)	**-**	-
Benefit paid	**-**	-
Actuarial (gain)/losses on obligation	**(7.13)**	(12.35)
Closing defined benefit obligation	**21.11**	17.37

(iii) Changes in the fair value of plan assets are as follows: (₹ In Lacs)

Particulars	30.06.2013	30.06.2012
Opening fair value of plan assets	**6.07**	2.62
Adjusted in opening balance		(0.17)
Expected return	**0.61**	0.37
Contributions by employer	**-**	3.23
Benefits paid	**-**	-
Actuarial gains / (losses)	**(0.12)**	0.03
Closing fair value of plan assets	**6.55**	6.07

(iv) Fair value of plan assets: (₹ In Lacs)

Particulars	30.06.2013	30.06.2011
Fair value of plan assets at the beginning of period	**6.07**	2.62
Adjusted in opening balance		(0.17)
Actual Return of plan assets	**0.49**	0.39
Contributions	**-**	3.23
Benefits paid	**-**	-
Fair value of the plan assets at the end of period	**6.55**	6.07
Funded status (including unrecognized past service cost)	**(14.56)**	(11.31)
Excess of actual over estimated return on plan assets	**(0.12)**	0.03

(v) Experience History (₹ In Lacs)

Particulars	30.06.2013	30.6.2012
(Gain)/Loss on obligation due to change in Assumption	**(4.03)**	(6.90)
Experience (Gain)/ Loss on obligation	**(3.10)**	(5.46)
Actuarial Gain/(Loss) on plan assets	**(0.12)**	0.03

(vi) Actuarial gain/(loss) recognized (₹ In Lacs)

Particulars	30.06.2013	30.6.2012
Actuarial gain/(loss) for the period – obligation	**7.13**	12.35
Actuarial gain/(loss) for the period – plan assets	**(0.12)**	-
Total gain/(loss) for the period	**7.01**	12.35
Actuarial gain/(loss) recognized for the period	**7.01**	12.38

(vii) Past Service cost recognised (₹ In Lacs)

Particulars	30.06.2013	30.06.2012
Past service Cost – (non vested benefits)	**-**	-
Past Service Cost – (vested benefits)	**-**	-
Average remaining future service till vesting of the benefit	**-**	-
Recognized Past service Cost – (non vested benefits)	**-**	-
Recognized Past Service Cost – (vested benefits)	**-**	-
Unrecognized Past Service Cost – non vested benefits	**-**	-

(viii) The amount recognised in the Balance Sheet (₹ In Lacs)

Particulars	30.06.2013	30.06.2012
Present value of obligation at the end of the year	**21.11**	17.37
Fair value of plan assets at the end of the year	**6.55**	6.07
Funded status	**(14.56)**	(11.31)
Excess of actual or estimated	**-**	-
Unrecognized actuarial gains / (loss)	**-**	-
Unrecognized Past Service cost Non Vested Benefit	**-**	-
Net assets/(liabilities) recognized in the Balance Sheet	**(14.56)**	(11.31)

(ix) Expenses recognized in the Profit & Loss account (₹ In Lacs)

Particulars	30.06.2013	30.06.2012
Current service cost	**9.48**	8.08
Interest cost on benefit obligation	**1.39**	1.60
Expected return on plan assets	**(0.61)**	(0.37)
Net actuarial(gain) / loss recognised in the year	**(7.01)**	(12.38)
Past service cost- Non Vested Benefits	**-**	-
Past Service cost -Vested Benefits	**-**	-
Expenses recognized in the Profit & Loss A/c	**3.26**	(3.06)

(x) Details of Provision for gratuity (₹ In Lacs)

Particulars	30.06.2013	30.06.2012
Net liability at the beginning of the year	**11.31**	17.43
Adjusted in opening balance	**-**	0.17
Expenses recognized during the year	**3.26**	(3.06)
Contribution paid during the year	**-**	(3.23)
Net liability at the end of the year	**14.56**	11.31

(xi) The principal assumptions used in determining gratuity obligations for the Company's plans are shown below:

(₹ In Lacs)

Particulars	30.06.2013	30.06.2012
Mortality table (LIC) duly modified	**1994-96**	1994-96
Interest/Discount rate	**8.00%**	8.00%
Expected rate of return on plan assets	**10.00%**	9.00%
Increase in Compensation cost	**7.00%**	7.00%
Employee turnover	**18.00%**	2.12%
Expected average remaining service	**4.37 Yrs**	19.98 Yrs

30 Segment Information

Business Segments :

The Company is operating in three different business segments i.e. food processing, Bio-mass power generation and logistic. However, considering their size, volume of operations the same are not qualified into the reporting criteria of Business segments as described in the accounting Standard (AS) 17 as Segment Reporting, issued by the Institute of Chartered Accountants of India (ICAI). Hence no disclosure is required to be made under AS-17 as Segment Reporting.

Geographical Segments:

The Company is carrying on its operational activities in the domestic market i.e. India as well as in overseas market i.e. an export hence geographical segment i.e domestic and overseas has identified as secondary segment and the details of segment results as per AS 17 issued by ICAI are as under :-

Information about Secondary Segments (₹ in Lacs)

Particulars	For the year ended 30th June, 2013	For the year ended 30th June, 2012
Revenue By Geographical Market		
India	**83,478.97**	71,824.35
Outside India	**11,454.93**	9,345.38
Total	**94,933.89**	81,169.73
Addition To Fixed Assets And Intangible Assets (Include Capital work in progress)		
India	**9,779.93**	3,851.56
Outside India	**-**	-
Total	**9,779.93**	3,851.56
Carrying Amount Of Fixed Assets		
India	**27,894.04**	19,623.04
Outside India	**-**	-
Total	**27,894.04**	19,623.04

Notes:- The geographical segments considered for disclosure are as follows :

Sales within India includes Sales to Customers located within India

Sales Out side India includes Sales to customers located outside India including merchant exporters.

The carrying amount of segment assets in India and Outside India is based on geographical location of the respective assets.

31 **Auditors Remuneration is as under:** (₹ in Lacs)

Particulars	2012-2013	2011-2012
Audit Fees	**3.50**	3.50
Tax Audit Fees	**1.50**	1.50
Service Tax	**0.62**	0.62
Total	**5.62**	5.62

32 **Expenditure/Revenue in Foreign Currency**

Earnings in foreign currency (Cash/Accrual basis)

Export Sales on FOB Basis* **₹ 7982.83 Lac**

(P.Y. ₹ 4,331.17 lacs)

(₹ In Lacs)

Expenditure in foreign currency (Cash/Accrual basis)	2012-2013	2011-2012
Interest on Buyers Credit	**4.47**	11.48
Foreign LC Charges	**40.49**	1.59
Professional Fee	**0.77**	14.28
Travelling Expenses	**2.41**	3.82
Finance Charges	**340.77**	157.87
Commission	**51.01**	20.00
	439.92	209.04

* Export sales exclude sales to merchant exporter

Value of imports calculated on CIF basis

Capital goods **₹ 27.22 lacs**

(P.Y. Nil)

33 **Net dividend remitted in foreign currency**

(All are in ₹ In Lacs except nos.)

	2012-13	2011-12
Number of Non-resident shareholders	**95**	88
Number of Equity Shares held by them	**5,068,970**	5,132,334
Amount of dividend paid (Gross), TDS ₹ Nil (P.Y.Nil)	**76.03**	76.99
Year to which dividend relates	**2011-12**	2010-11

34 **Provisions and Contingencies**

(₹ In Lacs)

Contingent Liabilities not provided for	2012-13	2011-12
Letter of Credit issued by the Bankers of the Company in favour of suppliers (Fixed deposits in the form of margin money including interest thereon of ₹ 228.85 Lacs (P.Y. ₹ 1130.24 Lacs) have been kept with respective bankers for the said letter of credit)	**1,961.61**	1,924.56
Letter of Credit issued by the Bankers of the Company for import of capital goods*. (Fixed deposits in the form of margin money including interest thereon of ₹ Nil Lacs (P.Y. ₹ Nil) have been kept with respective bankers for the said letter of credit) * Converted on the foreign exchange conversion rate prevailing on the date of Balance Sheet.	**1,188.78**	Nil
Bank guarantees issued by the bankers of the Company for EPCG License (Fixed deposits of ₹ 25.25 Lacs (P.Y. ₹ 25.25 Lacs) have been kept with respective Banks for the said bank guarantees)	**25.25**	25.25
VAT & CST Liability in respect of A.Y. 2008-09 for which company is planning to file the appeal with the appropriate authority	**29.17**	-
Entry Tax Liability in respect of A.Y. 2008-09 for which company has gone into the appeal with the appropriate authority	**4.26**	4.26
VAT & CST Liability in respect of A.Y. 2009-10 for which the company has made application for rectification of order U/s 31 of UP VAT Acts. 2008, and the company has also gone in to the appeal with the appropriate authority	**239.54**	239.54
VAT Liability in respect of A.Y. 2009-10 for which company is planning to file the appeal with the appropriate authority	**0.21**	-
VAT & CST Liability in respect of A.Y. 2010-11 for which company has gone into the appeal with the appropriate authority	**201.87**	
Sales Tax Liability in respect of A.Y. 2011-12. The demand order issued by Dy Commissioner (Commercial Tax), Mathura has been cancelled by Addl. Commissioner (Commercial Tax), Mathura UP vide Order dated 13/12/2012 for reassessment.	**-**	16.80
VAT Liability in respect of A.Y. 2012-13 for which company has gone into the appeal with the appropriate authority	**2.15**	-
Stamp Duty Liability persuant to letter by Stamp Authority, Mathura, dt 13.02.2012, dt 22.02.2012 & dt 09.12.2011 (The management has taken expert legal opinion on the said stamp duty matter and based on that opinion, the total liability in the subject matter may not exceed to ₹ 12.00 lacs and the matter has already been taken up with the appropriate authorities.)	**452.00**	452.00
Note: The Company has given Corporate Guarantee for Foreign Currency Loan (ECB) of USD 132.50 Lacs (equivalent to ₹ 7910.18 Lacs) (P.Y. USD 132.50 Lacs (equivalent to ₹ 7460.94Llacs)) taken by its Subsidiary Company i.e. Usher Eco Power Ltd from Axis Bank Limited.This guarantee has been given for the intervening period till the stablisation of commercial power generation by the said subsidiary company.		

35 Derivative Instruments and Unhedged Foreign Currency Exposure

Derivative Instruments:

The Company uses commodities / forward contracts to hedge its risk associated with fluctuation in prices of food grain / commodities.

The company does not use forward contract for speculative purposes.

In the forward contract entered by the Company, where the counter party is a recognised commodities exchange. The hedging / forward contracts mature generally between one to six months. The company considers the risk of non-performance by the counter party as negligible.

Outstanding short term commodities forward contracts entered into by the Company at the year end are ₹ Nil .(P.Y.Nil)

Particulars of Outstanding Interest rate swaps to hedge against fluctuations in interest rate change as at the Balance Sheet date:

As at	No. of Contract	Amount (In USD)	Amount (₹ In Lacs)
6/30/2013	3	18,050,155.50	10,775.85
6/30/2012	1	5,370,569.28	3,024.11

Particulars of Unhedged foreign currency exposure as at the Balance Sheet date:

Particulars	Amount
Buyers Credit for Capital Goods	Nil {P.Y ₹ 547.31 Lacs, (USD 971,967.60)}
Creditors for Capital Goods	Nil {P.Y ₹ 499.43 Lacs, (USD 1,00,000), (JPY 6,25,00,000)}
Foreign Currency Loan	₹ 10963.33 Lacs, (USD 18,364,189.36) {P.Y ₹ 3024.11 Lacs, (USD 53,70,569.28)}
EEFC Account	Nil {P.Y. ₹ 1.53 Lacs, (USD 2,741.36) }
Foreign Debtors	₹ 442.69 Lacs, (USD 7,41,897.77) {(P.Y. ₹ 1070.48 Lacs (USD 19,01,089.06)}
Interest Accrued but Not Due on ECB	₹ 100.31 Lacs, (USD 1,68,027) {(P.Y. ₹ 14.82 Lacs (USD 26,325)}
Advance from Customers	Rs. 4.48 Lacs, (USD 7500) Nil
Advance for Import of Capital Goods	Nil {(P.Y. ₹ 3.39 Lacs (USD 6,000)}
Advance for Expenses	Rs. 10.22 Lacs, (AED 63,090) {P.Y. ₹ 9.53, (AED 63,090)}
* Converted at the foreign exchange conversion rate prevailing as on the date of Balance Sheet.	

