

ASSOCIATED CEREALS LIMITED

27, BENTINCK STREET, GROUND FLOOR, KOLKATA-700001

DIRECTORS REPORT TO THE SHARE HOLDERS

Your Directors have pleasure in presenting their report together with the audited account for the year ended on 31st March, 2011.

Working Results

The working results for the ended on 31st March, 2011 shows Net Loss of Rs. 237216.90/- (after income tax but before Provision for standard Assets).

Dividend

In the absence of suitable Profit, the Directors do not recommend any dividend for the year 2010-2011.

Auditors

M/s. Ashok Kumar Natwarlal & Co., Chartered Accountants, retires and is eligible for re-appointment.

Change in Management

Ultraplus Housing Estate Pvt Ltd has acquired 68,69,620 equity shares i.e 74.73% of the total equity Shares of the Company and as such your company become a subsidiary of Ultraplus Housing Estate Pvt Ltd

Directors

Consequent to above change in Management Sri Anant Bhagat and Sri Binod Chand Kankaria are appointed as Director of the company with effect from 20/01/2011.

Sri Laxmi Kant Tiwari, Sri Raj Kumar Agarwal and Sri Ajay Agarwal has resigned from Directorship with effect from 21/01/2011.

Directors' Responsibility Statement

As stipulated, your Directors affirm their commitment to the Directors' Responsibility Statement as below :

The directors state that in preparation of the Annual Accounts, your Company has followed the applicable accounting standards with proper explanations relating to material departures. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of your Company at the end of the financial year ended 31st March, 2011 and of the profit or loss for the year. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of your Company and for preventing and detecting frauds and other irregularities. The annual accounts of your Company have been prepared on a going concern basis.

ASSOCIATED CEREALS LIMITED

27, BENTINCK STREET, GROUND FLOOR, KOLKATA-700001

Auditors Report :

The observations made in the auditors report are self-explanatory and therefore do not call for any further comments under section 217(3) of the Companies Act, 1956.

CEO/ CFO Certification

As required by Clause 49 of the Listing Agreement, the Certificate issued by the Chairman and CFO is forming part of this report.

Auditors' Certificate of Corporate Governance

As required by Clause 49 of the Listing Agreement, the Auditors' Certificate is given as an Annexure to this Report.

Acceptance of Public Deposits

Since your company has neither accepted any public deposit nor does it propose to accept any public deposit during the current year and resolution to this effect has already been passed at board meeting as such the "Non Banking Financial Companies Acceptance of Public Deposit (Reserve Bank) Directions 1998" to the extent applicable are not applicable to the company.

Conservation of Energy

In accordance with the provisions of Section 217(1)(e) of the Companies Act, 1956, read with companies (Disclosures of particulars in the report of Board of Directors) Rules, 1988, regarding conservation of energy, this is to stated that the Company not being a manufacturing Company, has not consumed energy of any significant level and accordingly no