37 Leases

In case of assets taken on lease

Finance Lease :

There are no finance lease transactions in the reporting period hence no disclosure is required to be made under AS 19 – Accounting for Lease, issued by the ICAI

Operating Lease :

(i) Office premises, godowns and warehouses are obtained on operating lease basis during the financial year in relation of business. The lease terms are normally for 11 months and renewable at the option of the Company. There are no restrictions imposed in lease arrangements. There are no subleases.

(₹ in Lacs)

	Operating Lease	
	2012-13	2011-12
Lease payments for the year	**409.83**	346.37
Minimum Lease Payments :		
Not later than one year	**83.15**	84.08
Later than one year but not later than five years	**7.85**	-
Later than five years	**-**	-

(ii) The Company has given office premises on operating lease basis for a period of less than one year.

(₹ in Lacs)

	Operating Lease	
	2012-13	2011-12
Lease payments for the year	**9.79**	1.20
Minimum Lease Payments :		
Not later than one year	**2.50**	1.00
Later than one year but not later than five years	**0.45**	-
Later than five years	**-**	-

37 Impairment of assets

As on the Balance Sheet date the carrying amounts of the assets net of accumulated depreciation is not less than the recoverable amount of those assets. Hence, in the opinion of the management, there is no provision for impairment loss on the assets of the Company is required to be made under Accounting Standard-28 (Impairment of Assets) issued by the ICAI.

38 Related Parties

Names of related parties	
Names of related parties where control exists irrespective of whether transactions have occurred or not	Usher Eco Power Limited. (Subsidiary Company) Usher World Wide FZE (Wholly Owned Foreign Subsidiary Company from 03th June, 2012)
Names of other related parties with whom transactions have taken place during the year Key Management Personnel	Dr. V. K. Chaturvedi (Managing Director) Mr. Manoj Pathak (Whole Time Director)
Relatives of key management personnel	Mrs. Samta Chaturvedi, (wife of Managing Director Mr. V. K. Chaturvedi) Mrs. Shimla Pathak, (Wife of Whole Time Director Mr. Manoj Pathak)
Enterprises owned or significantly influenced by key management personnel or their relatives	Usher Capitals Limited. Vedika Finance Pvt. Limited Usher Oils & Foods Limited. Usher Infra Logic Limited. Narayani Nivesh Nigam Private Limited

39 Raw Material Consumed

(₹ in Lacs)

Particulars	2012-13	2011-12
Paddy & Dehusked Raw Rice	**70,112.63**	61,202.38
Wheat	**8,220.30**	7,109.48
Bajra	**98.00**	
Barley	**76.58**	
Packing Material	**544.61**	400.73
Total	**79,052.11**	68,712.59

40 Purchase of Raw Material

(₹ in Lacs)

Particulars	2012-13	2011-12
Paddy & Dehusked Raw Rice	**74,490.30**	68,553.27
Wheat	**11,305.58**	6,798.53
Bajra	**98.00**	-
Barley	**76.58**	-
Packing Material	**490.59**	553.05
Total	**86,461.05**	75,904.85

41 Value of Sales, Closing and Opening Inventory

(₹ in Lacs)

Particulars	2012-13	2011-12
Opening Stock of finished Goods and By products		
Rice	**6,634.08**	7,142.70
Wheat Products	**165.30**	143.93
Husk	**743.68**	23.19
Bran	**1,749.49**	130.28
Total	**9,292.55**	7,440.10
Sales		
Rice	**77,342.64**	71,211.26
Wheat Product	**10,642.85**	8,690.02
Bajra	**130.06**	
Bran	**4,965.08**	1,063.58
Husk	**1,683.16**	204.87
Total	**94,763.79**	81,169.73
Closing Stocks		
Finished Rice	**10,096.24**	6,634.08
Wheat Product	**234.05**	165.30
Husk	**470.97**	743.68
Barley	**76.58**	-
Bran	**217.80**	1,749.49
Total	**11,095.65**	9,292.55

42 **Capital Commitments**

₹ In Lacs

Particulars	2012-13	2011-12
Estimated amount of contracts remaining to be executed on capital account and not provided for.	**4,753.99**	22.01
Total	**4,753.99**	22.01

43 **Provision for Taxation**

Provision for current tax has been made as per provisions of the Income Tax Act, 1961, after considering deduction/ exemptions, if any, available to the Company under the said Act. Further the provision for current tax has been made upto 31st March, 2013, financial year ending as per the said Act.

44 The Balances of Debtors, Creditors, Loans & Advances and other parties are subject to confirmation and reconciliation, if any.

45 In the opinion of the Board the Assets (other than fixed assets & non current investments) are approximately of the value stated if realized in the ordinary course of business and the provisions of all known liabilities are adequate.

46 **Foreign Exchange Fluctuation**

The Company has opted for accounting the exchange differences arising on reporting of long term foreign currency monetary items in line with Companies (Accounting Standard) Amendment Rules 2009 relating to Accounting Standard 11(AS-11) notified by Government of India on 31st March, 2009. Accordingly the effect of exchange differences on foreign currency loans of the company is accounted by addition or deduction to the cost of the assets so far it relates to the depreciable capital assets. The total amount of foreign exchange fluctuation profit/ (Loss) of ₹ (859.22) Lacs (P.Y. (803.62) lacs) has been reduced/added from CWIP/pre operative expenses account.

47 Previous Year figures has been regrouped/ reclassified, wherever necessary to correspond with the current years classification/ disclosure

As per our report of even date
For **PAREKH SHAH & LODHA**
Chartered Accountants
Firm Registration No. 107487W

FOR AND ON BEHALF OF BOARD OF USHER AGRO LIMITED

Ashutosh Dwivedi
Partner
Membership No. 410227

Sarika S. Singh
Company Secretary

Vinod Kumar Chaturvedi
Managing Director

Manoj Pathak
Wholetime Director

Date : 29th August, 2013
Place : Mumbai

CONSOLIDATED AUDITOR'S REPORT

TO

THE MEMBERS OF

USHER AGRO LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of ***USHER AGRO LIMITED*** (the "Company"), its subsidiary **USHER ECO POWER LIMITED** and wholly owned Foreign Subsidiary **USHER WORLDWIDE FZE** (the Company and its subsidiaries constitute the "Group") as at June 30, 2013, which comprise the consolidated Balance Sheet as at June 30, 2013, and the consolidated Statement of Profit and Loss and consolidated Cash Flow Statement, for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibilities for the Consolidated Financial Statements

The Company's Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the Accounting Principles generally accepted in India including Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

As stated in the Other Matters paragraph below, our opinion, in so far as it relates to the amounts and disclosures included in respect of the subsidiaries, jointly controlled entities and associates not audited by us, is based solely on the reports of such other auditors.

Opinion

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the separate audit reports on the financial statements/ financial information of the subsidiaries, jointly controlled entities and associates and the unaudited financial statements/financial information of the subsidiaries, jointly controlled entities and associates; referred to below in the Other Matters paragraph, the aforesaid consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:

In our opinion and to the best of our information and according to the explanations given to us, and based on the and based on the consideration of the reports of the other auditors on the financial statements/financial information of the subsidiaries referred to below in the Other Matter paragraph, the aforesaid consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:

a) in the case of the consolidated Balance Sheet, of the state of affairs of the Group as at June 30, 2013;

b) in the case of the consolidated Statement of Profit and Loss, of the profit/loss of the group for the year ended on that date;

c) in the case of the consolidated Cash Flow Statement, of the cash flows of the Group for the year ended on that date.

Other Matter

We did not audit the financial statements/financial information of any of the subsidiaries, whose financial statements/financial information reflect total assets of ₹ 13,088.45 lacs as at March 31, 2013 (P.Y. ₹ 10,489.26 lacs), total revenues of ₹ 1,447.21 lacs (P.Y. ₹ 1.24 lacs) and net cash flows amounting to ₹ 73.86 lacs for the year ended on that date (P.Y. ₹ 2,459.82 lacs), as considered in the consolidated financial statements. These financial statements/financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, is based solely on the reports of the other auditors.

Our opinion is not qualified in respect of this matter.

For **PAREKH SHAH & LODHA**
Chartered Accountants
Firm Reg.: 107487W

Ashutosh Dwivedi
(Partner)
M. No. : 410227

Place: Mumbai
Date: 29th August, 2013.

CONSOLIDATED BALANCE SHEET AS AT 30th JUNE 2013

(₹ In Lacs)

	Particulars	Note	As at 30th June, 2013	As at 30th June, 2012
I	**EQUITY AND LIABILITIES**			
	1 Shareholder's Fund			
	a Share Capital	3	**3,805.90**	3,805.90
	b Reserves and Surplus	4	**27,526.98**	23,339.32
			31,332.88	27,145.22
	2 Minority Interest		**570.88**	719.44
	3 Non-Current Liabilities			
	a Long-Term Borrowings	5	**24,279.29**	17,538.87
	b Deferred Tax Liabilities (Net)	6	**1,402.58**	979.86
	c Other Long Term Liabilities		**1.44**	1.50
	d Long-Term Provisions	7	**87.99**	0.51
			25,771.30	18,520.74
	4 Current Liabilities			
	a Short-Term Borrowings	8	**42,522.42**	33,607.28
	b Trade Payables	9	**5,270.61**	3,410.96
	c Other Current Liabilities	10	**5,116.57**	5,123.52
	d Short-Term Provisions	11	**1,730.88**	1,623.86
			54,640.48	43,765.61
	TOTAL		**112,315.54**	90,151.01
II	**ASSETS**			
	1 Non-current Assets			
	a Fixed assets	12		
	i. Tangible Assets		**24,744.80**	15,838.94
	ii. Intangible Assets		**8.82**	9.56
	iii Goodwill		**43.88**	42.50
	ii. Capital Work-In-Progress	30	**14,081.63**	13,286.28
			38,879.13	29,177.28
	b Non-Current Investments	13	**11.28**	11.28
	c Long-Term Loans And Advances	14	**112.50**	88.66
	d Other Non Current Assets	15	**292.03**	358.14
			415.81	458.08
	2 Current Assets			
	a Inventories	16	**41,299.80**	31,750.38
	b Trade Receivables	17	**24,461.98**	20,711.98
	c Cash and Cash Equivalents	18	**3,371.59**	5,382.49
	d Short-Term Loans And Advances	19	**333.77**	644.94
	e Other Current Assets	20	**3,553.46**	2,025.86
			73,020.60	60,515.65
	TOTAL		**112,315.54**	90,151.01
	Notes to Balance Sheet and Statement of profit and loss	`1-52		

As per our report of even date
For PAREKH SHAH & LODHA
Chartered Accountants
Firm Registration No. 107487W

FOR AND ON BEHALF OF BOARD OF USHER AGRO LIMITED

Ashutosh Dwivedi
Partner
Membership No. 410227

Sarika S. Singh
Company Secretary

Vinod Kumar Chaturvedi
Managing Director

Manoj Pathak
Wholetime Director

Date : 29th August, 2013
Place : Mumbai

CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 30th JUNE, 2013

(₹ In Lacs)

	Particulars	Note	Year Ended 30th June, 2013	Year Ended 30th June, 2012
I	Revenue from Operations	21	**95,803.09**	81,128.12
II	Other Income	22	**225.33**	197.26
III	**Total Revenue (I + II)**		**96,028.42**	81,325.38
IV	**Expenses:**			
	Cost of Materials Consumed	23	**79,800.65**	68,670.98
	Changes in Inventories(Increase)/Decrease of Finished Goods	24	**(1,803.10)**	(1,852.45)
	Employee Benefits Expense	25	**1,083.68**	857.17
	Finance Costs	26	**5,223.76**	3,904.64
	Depreciation and Amortization Expense	27	**1,646.09**	1,465.70
	Other Expenses	28	**3,783.48**	2,770.57
	Total expenses		**89,734.56**	75,816.61
V	**Profit before exceptional and extraordinary items and tax (III-IV)**		**6,293.86**	5,508.77
VI	Exceptional items		**-**	-
VII	**Profit before extraordinary items and tax (V - VI)**		**6,293.86**	5,508.77
VIII	Extraordinary Items		**-**	-
IX	**Profit before tax (VII- VIII)**		**6,293.86**	5,508.77
X	**Tax Expense:**			
	(1) Current Tax		**1,738.70**	1,135.13
	(2) Deferred Tax		**422.71**	107.73
	(3) Short /(Excess)Provision for Income Tax for Earlier Years		**93.90**	46.48
XI	**Profit (Loss) for the period from continuing operations (IX-X)**		**4,038.55**	4,219.43
XII	**Minority Interest**		**(148.56)**	(4.22)
XII	Profit/(loss) from discontinuing operations		**-**	-
XIII	Tax expense of discontinuing operations		**-**	-
XIV	**Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)**		**-**	-
XV	**Profit (Loss) for the period (XI + XIV)**		**4,187.11**	4,223.65
XVI	Earnings per equity share:			
	Basic		**11.00**	11.10
	Diluted		**11.00**	11.10
	Notes to Balance Sheet and Statement of profit and loss	`1-52		

As per our report of even date
For PAREKH SHAH & LODHA
Chartered Accountants
Firm Registration No. 107487W

FOR AND ON BEHALF OF BOARD OF USHER AGRO LIMITED

Ashutosh Dwivedi
Partner
Membership No. 410227

Sarika S. Singh
Company Secretary

Vinod Kumar Chaturvedi
Managing Director

Manoj Pathak
Wholetime Director

Date : 29th August, 2013
Place : Mumbai

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED JUNE 30, 2013

(₹ In Lacs)

	Particulars	For the year ended 30.06.2013	For the year ended 30.06.2012
A.	**CASH FLOW FROM OPERATING ACTIVITIES**		
	Net Profit/(Loss) before Tax	**6,293.86**	5,508.77
	Less: Other Income	**(225.33)**	(197.26)
	Less: Preliminary expenses written off		
	Add: Loss on sale of assets	**3.24**	2.50
	Add: Interest cost	**482.68**	847.15
	Add: Provision for MTM on Derivative Contract	**86.22**	-
	Add: Depreciation\Amortisation	**1,646.09**	1,465.70
	Operating Profit/(Loss) before working capital changes	**8,286.76**	7,626.87
	Add: Exchange Fluctuation Loss		
	Adjustments for movement in working capital:		
	Adjustment for Increase/(Decrease) in operating Liabilities		
	Trade Payables	**1,859.65**	1,444.88
	Short-Term Borrowings	**8,915.14**	10,851.37
	Other Current Liability	**(268.85)**	2,053.32
	Short term provision	**5.08**	0.43
	Long term provision	**1.26**	(7.16)
	Adjustment for (Increase)/ Decrease in operating Assets		
	Inventories	**(9,549.42)**	(9,086.32)
	Trade Receivables	**(3,750.00)**	(7,636.32)
	Short-term Loans & Advances	**311.17**	(565.34)
	Other Current Assets	**(1,527.60)**	(192.69)
	(Increase) / Decrease in Preliminary Expenses		
	Cash from / (Used in) Operating Activities	**4,283.20**	4,489.04
	Add / (Less) : Direct Taxes		
	Other Income	**60.82**	52.28
	Tax Paid	**(1,159.76)**	(807.53)
		3,184.26	3,733.79
	Net Cash from / (Used in) Operating Activities (A)		
B.	**CASH FLOW FROM INVESTING ACTIVITIES**		
	(Purchase)/Sale of Fixed Assets (Including CWIP)	**(11,349.80)**	(9,936.61)
	Long Term Loan/Advances (include non current assets)	**(23.84)**	57.39
	Interest Income	**164.51**	144.98
	Investment	**(0.83)**	91.37
	Cash from / (Used in) Investing Activities (B)	**(11,209.95)**	(9,642.86)
C.	**CASH FLOW FROM FINANCING ACTIVITIES**		
	Proceeds from Long Term Borrowings	**7,002.31**	5,398.40
	Finance Cost	**(416.57)**	(847.15)
	Proceeds from Issue of Shares & Share Application Money	**(0.06)**	(138.10)
	Dividend Paid	**(570.89)**	(570.89)
	Cash from / (Used in) Financing Activities (C)	**6,014.80**	3,842.26
	Net Increase/ (Decrease) in Cash & Cash Equivalents (A)+(B)+(C)	**(2,010.89)**	(2,066.81)
	Cash & Cash equivalent as at beginning of the year	**3,525.23**	5,183.83
	Other Bank Balance as at beginning of the year	**1,857.26**	2,265.47
	Cash & Cash equivalent as at end of the year	**2,456.87**	3,525.23
	Other Bank Balance as at end of the year	**914.73**	1,857.26
	Net Increase/ (Decrease) in Cash & Cash Equivalents	**(2,010.89)**	(2,066.81)

Additional information:

1) Figures in brackets represent outflows.
2) Previous years figures have been restated where necessary.

As per our attached report of even date
For PAREKH SHAH & LODHA
Chartered Accountants
Firm Registration No. 107487W

FOR AND ON BEHALF OF BOARD OF USHER AGRO LIMITED

Ashutosh Dwivedi
Partner
Membership No. 410227

Sarika S. Singh
Company Secretary

Vinod Kumar Chaturvedi
Managing Director

Manoj Pathak
Wholetime Director

Date : 29th August, 2013
Place : Mumbai

Consolidated Significant Accounting Policies & Notes to Accounts

1. Corporate Overview

Usher Agro Limited is engaged in the business of food processing, mainly basic food i.e. wheat and rice and power generation from biomass. The Group is having manufacturing facilities for rice & wheat milling and rick husk based 16 MW power plant.

2. 1 Statement of Significant Accounting Policies

(a) Basis of preparation

The Consolidated financial statements have been prepared to comply in all material respects with the mandatory Accounting Standards issued by the Institute of Chartered Accountants of India and the relevant provisions of the Companies Act, 1956. The Consolidated financial statements have been prepared under the historical cost convention on an accrual basis The accounting policies have been consistently applied by the Company and except for the changes in accounting policy, if any, as discussed below in detail, are consistent with those used in the previous year.

(b) Current–non-current classification

Assets

An asset is classified as current when it satisfies any of the following criteria:

i. it is expected to be realised in, or is intended for sale or consumption in, the company's normal operating cycle;

ii. it is held primarily for the purpose of being traded;

iii. it is expected to be realised within 12 months after the reporting date; or

iv. it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include the current portion of non-current financial assets.

All other assets are classified as non-current.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:

i. it is expected to be settled in the company's normal operating cycle;

ii. it is held primarily for the purpose of being traded;

iii. it is due to be settled within 12 months after the reporting date; or

iv. the company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include current portion of non-current financial liabilities.

All other liabilities are classified as non-current.

(c) Fixed Assets

Fixed assets are stated at cost (or revalued amounts, as the case may be), less accumulated depreciation and impairment losses if any. Cost comprises the purchase price and any attributable cost (including pre-operative and trial & run expenses) of bringing the asset to its working condition for its intended use.

Assets under installation or under construction as at the Balance Sheet date are shown as Capital work in progress.

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets till the period , such assets are ready to be put to use, the qualifying assets is one that take substantial period of time to get ready for its intended use or sale. Other borrowing cost not attributable to the acquisition of any capital assets are recognized as expenses in the period in which they are incurred. The cost of acquisition is further adjusted for exchange difference relating to long term foreign currency borrowing attributable to the acquisition of depreciable assets.

(d) Depreciation

Depreciation is provided using the Straight Line Method as per the rates prescribed under schedule XIV of the Companies Act, 1956. Depreciation on addition/deletion to the assets during the year is provided on pro-rata basis.

Depreciation on the Fixed Assets pertaining to Electricity business (UEPL) are provided on Straight Line Method, as per the rates and in the manners prescribed as per the Uttar Pradesh Electricity Regulatory Commission (UPERC).

(e) Impairment

i. The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital.

ii. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

(f) Leases

Finance Lease Transaction:

Finance leases, which effectively transfer to the Company substantially all the risks and benefits incidental to ownership of the leased item, are capitalized at the lower of the fair value and present value of the minimum lease payments at the inception of the lease term and disclosed as leased assets. Lease payments are apportioned between the finance charges and reduction of the lease liability based on the implicit rate of return. Finance charges are charged directly against income. Lease management fees, legal charges and other initial direct costs are capitalised.

If there is no reasonable certainty that the Company will obtain the ownership by the end of the lease term, capitalized leased assets are depreciated over the shorter of the estimated useful life of the asset or the lease term.

Operating Lease Transaction :

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased term, are classified as operating leases. Operating lease payments are recognized as an expense in the Profit and Loss account on a straight-line basis over the lease term.

(g) Investments

Investments that are readily realisable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments. Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognise a decline other than temporary in the value of the investments.

(h) Inventories

Raw materials, components, stores and spares Lower of cost and net realizable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost is determined on FIFO basis.

Work-in-progress and finished goods Lower of cost and net realizable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

(i) Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

Sale of Goods

Revenue is recognized when the significant risks and rewards of ownership of the goods have passed to the buyer.

Income from Services

Revenues from Job work & stock processing of material are recognised as and when services are rendered.

Interest

Revenue is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

(j) Deferred Revenue Expenditure

Any expense which is the nature of Preliminary expenses, has write off in the year which they have incurred from/against the Profit & Loss Account.

Any expenses related to public issue/QIP/any other capital raising issue has write off entire expenses in the year which they have incurred from/against the security premium account.

(k) Foreign currency translation

(i) Initial Recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

(ii) Conversion

Foreign currency monetary items are reported using the closing rate at the end of the reporting period. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction; and non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

(iii) Exchange Differences

Exchange differences arising on the settlement of monetary items or on reporting company's monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognised as income or as expenses in the year in which they arise. Exchange differences arising in respect of fixed assets acquired from outside India are capitalized as a part of fixed asset. In case of consolidation of financial figures of those subsidiaries companies, which have different accounting period, the books are consolidated on the basis of the figures as on the date of the account closing of that subsidiary company.

(l) Retirement and other employee benefits

i. Retirement benefit in the form of Provident Fund is a defined contribution scheme and contributions are charged to the Profit and Loss Account of the year when the contributions to the respective funds are due. There are no other obligations other than the contribution payable to the respective funds.

ii. Gratuity liability is defined benefit obligations and is provided for, on the basis of an actuarial valuation made at the end of each financial year.

iii. Actuarial gains/losses are immediately taken to profit and loss account and are not deferred.

(m) Income taxes

Tax expense comprises of current tax and deferred tax. Current Income Tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act, 1961. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. If the company has unabsorbed depreciation or carry forward tax losses, deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that such deferred tax assets can be realised against future taxable profits.

At each balance sheet date the Company re-assesses unrecognised deferred tax assets. It recognizes unrecognized deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be that sufficient future taxable income will be available against which such deferred tax assets can be realised.

(n) Expenditure on new projects and substantial expansion

Expenditure directly relating to construction activity is capitalized. Indirect expenditure incurred during construction period is capitalized as part of the indirect construction cost to the extent to which the expenditure is indirectly related to construction or is incidental thereto. Other indirect expenditure (including borrowing costs) incurred during the construction period which is not related to the construction activity nor is incidental thereto is charged to the Profit and Loss Account. Income earned during construction period is deducted from the total of the indirect expenditure.

All direct capital expenditure on expansion are capitalized. As regards indirect expenditure on expansion, only that portion is capitalized which represents the marginal increase in such expenditure involved as a result of capital expansion. Both direct and indirect expenditure are capitalized only if they increase the value of the asset beyond its original standard of performance.

(o) Segment Reporting Policies

Primary segment is identified based on the nature of products and services. Secondary segment is identified based on geography in which major operating division of the company operate.

For primary segment, the segment revenue, segment expenses, segment assets and segment liabilities have been identified to segment on the basis of their relationship to the operating activities of the segment. Revenue, expenses, assets and liabilities which relate to the group as a whole and are not allocable to segment on reasonable basis, have been included under 'Unallocated revenue/expenses/assets/liabilities".

(p) Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes, if any) by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they were entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average numbers of equity shares outstanding during the period are adjusted for events of bonus issue; bonus element in a rights issue to existing shareholders; share split; and reverse share split (consolidation of shares).

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

(q) Provisions and Contingent Liabilities

A provision is recognized when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Liabilities whose future outcome cannot be ascertained with reasonable certainty, are treated as contingent and disclosed by way of Notes on Accounts.

(r) Financial Commodity Derivatives Transaction

In respect of derivative contracts, premium paid, gain / losses on settlement and provision for losses for cash flow hedges are recognised in the Profit and Loss Account except in case where they relate to the acquisition or construction of fixed assets, in which case, they are adjusted to the carrying cost of such assets.

(s) Use of estimates

The preparation of the financial statements in conformity with Generally Accepted Accounting Principles require management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities on the date of financial statement and the reported amount of revenues and expenses during the reporting period. Although these estimates are based upon management best knowledge of current events and actions. Actual results could differ from these estimates and differences between actual results and estimates are recognized in the periods in which the results are known/materialize.

(t) Government Grants

Grants from the Government are recognized when there is reasonable assurance that the grant /subsidy will be received and all attaching conditions will be complied with.

Government Grants related to specific fixed assets has been deducted from the gross value of the assets concerned in arriving at their book value.

Government Grants of the nature of the revenue are recognised on a systematic basis in the profit and loss account over the periods necessary to match them with related costs which they are intended to compensate. Such grants either be shown under 'other income' or deducted in reporting the related expenses.

(u) Principal of Consolidation

The consolidated financial information incorporates the results of the parent and its subsidiary companies. The control is normally evidenced when the company is able to govern another company's financial and operating policies so has to benefit from its activities or where the company owns, either directly or indirectly, the majority of another company's equity voting rights unless in exceptional circumstances it can be demonstrated that ownership does not constitute control.

Particulars of subsidiary are given below:-

Name of the Company	Country of incorporation	Date of becoming subsidiary	% of voting power held on 30th June, 2013	% of voting power held on 30th June, 2012	Financial year ending on
Usher Eco Power Ltd.	India	22nd August, 2010	69.49%	69.49%	31st March
Usher Worldwide FZE	UAE	3rd June, 2012	100.00%	100.00%	31st March

(v) Goodwill

Goodwill arising out of consolidation of financial statements of Subsidiaries and joint Ventures is not amortised. However the same is tested for impairment at each Balance Sheet Date.

2.2 Basis of preparation of consolidated Financial Statement

The Consolidated Financial Statements comprise of the financial statement of Usher Agro Limited (UAL) and its subsidiary companies Usher Eco power limited (UEPL) and Usher Worldwide FZE (UWW)

Reference in theses notes to the 'company' shall mean to include UAL and its subsidiaries viz. UEPL and UWW consolidated in these financial statements unless otherwise stated.

i) The consolidated financial statements have been prepared to comply in all material respects with the mandatory Accounting Standards issued by the Institute of Chartered Accountants of India and the relevant provisions of the Companies Act, 1956. The consolidated financial statements have been prepared under the historical cost convention on an accrual basis. The accounting policies have been consistently applied by the Company

ii) The financial statement of the company and its subsidiary companies have been considered on a line by line basis by adding together the value like items of assets, liabilities, income and expenses after fully eliminating intra-group balances and intra-group transactions resulting in unrealized profit or loss.

iii) The consolidated financial statement have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented, to the extent possible, in the same manner as the UAL and UEPL separate financial statements.

iv) The difference between the cost of investment in the subsidiary over the net assets at the time of acquisition of share in the subsidiaries is recognised in the financial statements as goodwill, which is not being amortized, or Capital reserve as the case may be.

v) Minority interest's share of net profit of consolidated financial statements for the year is identified and adjusted the income of the group in order to arrive at the net income attributable to share holder of the company.

vi) Minority interest's share of net assets of consolidated subsidiaries is identified and presented in the consolidated balance sheet separate from liabilities and the equity of the company's shareholders.

There has been no change in the holding Company's interest in the subsidiary between the end of financial year of the subsidiary and the end of the holding company financial year.

There has been no material changes which have occurred between the end of the financial year of subsidiary companies and that of the holding company's financial year.

2.3 Goodwill

Goodwill represents the difference between the Group's share in the net worth of subsidiaries and the cost of acquisition at each point of time of making the investment in the subsidiaries. For this purpose, the Group's share of net worth is determined on the basis of the latest financial statements prior to the acquisition after making necessary adjustments for material events between the date of such financial statements and the date of respective acquisition.

(₹ In Lacs)

PARTICULARS	As at 30.06.2013	As at 30.06.2012
3 SHARE CAPITAL		
Authorised Share Capital		
4,00,00,000 (Prev.Year 4,00,00,000) Equity Shares of ₹ 10/- each	**4,000.00**	4,000.00
TOTAL	**4,000.00**	4,000.00
Issued, Subscribed and Paid up share capital		
3,80,59,039 (P.Y.3,80,59,039) Equity Shares of ₹ 10/- each	**3,805.90**	3,805.90
TOTAL	**3,805.90**	3,805.90

a) A reconciliation of the number of shares outstanding at the beginning and at the end of the accounting year, is set out below:

Particulars	2012-2013 No. of shares	2011-2012 No. of shares
Equity Shares		
Equity shares at the beginning of the year	**38,059,039**	38,059,039
Add: shares issued during the year	**-**	-
Equity shares at the end of the year	**38,059,039**	38,059,039

b) The Company has only one class of equity shares having a par value of ₹ 10. The equity shares have rights, preferences and restrictions which are in accordance with the provisions of law, in particular the Companies Act,1956.

c) There are nil number of shares (Previous year Nil) in respect of each class in the company held by its holding company or its ultimate holding company including shares held by or by subsidiary or associates of the holding company or the ultimate holding company in aggregate.

d) Shares in the company held by each shareholders holding more than 5% shares, as on 30.06.2013:

Name of the Shareholder	2012-2013		2011-2012	
	No. of shares	Percentage (%)	No. of shares	Percentage (%)
Dr. Vinod Chaturvedi	4,716,470	12.39%	3,891,340	10.23%
Mr. Manoj Pathak	3,284,060	8.63%	3,284,060	8.63%
Narayani Nivesh Nigam Pvt Limited	2,054,752	5.40%	1,775,352	4.66%
Hi Tech Housing Projects Pvt Ltd	4,951,893	13.01%	-	-
AIWO Limited	-	-	4,951,893	13.01%
Elara India Opportunities Fund Limited	2,590,312	6.81%	2,590,312	6.81%
Parin Trading Private Limited	2,100,000	5.52%	2,100,000	5.52%

e) There are nil number of shares (Previous year Nil) reserved for issue under option and contracts /commitment for the sale of shares/disinvetment including the terms and amounts.

f) **For the period of five years immediately preceding the date as at which the balance sheet is prepared**

Particulars	No of Equity Shares
Aggregate number and class of shares allotted as fully paidup pursuant to contract(s) without payment being received in cash	Nil
Aggregate number and class of shares allotted as fully paidup by way of bonus shares.	Nil
Aggregate number and class of shares bought back	Nil

g) During the year there are no securities issued/converted which are convertible into equity/preference shares. However On 15th December 2009 the company has issued 60,00,000 warrants on preferential basis to the promoters and others to raise ₹ 2,460 lacs through preferential allotment. out of which, 10 Lacs warrants and 50 Lacs warrants have been converted in to equity share in financial year 2009-10 and 2010-11 respectively.

h) There are no calls unpaid (Previous year No)including calls unpaid by Directors and Officers as on balance sheet date

(₹ In Lacs)

PARTICULARS	As at 30.06.2013	As at 30.06.2012
4 RESERVES AND SURPLUS		
General Reserve		
Opening balance	**1,652.00**	1,052.00
(+) Current Year Transfer	**600.00**	600.00
(-) Written Back in Current Year		
Closing Balance	**2,252.00**	1,652.00
Securities Premium	**11,546.21**	11,546.21
Add:Received during the year	**-**	-
	11,546.21	11,546.21
Less: Public Issue Expenses Write Off	**-**	-
Less: QIP Expenses Write Off	**-**	-
	11,546.21	11,546.21
Foreign Currency Translation Reserve	**(0.83)**	
Debt Redemption Reserve		
Opening balance	**500.00**	-
Add: during the year	**500.00**	500.00
Closing Balance	**1,000.00**	500.00
Profit and Loss Account		
Opening balance	**9,641.11**	7,170.22
(+) Net Profit/(Net Loss) For the current year	**4,187.11**	4,223.66
(-) Debt Redemption Reserve	**500.00**	500.00
(+) Attributable to Pre Profit	**1.38**	10.75
(-) Proposed Dividends	**-**	570.89
(-) Corporate Dividend Tax	**-**	92.63
(-) Transfer to Reserves	**600.00**	600.00
Closing Balance	**12,729.60**	9,641.11
TOTAL	**27,526.98**	23,339.32

(₹ In Lacs)

PARTICULARS	As at 30.06.2013	As at 30.06.2012
5 LONG-TERM BORROWINGS		
Term Loans(Secured)		
i) From Banks		
In Foreign Currency[1]	**16,319.36**	12,968.46
In Rupees[2]	**7,928.62**	4,537.38
ii) From Financial Institutions		
In Rupees[3]	**31.31**	33.02
Unsecured		
Loan from related party	**-**	-
TOTAL	**24,279.29**	17,538.87

1 Foreign Currency borrowings are secured by way of first pari passu charge on the entire immovable and movable assets of the company and second pari passu charge on the entire current assets of the company present and future created in favour of respective Banks/Trustees along with the personal guarantees of the Directors of the Company namely Dr. Vinod K. Chaturvedi and Mr. Manoj Pathak.

	Repayment Schedule		
Loan From Banks	**No. of Installments**	**Frequency**	**Commencing from**
Rabo Bank International Ltd	9	Half yearly	Dec, 2012
ICICI Bank Ltd.	11	Half yearly	Sept, 2014

2 Rupee Term Loan are secured by way of first pari passu charge on the entire immovable and movable assets of the company and second pari passu charge on the entire current assets of the company, both present and future created in favour of respective Banks/Trustees along with the personal guarantees of the Directors of the company namely Dr. Vinod K. Chaturvedi and Mr. Manoj Pathak.

	Repayment Schedule		
Loan From Banks	**No. of Installments**	**Frequency**	**Commencing from**
Axis Bank Ltd	20	Quarterly	March, 2012
Axis Bank Ltd	20	Quarterly	Sept, 2014
IDBI Bank Ltd	18	Quarterly	Dec, 2009
Dena Bank	20	Quarterly	Sept, 2014
EXIM Bank of India	20	Quarterly	Sept, 2014
Tata Capitals Ltd (Equipment Loan)	48	Monthly	Jan, 2010
HDFC Bank Ltd.(Vehicle Loan)[3]	35	Monthly	March,2011

3 Equipment and Vehicle loans are secured against the respective equipment / vehicles financed through the said loans.

For Subsidiaries

4 Axis Bank Limited has appraised the existing 16 MW power project of the UEPL and sanctioned a ECB Facility of USD 13.25 million and the full amount has been drawn till October,2011.The ECB facility are secured by first charge on the entire fixed assets of the Company and exclusive charge on Debt service reserve account (DSRA), Corporate guarantee by Usher Agro Ltd. and personal guarantee of Dr. V.K. Chaturvedi & Mr. Manoj Chaturvedi. The ECB facility is repayable in 24 unequal quarterly installments, commencing from the first quarter of the financial year 2012-13. The rate of interest is Six months LIBOR+5%.

5 The interest on ECB of ₹ 2939.59 thousands and principal installment on ECB of ₹ 16316.70 thousands was due on March 31, 2013 and the same was paid on April 7,2013 and April 28,2013 respectively.

(₹ In Lacs)

6 DEFERRED TAX LIABILITIES(NET)	As at 30.06.2013	As at 30.06.2012
(In respect of the timing differences)		
Deferred Tax Liability		
On account of Depreciation	**1,530.51**	974.20
On Account of Employee Benefit	**4.95**	5.66
Deferred Tax Assets	**-**	-
On account of Unabsorbed Depreciation	**105.88**	-
On account of Business Loss	**27.01**	-
Closing Balance	**1,402.58**	979.86

7 LONG TERM PROVISIONS	As at 30.06.2013	As at 30.06.2012
Provision for employee benefits		
Provision for Leasve Encashment	**1.77**	0.51
Provision for Mark to Market(MTM) on Derivative Contract	**86.22**	-
TOTAL	**87.99**	0.51

8 SHORT-TERM BORROWINGS		
(Loans Repayable on Demand)		
*Secured Borrowings from Banks**		
In Foreign Currency	**4,108.00**	
In Rupees	**37,578.91**	32,783.72
Unsecured Borrowings from others		
ii) From Others	**835.51**	823.56
TOTAL	**42,522.42**	33,607.28

* Cash credit /working capital credit facilities are secured by way of first pari passu charge over the entire current assets and second paripassu charge over the entire Immovable and moveable assets of the company, both present and future created in favour of respective banks/trustees alongwith personal guarantees of the Directors of the company namely Dr. Vinod K. Chaturvedi and Mr. Manoj Pathak.

9 TRADE PAYABLES		
For Goods	**4,779.88**	3,243.54
For Others	**490.73**	167.41
TOTAL	**5,270.61**	3,410.96

(₹ In Lacs)

10 OTHER CURRENT LIABILITIES

	As at 30.06.2013	As at 30.06.2012
Current Maturities of Long-Term Debts	**3,166.81**	2,904.93
Interest accrued but not due on Borrowings	**105.26**	59.07
Intt Accrued and due on borrowings	**120.91**	-
Unclaimed Dividends	**10.68**	10.68
Deposits Payables	**7.74**	2.54
Project Creditors	**922.21**	1,587.06
Advance from Customers	**22.70**	87.45
Other Liabilities including Statutory Liabilities	**670.91**	248.67
Retention from Contractors	**88.15**	120.33
Advance received from related party	**-**	
Usher Oils & Foods Ltd	**2.09**	102.80
Usher Agro Limited	**(0.89)**	
TOTAL	**5,116.57**	5,123.52

(₹ In Lacs)

11 SHORT TERM PROVISIONS

Provision for employee benefits		
Contribution to PF	**4.27**	3.65
Provision for gratuity	**16.40**	11.96
Provision for Leave Encashment	**0.05**	
ESIC	**0.29**	0.32
Other Provisions		
Income Tax(Net of Advance tax & TDS)	**1,709.87**	944.42
Dividend	**-**	570.89
Corporate Dividend Tax		92.63
TOTAL	**1,730.88**	1,623.86

Note-12

Consolidated Fixed Assets

(₹ In Lacs)

PARTICULARS	GROSS BLOCK					DEPRECIATION				NET BLOCK	
	AS ON	ADDITION	DEDUC-TION	REVALUA-TION/	TOTAL AS	AS ON	CHARGED	DEDUC-TION	AS ON	AS ON	AS ON
	1-Jul-12	DURING THE YEAR		IMPAIR-MENTS	ON 30.06.2013	1-Jul-12	FOR THE YEAR	FOR THE YEAR	30.06.2013	30-Jun-13	30-Jun-12
LAND	2,042.87	-			**2,042.87**	-	-		**-**	**2,042.87**	2,042.87
OFFICE BUILDING	255.73	-			**255.73**	13.68	4.17		**17.85**	**237.88**	242.05
BUILDING & ROADS	3,240.89	1,639.57			**4,880.46**	351.66	124.90		**476.56**	**4,403.90**	2,889.23
GODOWNS	523.81	-			**523.81**	34.20	17.50		**51.70**	**472.11**	489.61
PLANT & MACHINERY	12,822.79	7,237.98			**20,060.77**	2,956.74	1,430.03		**4,386.77**	**15,673.99**	9,866.06
ELECTRICAL INSTALLATION	41.87	270.10			**311.97**	23.09	8.16		**31.26**	**280.71**	18.78
COMPUTER & PRINTER	53.90	5.37			**59.27**	26.62	8.64		**35.26**	**24.01**	27.28
TUBE WELL,WATER TANKS &	8.73	-			**8.73**	0.80	0.14		**0.95**	**7.78**	7.93
PIPINGS			-			-			**-**	**-**	-
FURNITURE & FIXTURE	61.64	13.24			**74.88**	13.55	4.28		**17.84**	**57.04**	48.09
VEHICLE	131.48	12.30	11.55		**132.23**	41.81	15.84	4.39	**53.26**	**78.97**	89.67
OFFICE EQUIPMENT	51.00	10.16			**61.15**	6.98	2.59		**9.57**	**51.58**	44.02
LABORATORY & STORE EQUIPMENTS	97.57	3.23			**100.80**	24.21	10.40		**34.61**	**66.18**	73.36
SWITCH YARD		815.89			**815.89**		11.59		**11.59**	**804.31**	-
DISTRIBUTION LINES		551.29			**551.29**		7.83		**7.83**	**543.46**	-
TOTAL	**19,332.27**	**10,559.11**		**-**	**29,879.84**	**3,493.34**	**1,646.09**	**4.39**	**5,135.04**	**24,744.80**	**15,838.94**
PREVIOUS YEAR TOTAL	**18,029.44**	**1,342.11**	**39.26**		**19,332.28**	**2,030.75**	**1,469.67**	**6.38**	**3,493.34**	**15,838.94**	**15,998.69**

(₹ In Lacs)

		As at 30.06.2013	As at 30.06.2012
13	**NON-CURRENT INVESTMENTS**		
	Trade Investments		
	In related Party		
	Usher Infra Logic Limited	**11.28**	11.28
	(11,275 (PY 11275) Equity Shares of ₹ 10 each fully paid up)	**-**	-
	TOTAL	**11.28**	11.28
14	**LONG-TERM LOANS AND ADVANCES**		
	(Unsecured, Considered Good)		
	Security Deposits	**112.50**	88.66
	TOTAL	**112.50**	88.66
15	**OTHER NON CURRENT ASSETS**		
	Upfront Fee(Unamortised)	**292.03**	358.14
	TOTAL	**292.03**	358.14
16	**INVENTORIES**		
	(As valued and certified by the Management)		
	Raw Materials & work in process	**29,647.22**	22,416.22
	Fuel	**362.04**	-
	Stores, spares and consumables	**19.86**	-
	Finished goods	**11,270.68**	9,334.16
	TOTAL	**41,299.80**	31,750.38
17	**TRADE RECEIVABLES**		
	(Unsecured, Considered Good)		
	Trade receivables (outstanding for a period less than six months)	**23,349.64**	20,624.60
	Trade receivables (outstanding for a period exceeding six months)	**1,112.34**	87.39
	TOTAL	**24,461.98**	20,711.98
18	**CASH & BANK BALANCE**		
	Cash & Cash Equivalents		
	Cash on hand	**49.23**	55.87
	Balance with Bank		
	Balance with Scheduled Banks - In Current Accounts	**2,407.63**	3,467.83
	Balance with Scheduled Banks - In EEFC Accounts	**-**	1.53
	Other Bank Balance		
	Fixed Deposits (includes held as margin money/guarantee given)	**904.05**	1,846.58
	Eamarked Balance - In Dividend Accounts	**10.68**	10.68
	TOTAL	**3,371.59**	5,382.49

(₹ In Lacs)

	PARTICULARS	As at 30.06.2013	As at 30.06.2012
19	**SHORT-TERM LOANS AND ADVANCES**		
	(Unsecured, Considered Good)		
	Business advances to related parties		
	Usher Eco Power Ltd.*	**35.58**	493.37
	Narayani Nivesh Nigam Pvt Ltd.	**42.30**	40.74
	Vedika Finance Pvt Ltd	**14.92**	1.12
	Usher Capitals Ltd	**2.39**	2.25
	Usher World wide FZE,UAE	**-**	9.53
	(* due to difference in the balance sheet date of the subsidiaries and holding companies)		
	Other loans and advances		
	Unutilised Banked Power	**35.69**	-
	Advance Recoverable in Cash	**109.36**	62.39
	Adance for Expenses	**1.03**	0.54
	Advance to Staff	**92.50**	34.99
	TOTAL	**333.77**	644.94
20	**OTHER CURRENT ASSETS**		
	Pre Paid Expenses	**39.79**	8.54
	Accrued Interest on FDR		
	Balance with Revenue Authorities	**143.13**	264.15
	Pre IPO Expenses	**170.53**	165.08
	Upfront Fees (Unamortised)	**66.11**	66.11
	Capital Advances	**1,614.31**	735.80
	Advance to Suppliers	**1,250.08**	781.19
	Others advances	**269.51**	5.00
	TOTAL	**3,553.46**	2,025.86

NOTES FORMING PART OF PROFIT & LOSS A/C FOR THE YEAR ENDED 30.06.2013

(Amount in ₹)

	PARTICULARS	Year Ended 30.06.2013	Year Ended 30.06.2012
21	**INCOME FROM OPERATIONS**		
	Sale of Products-Domestic	**84,178.06**	71,782.73
	Sale of Products-Exports	**11,454.93**	9,345.38
	Other Operting Income	**170.10**	-
	TOTAL	**95,803.09**	81,128.12
22	**OTHER INCOME**		
	Interest Income	**164.51**	144.98
	Other Non-operating Income	**60.82**	52.28
	TOTAL	**225.33**	197.26
23	**COST OF MATERIALS CONSUMED**		
	Raw Materials consumed	**79,733.79**	68,670.98
	Cost of Electricity Purchased	**66.86**	-
	TOTAL	**79,800.65**	68,670.98
24	**CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE**		
	Opening Stock of Finished Goods	**9,292.55**	7,440.10
	Less: Closing Stock of Finished Goods	**11,095.65**	9,292.55
	TOTAL	**(1,803.10)**	(1,852.45)
25	**EMPLOYEE BENEFITS EXPENSE**		
	Salaries and incentives	**1,024.02**	817.92
	Contributions to -	**-**	
	- Provident fund	**22.70**	17.72
	Gratuity fund contributions	**4.06**	(3.61)
	Contrbution to Staff Insurance premium	**0.19**	1.54
	ESIC	**2.61**	3.23
	Staff welfare expenses	**30.10**	20.38
	TOTAL	**1,083.68**	857.17
26	**FINANCE COSTS**		
	Bank Charges	**217.19**	255.07
	Bank Interest	**4,975.24**	3,648.05
	Other Interest	**31.33**	1.52
	TOTAL	**5,223.76**	3,904.64

(₹ In Lacs)

PARTICULARS	As at 30.06.2013	As at 30.06.2012
27 DEPRECIATION AND AMORTIZATION EXPENSE		
Depreciation	**1,501.79**	1,464.96
Depreciation-UEPL	**144.30**	0.74
TOTAL	**1,646.09**	1,465.70
28 OTHER EXPENSES		
Power & Fuel	**567.44**	772.58
Freight & Cartage	**180.78**	177.21
Export Freight including Expenses	**1,282.14**	720.32
Stores & Spares Consumed	**76.48**	31.54
Travelling & Conveyance	**76.72**	51.03
Printing & Stationery	**19.91**	18.39
Directors Remuneration and Managerial Commission	**131.75**	119.21
Provision for CSR Activity	**27.61**	25.75
Provision for Mark to Market(MTM) on Derivative Contract	**86.22**	-
Director's Sitting Fee	**6.28**	5.78
Postage ,Courier & Telephone	**20.72**	16.18
Insurance	**29.22**	20.71
Rent	**23.44**	16.24
Warehousing Charges	**392.60**	330.13
Repairs & Maintenance - Plant & Machinery	**173.51**	51.37
Repairs & Maintenance - Building	**6.23**	0.83
Running & Maintenance - Vehicle	**43.30**	31.31
Repairs & Maintenance - Others	**1.09**	5.78
Subscriptions & Membership	**8.13**	3.37
Legal & Professional Fees	**64.34**	32.28
Loss/(Gain) on Foreign Exchange Fluctuation	**145.84**	18.79
Office & Misc Expenses	**70.23**	39.60
Commercial General Trading License SAIF Zone	**2.15**	
Quality Control Expenses	**13.06**	5.44
Rebate & Discount	**49.71**	65.01
Loss on Sales of Car	**3.24**	2.50
Filing fees /R.O.C fee	**5.28**	4.43
Handling Charges	**21.85**	11.33
Loading & Unloading charges	**13.86**	
Brokerage & Commission	**164.35**	148.41
Advertisement & Business Promotion	**42.11**	25.04
Audit fees	**6.12**	5.62
CDM Registration expenses	**12.59**	
Equipment Hire Charges	**15.18**	
Other Expenses	**-**	14.36
TOTAL	**3,783.48**	2,770.56

29 Earning Per Share (EPS)

(₹ In Lacs)

(₹ In Lacs except EPS face value and nos. of shares)

Particulars		2012-13	2011-12
i)	Net Profit after tax as per profit and loss account	**4,187.11**	4,223.65
ii)	Net Profit attributable to equity share holders	**4,187.11**	4,223.65
iii)	Net Profit before exceptional item	**4,187.11**	4,223.65
iv)	Weighted Average number of equity shares used as denominator for calculation of Basic EPS	**38,059,039**	38,059,039
v)	Weighted Average number of equity shares used as denominator for calculation of Diluted EPS*	**38,059,039**	38,059,039
vi)	Basic and Diluted EPS - Basic	**11.00**	11.10
	- Diluted	**11.00**	11.10
vii)	Face Values per equity share	**10.00**	10.00

30 Capital Work in Progess

(₹ In Lacs)

Particulars	2012-13	2011-12
Capital Work in Progess		
Usher Agro Limited		
Civil work of Construction & Land Development	**6,256.87**	1,640.02
Plant & Machinery under Installation	**5,758.56**	1,908.16
Preoperative Expenses related to assets under construction	**2,051.57**	845.82
Usher Eco Power Limited		
Design Engineering & Consultancy	**-**	60.68
Civil Works, Building & Plant & Machinery	**-**	6,804.06
Furniture & Fixtures CWIP	**-**	4.80
Pre Operative Expenses for 18MW	**14.63**	4.41
Pre Operative Expenses for 16MW	**-**	2,018.32
Total	**14,081.63**	13,286.28

31 Benefits to Employees :

As per Accounting Standard 15 "Employee Benefits", the disclosures of Employee benefits as defined in the Accounting Standard are given below :

(i) Defined Contribution Plan

Contribution to Defined Contribution Plan, recognized as expenses for the year are as under :

(₹ In Lacs)

Particulars	30.06.2013	30.06.2012
Employer's contribution to Provident Fund, ESIC and Group Insurance	**30.11**	23.66

(ii) Changes in the present value of the deferred benefit obligation are as follows: (₹ In Lacs)

Particulars	30.06.2013	30.06.2012
Opening defined benefit obligation	**20.03**	22.07
Interest cost	**1.60**	1.77
Current service cost	**11.87**	9.79
Past Service cost(Non Vested Benefits)	**-**	-
Past Service cost (Vested Benefits)	**-**	-
Benefit paid	**-**	-
Actuarial (gain)/losses on obligation	**(8.35)**	(13.59)
Closing defined benefit obligation	**25.16**	20.03

(iii) Changes in the fair value of plan assets are as follows: **(₹ In Lacs)**

Particulars	30.06.2013	30.06.2012
Opening fair value of plan assets	**8.11**	2.62
Adjusted in opening balance	**-**	(0.17)
Expected return	**0.77**	0.45
Contributions by employer	**-**	5.17
Benefits paid	**-**	-
Actuarial gains / (losses)	**(0.12)**	0.04
Closing fair value of plan assets	**8.75**	8.11

(iv) Fair value of plan assets: **(₹ In Lacs)**

Particulars	30.06.2013	30.06.2012
Fair value of plan assets at the beginning of period	**8.11**	0.03
Adjusted in opening balance	**-**	(0.17)
Actual Return of plan assets	**0.65**	0.49
Contributions	**-**	5.17
Benefits paid	**-**	-
Fair value of the plan assets at the end of period	**8.76**	8.11
Funded status (including unrecognized past service cost)	**(16.40)**	(11.93)
Excess of actual over estimated return on plan assets	**(0.12)**	0.04

(v) Experience History **(₹ In Lacs)**

Particulars	30.06.2013	30.06.2012
(Gain)/Loss on obligation due to change in Assumption	**(3.72)**	(6.55)
Experience (Gain)/ Loss on obligation	**(4.63)**	(7.05)
Actuarial Gain/(Loss) on plan assets	**(0.12)**	0.04

(vi) Actuarial gain/(loss) recognized **(₹ In Lacs)**

Particulars	30.06.2013	30.06.2012
Actuarial gain/(loss) for the period – obligation	**8.35**	13.59
Actuarial gain/(loss) for the period – plan assets	**(0.12)**	0.04
Total gain/(loss) for the period	**8.22**	13.63
Actuarial gain/(loss) recognized for the period	**8.22**	13.63

(vii) Past Service cost recognised **(₹ In Lacs)**

Particulars	30.06.2013	30.06.2012
Past service Cost – (non vested benefits)	**-**	-
Past Service Cost – (vested benefits)	**-**	-
Average remaining future service till vesting of the benefit	**-**	-
Recognized Past service Cost – (non vested benefits)	**-**	-
Recognized Past Service Cost – (vested benefits)	**-**	-
Unrecognized Past Service Cost – non vested benefits	**-**	-

(viii) The amount recognised in the Balance Sheet **(₹ In Lacs)**

Particulars	30.06.2013	30.06.2012
Present value of obligation at the end of the year	**25.16**	20.03
Fair value of plan assets at the end of the year	**8.76**	8.11
Funded status	**(16.40)**	(11.93)
Excess of actual or estimated	**-**	-
Unrecognized actuarial gains / (loss)	**-**	-
Unrecognized Past Service cost Non Vested Benefit	**-**	-
Net assets/(liabilities) recognized in the Balance Sheet	**(16.40)**	(11.93)

(ix) Expenses recognized in the Profit & Loss account **(₹ In Lacs)**

Particulars	30.06.2013	30.06.2012
Current service cost	**11.87**	9.79
Interest cost on benefit obligation	**1.60**	1.77
Expected return on plan assets	**(0.77)**	(0.09)
Net actuarial(gain) / loss recognised in the year	**(8.22)**	(1.25)
Past service cost- Non Vested Benefits	**-**	-
Past Service cost -Vested Benefits	**-**	-
Expenses recognized in the Profit & Loss A/c	**4.48**	10.21

Balance sheet

(x) Details of Provision for gratuity **(₹ In Lacs)**

Particulars	30.06.2013	30.06.2012
Net liability at the beginning of the year	**11.93**	19.46
Adjusted in opening balance	**-**	0.17
Expenses recognized during the year	**4.48**	10.21
Contribution paid during the year	**-**	(5.17)
Net liability at the end of the year	**16.40**	24.67

32 Segment Information

Business Segments :

The Company is operating in three different business segments i.e. food processing, Bio-mass power generation and logistic. However, considering the size and volume of operations, there are only two reporting segments, i.e. Food Processing and Bio Mass Power Generation (except the captive powwer plant in the parent company) as Business Segments as described in the Accounting Standard (AS) 17 as Segment Reporting, issued by the Institute of Chartered Accountants of India (ICAI). The Required Disclosures are as follows:

Information about Primary Segments **(₹ In Lacs)**

Particulars	**Food Processing**	**Power Generation**	Food Processing	Power Generation
	For the year ended 30th June, 2013	**For the year ended 30th June, 2013**	For the year ended 30th June, 2012	For the year ended 30th June, 2012
External revenue	**94,692.16**	**1,110.93**	81,128.11	-
Inter segment revenue	**238.82**	**334.10**	41.61	-
Other operating revenue	**-**	**-**	-	-
Other income	**223.15**	**2.18**	197.26	1.24
Segment revenue	**95,154.13**	**1,447.21**	81,366.98	1.24
Segment results after tax	**4,536.08**	**(485.65)**	4,233.29	(13.85)
Segment Assets	**103,624.25**	**13,065.68**	81,863.32	10,489.26
Segment Liablities	**71,931.28**	**11,194.70**	54,706.43	8,132.62
Capital Expenditure	**9,772.79**	**1,573.80**	3,846.21	6,087.87
Segment Depreciation	**1,501.79**	**144.30**	1,464.96	0.74

Geographical Segments :

The Company is carrying on its operational activities in the domestic market i.e. India as well as in overseas market i.e. an export hence geographical segment i.e domestic and overseas has identified as secondary segment and the details of segment results as per AS 17 issued by ICAI are as under :-

Information about Secondary Segments **(₹ in Lacs)**

Particulars	For the year ended 30th June, 2013	For the year ended 30th June, 2012
Revenue By Geographical Market		
India	**84,348.17**	71,782.73
Outside India	**11,454.93**	9,345.38
Total	**95,803.09**	81,128.11
Addition To Fixed Assets And Intangible Assets (Include Capital work in progress)		
India	**11,346.59**	9,934.08
Outside India	**-**	-
Total	**11,346.59**	9,934.08
Carrying Amount Of Fixed Assets		
India	**38,879.13**	29,177.28
Outside India	**-**	-
Total	**38,879.13**	29,177.28

Notes:-
The geographical segments considered for disclosure are as follows :
Sales within India includes Sales to Customers located within India
Sales Out side India includes Sales to customers located outside India including merchant exporters.
The carrying amount of segment fixed assets in India and Outside India is based on geographical location of the respective assets.

33 Auditors Remuneration is as under: **(₹ in Lacs)**

Particulars	2012-13	2011-2012
Audit Fees	**7.50**	6.50
For Other Services	**2.95**	12.86
Tax Audit Fees	**2.50**	1.50
Service Tax	**1.60**	0.99
Total	**14.55**	21.85

34 Expenditure/Revenue in Foreign Currency

Earnings in foreign currency (Cash/Accrual basis)

Export Sales on FOB Basis* **₹ 7982.83 Lac**

(P.Y. ₹ 4,331.17 lacs)

(₹ In lacs)

Expenditure in foreign currency (Cash/Accrual basis)	2012-13	2011-2012
Interest on Buyers Credit	**4.47**	11.48
Foreign LC Charges	**40.49**	1.59
Professional Fee	**0.77**	14.28
Travelling Expenses	**2.41**	3.82
Finance Cost	**745.42**	484.28
CDM Registration Expenses	**8.95**	-
Commission	**51.01**	20.00
	853.52	535.45
* Export sales exclude sales to merchant exporter		
Value of imports calculated on CIF basis		
Capital goods		₹ 27.22 lacs
		(P.Y. Nil)

35 Net dividend remitted in foreign currency

(All are in ₹ In Lacs except nos.)

	2012-2013	2011-12
Number of Non-resident shareholders	**95**	88
Number of Equity Shares held by them	**5,068,970**	5,132,334
Amount of dividend paid (Gross), TDS ₹ Nil (P.Y.Nil)	**76.03**	76.99
Year to which dividend relates	**2011-12**	2010-11

36 Provisions and Contingencies

₹ In Lacs

Contingent Liabilities not provided for	2012-2013	2011-2012
Letter of Credit issued by the Bankers of the Company in favour of suppliers (Fixed deposits in the form of margin money including interest thereon of ₹ 228.85 Lacs (P.Y. ₹ 1130.24 Lacs) have been kept with respective bankers for the said letter of credit)	**1,961.61**	1,924.56
Letter of Credit issued by the Bankers of the Company for import of capital goods*. (Fixed deposits in the form of margin money including interest thereon of ₹ Nil Lacs (P.Y. ₹ Nil) have been kept with respective bankers for the said letter of credit) * Converted on the foreign exchange conversion rate prevailing on the date of Balance Sheet.	**1,188.78**	Nil
Bank guarantees issued by the bankers of the Company for EPCG License (Fixed deposits of ₹ 25.25 Lacs (P.Y. ₹ 25.25 Lacs) have been kept with respective Banks for the said bank guarantees)	**25.25**	25.25
VAT & CST Liability in respect of A.Y. 2008-09 for which company is planning to file the appeal with the appropriate authority	**29.17**	-
Entry Tax Liability in respect of A.Y. 2008-09 for which company has gone into the appeal with the appropriate authority	**4.26**	4.26
VAT & CST Liability in respect of A.Y. 2009-10 for which the company has made application for rectification of order U/s 31 of UP VAT Acts. 2008, and the company has also gone in to the appeal with the appropriate authority	**239.54**	239.54
VAT Liability in respect of A.Y. 2009-10 for which company is planning to filr the appeal with the appropriate authority	**0.21**	-
VAT & CST Liability in respect of A.Y. 2010-11 for which company has gone into the appeal with the appropriate authority	**201.87**	
Sales Tax Liability in respect of A.Y. 2011-12. The demand order issued by Dy Commissioner (Commercial Tax), Mathura has been cancelled by Addl. Commissioner (Commercial Tax), Mathura UP vide Order dated 13/12/2012 for reassessment.	**-**	16.80
VAT Liability in respect of A.Y. 2012-13 for which company has gone into the appeal with the appropriate authority	**2.15**	-
Stamp Duty Liability persuant to letter by Stamp Authority, Mathura, dt 13.02.2012, dt 22.02.2012 & dt 09.12.2011 (The management has taken expert legal opinion on the said stamp duty matter and based on that opinion, the total liability in the subject matter may not exceed to ₹ 12.00 lacs and the matter has already been taken up with the appropriate authorities.)	**452.00**	452.00

37 Derivative Instruments and Unhedged Foreign Currency Exposure

Derivative Instruments:

The Company uses commodities / forward contracts to hedge its risk associated with fluctuation in prices of food grain / commodities.

The company does not use forward contract for speculative purposes.

In the forward contract entered by the Company, where the counter party is a recognised commodities exchange. The hedging / forward contracts mature generally between one to six months. The company considers the risk of non-performance by the counter party as negligible.

Outstanding short term commodities forward contracts entered into by the Company at the year end are ₹ Nil .(P.Y.Nil)

Particulars of Outstanding Interest rate swaps to hedge against fluctuations in interest rate change as at the Balance Sheet date

As at	No. of Contract	Amount (In USD)	Amount (₹ In Lacs)
6/30/2013	4	19,135,155.50	16,677.05
6/30/2012	1	5,370,569.28	3,024.11

(b) Pursuant to the clarification issued by the Institute of Chartered Accountants of India on March 29, 2008 on accounting of derivatives, the Company has made provision for mark to market losses as on March 31, 2013 towards the interest rate swap contract entered amounting ₹ 8628.87 thousands (March 31, 2012- Nil) and debited the same to Statement of Profit and Loss.

Particulars of Unhedged foreign currency exposure as at the Balance Sheet date

Particulars	Amount
Buyers Credit for Capital Goods	Nil {P.Y ₹ 547.31 Lacs, (USD 971,967.60)}
Creditors for Capital Goods	Nil {P.Y ₹ 499.43 Lacs, (USD 1,00,000), (JPY 6,25,00,000)}
Foreign Currency Loan	₹ 11635.03 Lacs, (USD 19599189.36) {P.Y ₹ 3024.11 Lacs, (USD 53,70,569.28)}
EEFC Account	Nil {P.Y. ₹ 1.53 Lacs, (USD 2,741.36) }
Foreign Debtors	₹ 442.69 Lacs, (USD 7,41,897.77) {(P.Y. ₹ 1070.48 Lacs (USD 19,01,089.06)}
Interest Accrued but Not Due on ECB	₹ 129.87 Lacs, (USD 2,22,390.5) {(P.Y. ₹ 14.82 Lacs (USD 26,325)}
Advance from Customers	₹ 4.48 Lacs, (USD 7500) Nil
Advance for Import of Capital Goods	Nil {(P.Y. ₹ 3.39 Lacs (USD 6,000)}
Advance for Expenses	₹ 10.22 Lacs, (AED 63,090) {P.Y. ₹ 9.53, (AED 63,090)}
* Converted at the foreign exchange conversion rate prevailing on the date of Balance Sheet.	

38 Leases

In case of assets taken on lease

Finance Lease :

There are no finance lease transactions in the reporting period hence no disclosure is required to be made under AS 19 – Accounting for Lease, issued by the ICAI

Operating Lease :

(i) Office premises, godowns and warehouses are obtained on operating lease basis during the financial year in relation of business. The lease terms are normally for 11 months and renewable at the option of the Company. There are no restrictions imposed in lease arrangements. There are no subleases.

(₹ in Lacs)

	2012-13	2011-12
Debited to Statement of Profit & Loss Account	**411.74**	346.37
Debited to Pre Operative Expenses under Capital Work in Progress	**2.89**	-
Minimum Lease Payments :	**83.15**	84.08
Not later than one year	**7.85**	-
Later than one year but not later than five years	**-**	-
Later than five years		

(ii) The Company has given office premises on operating lease basis for a period of less than one year.

(₹ in Lacs)

	Operating Lease	
	2012-13	2011-12
Lease payments for the year	**9.79**	1.20
Minimum Lease Payments :		
Not later than one year	**2.50**	1.00
Later than one year but not later than five years	**0.45**	-
Later than five years	**-**	-

39 Related Parties

List of related parties	
Names of other related parties with whom transactions have taken place during the year	
1) Key Management Personnel	Dr. V. K. Chaturvedi (Managing Director) Mr. Manoj Pathak (Whole Time Director)
2) Relatives of key management personnel	Mrs. Samta Chaturvedi, (wife of Managing Director Dr. V. K. Chaturvedi)
	Mrs. Shimla pathak, (Wife of Whole Time Director Mr. Manoj Pathak)
	Shreyash Chaturvedi (son of Managing Director Dr. V. K. Chaturvedi)
3) Enterprises owned or significantly influenced by key management personnel or their relatives(With whom transactions have taken plance during the year)	Usher Capitals Limited. Vedika Finance Pvt. Limited Usher Oils & Foods Limited. Usher Infra Logic Limited. Narayani Nivesh Nigam Private Limited.

(₹ In Lacs)

Particulars	Key Management Personnel (Managing Director, Whole time director, manager and other managerial personnel)		Relatives of Key Management Personnel (Spouse, son, daughter, brother, sister, father, mother who may influence or be influenced by such personnel in his dealings with the Company)		Enterprises owned or significantly influenced by key management personnel or their relatives		Total	
	2013	2012	**2013**	2012	**2013**	2012	**2013**	2012
Employee Benefits for Key Management Personnel								
Mr. V. K. Chaturvedi	**104.20**	80.54					**104.20**	80.54
Mr. Manoj Pathak	**59.23**	53.88					**59.23**	53.88
Share alloted to related party								
Narayani Nivesh Nigam Pvt. Ltd.						51.00	**-**	51.00
Usher Capitals Ltd.						51.00	**-**	51.00
Loan/Business Advances Taken/repaid by								
Usher Oils & Foods Ltd.					**-**	512.05	**-**	512.05
Narayani Nivesh Nigam Pvt. Ltd.					**50.00**		**50.00**	-
Usher Infra Logic Ltd.					**675.46**	895.78	**675.46**	895.78
Loan/Business Advances Given/repaid to								
Narayani Nivesh Nigam Pvt. Ltd.					**53.50**	40.74	**53.50**	40.74
Usher Oils & Foods Ltd.					**67.05**	408.65	**67.05**	408.65
Vedika Finance Private Ltd.					**13.80**	1.12	**13.80**	1.12
Usher Infra Logic Ltd.					**543.13**	881.54	**543.13**	881.54
Sale of Car								
Mr. V. K. Chaturvedi		21.92					**-**	21.92
Shreyash Chaturvedi				5.62			**-**	5.62
Rent Income (Truck/office)								
Usher Infra Logic Ltd.					**22.18**	0.60	**22.18**	0.60
Usher Oils & Foods Ltd.					**134.52**	-	**134.52**	-
Proceeds of Rental Income								
Usher Oils & Foods Ltd.					**96.31**		**96.31**	-
Usher Infra Logic Ltd.					**2.00**	1.94	**2.00**	1.94
Rent Expenses (Trucks/Office)								
Usher Infra Logic Ltd.					**166.18**	88.56	**166.18**	88.56
Narayani Nivesh Nigam Pvt. Ltd.					**7.11**	6.85	**7.11**	6.85
Mrs. Shimla Pathak			**3.00**			-	**3.00**	-
Usher Oils & Foods Ltd.					**4.80**	4.80	**4.80**	4.80
Payment of Rent (Truck/ Office)								
Usher Infra Logic Ltd.					**154.96**	88.56	**154.96**	88.56
Mrs. Shimla Pathak			**0.35**			-	**0.35**	-
Narayani Nivesh Nigam Pvt. Ltd.						7.47	**-**	7.47
Usher Oils & Foods Ltd.						9.12	**-**	9.12

Expenses Incurred by related party on our Behalf								
Narayani Nivesh Nigam Pvt. Ltd.					**2.25**	6.12	**2.25**	6.12
Reimbursement of expenses to related party								
Narayani Nivesh Nigam Pvt. Ltd.					**4.97**	2.05	**4.97**	2.05
Expenses Incurred for related party								
Usher Infra Logic Ltd.					**16.61**	3.48	**16.61**	3.48
Usher Oils & Foods Ltd.					**11.19**	17.39	**11.19**	17.39
Usher Capitals Ltd.					**0.13**	2.45	**0.13**	2.45
Reimburse by the related party								
Usher Oils & Foods Ltd.					**15.75**	17.35	**15.75**	17.35
Usher Infra Logic Ltd.						3.48	**-**	3.48
Usher Capitals Ltd.						0.10	**-**	0.10
Investments (including Share Application Money)								
Usher Infra Logic Ltd.						1.13	**-**	1.13
Shares alloted by related party								
Usher Infra Logic Ltd.						11.28	**-**	11.28
Sale of Investments								
Vinod Kumar Chaturvedi		16.50					**-**	16.50
Narayani Nivesh Nigam Pvt. Ltd.						40.00	**-**	40.00
Vedika Finance Private Ltd.						36.00	**-**	36.00
Proceeds from Sales								
Vinod Kumar Chaturvedi		16.50					**-**	16.50
Narayani Nivesh Nigam Pvt. Ltd.						40.00	**-**	40.00
Vedika Finance Private Ltd.						36.00	**-**	36.00
Balances Outstanding at the year end, Debit/(credit)*								
Mr. V. K. Chaturvedi	**(4.47)**	(43.43)					**(4.47)**	(43.43)
Mr. Manoj Pathak	**(1.68)**	(57.81)					**(1.68)**	(57.81)
Mrs. Shimla Pathak	-	-	**(2.65)**				**(2.65)**	-
Vedika Finance Private Ltd.					**14.92**	1.12	**14.92**	1.12
Usher Infra Logic Ltd.					**-**	(14.24)	**-**	(14.24)
Narayani Nivesh Nigam Pvt. Ltd.					**42.30**	40.74	**42.30**	40.74
Usher Capitals Ltd.					**2.39**	2.25	**2.39**	2.25
Usher Oils & Foods Ltd.					**(2.09)**	(103.40)	**(2.09)**	(103.40)
***Excluding investment in shares and application money**								

40 Impairment of assets

As on the Balance Sheet date the carrying amounts of the assets net of accumulated depreciation is not less than the recoverable amount of those assets. Hence, in the opinion of the management, there is no provision for impairment loss on the assets of the Company is required to be made under Accounting Standard-28 (Impairment of Assets) issued by the ICAI.

41 Raw Material Consumed

₹ In Lacs

Particulars	2012-13	2011-12
Paddy & Dehusked Raw Rice	**70,112.63**	61,202.38
Wheat	**8,220.30**	7,109.49
Packing Material	**544.61**	400.73
Bajra	**98.00**	-
Barley	**76.58**	-
Baggasse	**66.95**	
Husk	**684.86**	58.27
Total	**79,803.93**	68,770.86

42 Purchase of Raw Material

₹ In Lacs

Particulars	2012-13	2011-12
Paddy & Dehusked Raw Rice	**74,490.30**	68,553.27
Wheat	**11,305.58**	6,798.53
Bajra	**98.00**	-
Baggasse	**200.86**	-
Outer cover of gram	**0.79**	-
Outer cover of Paddy	**870.94**	-
Barley	**76.58**	-
Packing Material	**490.59**	553.05
Total	**87,533.64**	75,904.85

43 Value of Sales, Closing and Opening Inventory

₹ In Lacs

Particulars	2012-13	2011-12
Opening Stock of Finished Goods and By products		
Rice	**6,634.08**	7,142.70
Wheat Products	**165.30**	143.93
Husk	**743.68**	23.19
Bran	**1,749.49**	130.28
Total	**9,292.55**	7,440.10
Sales		
Rice	**77,342.64**	71,211.26
Wheat Product	**10,642.85**	8,690.02
Bajra	**130.06**	-
Bran	**4,965.08**	1,063.58
Husk	**1,683.16**	204.87
Electricity	**1,039.30**	-
Total	**95,803.09**	81,169.73
Closing Stocks		
Finished Rice	**10,096.24**	6,634.08
Wheat Product	**234.05**	165.30
Husk	**470.97**	743.67
Barley	**76.58**	-
Bran	**217.80**	1,749.49
Total	**11,095.65**	9,292.54

44 Capital Commitments **₹ In Lacs**

Particulars	2012-13	2011-12
Estimated amount of contracts remaining to be executed on capital account and not provided for.	**4,814.71**	371.68
Total	**4,814.71**	371.68

45 Provision for Taxation

Provision for current tax has been made as per provisions of the Income Tax Act, 1961, after considering deduction/ exemptions, if any, available to the Company under the said Act. Further the provision for current tax has been made upto 31st March, 2013, financial year ending as per the said Act.

46 The Balances of Debtors, Creditors, Loans & Advances and other parties are subject to confirmation and reconciliation, if any.

47 In the opinion of the Board the Assets (other than fixed assets & non current investments) are approximately of the value stated if realized in the ordinary course of business and the provisions of all known liabilities are adequate.

48 Foreign Exchange Fluctuation

The Company has opted for accounting the exchange differences arising on reporting of long term foreign currency monetary items in line with Companies (Accounting Standard) Amendment Rules 2009 relating to Accounting Standard 11(AS-11) notified by Government of India on 31st March, 2009. Accordingly the effect of exchange differences on foreign currency loans of the company is accounted by addition or deduction to the cost of the assets so far it relates to the depreciable capital assets. The total amount of foreign exchange fluctuation profit/ (Loss) of ₹ (1273.76) Lacs (P.Y. (1267.56) lacs) has been reduced/added from CWIP/pre operative expenses account.

49 Figures for the previous year have been regrouped/reclassified/rearranged wherever necessary to make them comparable to those for the current year. Figures in bracket indicate previous year's figures.

50 Usher Eco Power Ltd. (UEPL) proposes to raise finance through an Initial Public Offering (IPO) to fund its proposed 18MW husk based Co-generation power plant in Chhata, District: Mathura,U.P. The Company had filed the Draft Red Herring Prospectus (DRHP) with Securities and Exchange Board of India (SEBI) and approval for the same is received on September 25, 2012. Further the Company has received in – principal approval from Bombay Stock Exchange and National Stock Exchange to list the equity shares. The Company is in process of filing Red Herring Prospectus (RHP).

UEPL has incurred expenses aggregating ₹ 17,053.43 thousands (₹ 16,507.55 thousands) from the financial year 2008-09 till year ended March 31, 2013 (P.Y. ended 31.03.2012) in connection with its Initial Public Offering (IPO) including ₹ 7,095.14 thousands incurred for earlier IPO, that was deferred. The Company proposes to adjust the above Pre IPO expenses with the Securities Premium amount to be received against the shares to be issued as promulgated under Section 78 of the Companies Act, 1956. Hence, till such time, the amount has been included under Other Non Current Assets.

51 Information relating to Micro and Small Enterprises under the Micro, Small and Medium Enterprises Development Act, 2006 have been determined based on the information available with the Company and the required disclosures are given below.

Particulars	As at March 31, 2013	As at March 31, 2012
Principal amount due to suppliers under MSMED Act,2006	**6.19**	2.15
Interest accrued, due to suppliers under MSMED Act on the above amount, and unpaid	**0.10**	-
Payment made to suppliers(other than Section 16) beyond the appointed day/ due date	**3.60**	-
Interest paid to suppliers under MSMED Act(Section No.16)	**-**	-
Interest due and payble towards suppliers under MSMED Act for payments already made.	**0.39**	-
Interest accrued and remaining unpaid at the end of the year to suppliers under MSMED Act	**0.49**	-
Amount of further interest remaining due and payble in succeeding years	**0.32**	0.06

52 The Company proposes to raise finance through an Initial Public Offering (IPO) or Private Equity Placement to fund its proposed 18MW husk based Co-generation power plant in Chhata, District: Mathura,U.P. The Company had filed the Draft Red Herring Prospectus (DRHP) with Securities and Exchange Board of India (SEBI) and approval for the same is received on September 25, 2012. Further the Company has received in – principle approval from Bombay Stock Exchange and National Stock Exchange to list the equity shares. The Company is in the process of filing Red Herring Prospectus (RHP).

The Company has incurred expenses aggregating ₹ 17,053.43 thousands (₹ 16,507.55 thousands) from the financial year 2008-09 till year ended March 31, 2013 (P.Y. ended 31.03.2012) in connection with its Initial Public Offering (IPO) including ₹ 7,095.14 thousands incurred for earlier IPO, that was deferred. The Company proposes to adjust the above Pre IPO expenses with the Securities Premium amount to be received against the shares to be issued as promulgated under Section 78 of the Companies Act, 1956. Hence, till such time, the amount has been included under Other Current Assets.

As per our report of even date
For PAREKH SHAH & LODHA
Chartered Accountants
Firm Registration No. 107487W

FOR AND ON BEHALF OF BOARD OF USHER AGRO LIMITED

Ashutosh Dwivedi
Partner
Membership No. 410227

Sarika S. Singh
Company Secretary

Vinod Kumar Chaturvedi
Managing Director

Manoj Pathak
Wholetime Director

Date : 29th August, 2013
Place : Mumbai

STATEMENT PERSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956

Relating to subsidiary Company ₹ In Lacs except as stated

Sr. No.	Particulars	M/s Usher Eco Power Ltd	M/s Usher World Wide ,FZE,UAE
1	**Financial Year of Subsidiary Company ended on**	**31/03/2013**	31/03/2013
2	**Shares of subsidiary Company held on above date and extent of holding**		
	a) Equity Shares	**16,913,731**	150,000
	b)Extent of Holding	**69.49%**	100.00%
3	**The net aggregate amount of Subsidiary profit/(loss) so far as it is concerned with the members of the Usher Agro Limited**		
	i. Not dealt with in the holding company's accounts		
	a) For the financial year of the subsidiary	**(217.44)**	(8.96)
	b) Since it became the holding company's subsidiary	**Nil**	Nil
	ii. Dealt with in the holding company's accounts		
	a) For the financial year of the subsidiary	**Nil**	Nil
	b) Since it became the holding company's subsidiary	**Nil**	Nil
4	**Material Changes, if any between the end of the financial of the subsidiary company and that of the Holding Comapany**		
	i) Increase in Fixed Assets by Usher Eco Power Ltd :		
	Additions in Capital Work In Progress	**(8,877.65)**	-
5	**Additional information on Subsidiary Company**		
	Share Capital including Share Application Money	**2,434.05**	-
	Reserve and Surplus (net of debit balance of Profit & Loss Account)	**(563.06)**	(8.96)
	Total Assets (Fixed Assets plus Current Assets)	**13,065.68**	22.76
	Total Liability (Debts plus Current Liabilities & Provisions)	**11,194.69**	9.84
	Details of Investment (net of investment in Subsidiary Company)	**Nil**	Nil
	Turnover	**1,445.02**	-
	Profit/(Loss) Before Taxation	**(217.44)**	8.96
	Provision For Taxation	**(268.20)**	Nil
	Profit/(Loss) After Tax	**(485.64)**	8.96
	Proposed Dividend (including Corp. Dividend Tax)	**Nil**	Nil

As per our report of even date
For PAREKH SHAH & LODHA
Chartered Accountants
Firm Registration No. 107487W

FOR AND ON BEHALF OF BOARD OF USHER AGRO LIMITED

Ashutosh Dwivedi
Partner
Membership No. 410227

Sarika S. Singh
Company Secretary

Vinod Kumar Chaturvedi
Managing Director

Manoj Pathak
Wholetime Director

Date : 29th August, 2013
Place : Mumbai

NOTES

NOTES

Regd. Office: 422, Laxmi Plaza, Laxmi Industrial Estate, New Link Road, Andheri (W), Mumbai- 400 053.

ATTENDANCE SLIP

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

I hereby record my presence at the 17th ANNUAL GENERAL MEETING of the Company at Nandkripa Banquet Hall, Four Bungalow Road, Main Market, Andheri (West), Mumbai-400 058, at 11.30 a.m. on Monday, the 23rd December, 2013.

Folio No.. /DP ID No.*.. & Client ID No. ....

* Applicable for members holding shares in electronic form.

....

Full name of Member/Proxy Signature

(In block capitals)

NOTE: Shareholder/Proxy holder desiring to attend the meeting should bring his copy of the Annual Report for reference at the meeting.

Regd. Office: 422, Laxmi Plaza, Laxmi Industrial Estate, New Link Road, Andheri (W), Mumbai- 400 053.

PROXY FORM

I/We..of.. in the district

of .... being a member of the above named Company, hereby appoint...............................

of...in the district of .... or failing him..

of.................................... in the district... as my/our Proxy to attend and vote for me/us and on

my/our behalf at the, 17th ANNUAL GENERAL MEETING of the Company, to be held on Monday, the 23rd December,

2013at 11.30 a.m. and at any adjournment thereof.

Signed this........................... Day of ....2013 Folio No....................... /DP ID No.*........................... & Client ID

* Applicable for members holding shares in electronic form

Affix
Revenue
Stamp

Signature------------------

No. of Shares

This form is to be used @ in favour/ @against the resolution. Unless otherwise instructed, the proxy will act as he thinks fit.

@ Strike out whichever is not desired.

NOTES: (i) The proxy form must be returned so as to reach the Registered Office of the Company 422, Laxmi Plaza, Laxmi Industrial Estate, New Link Road, Andheri (W), Mumbai- 400 053 not less than FORTY-EIGHT HOURS before the time for holding the aforesaid meeting. (ii) Those members who have multiple folios with different joint holders may use copies of this Attendance Slip/Proxy form.

USHER®
AGRO LIMITED

USHER®
AGRO LIMITED

Large Varieties of Excellent "Non Basmati & Basmati Rice"

USHER AGRO LIMITED

Registered Office:
422, Laxmi Plaza, Laxmi Industrial Estate,
New Link Road, Andheri (W), Mumbai 400
053
Phone: +91 22 39381100

Marketing Office:
405, Pearls best Heights-II,
Netaji Subhash Place, New Delhi-110034
Phone: 011-47043998, 32323998

Plant Location

Chhata
158, Gohari, Delhi- Agra Highway,
Chhata, Dist Mathura (Uttar Pradesh)

632-634, Dautana, Delhi Agra Highway,
Chhata, Dist: Mathura (Uttar Pradesh)

Mathura
239, Maholi, Krishna Nagar, Off
Delhi- Agra Highway, Mathura, Dist.
Mathura- 281 004 (Uttar Pradesh)

Buxar
Plot no. 1898, Chaubeji ki Chhavani,
Jalilpur Thana, Rajpur, Dist -Buxar (Bihar)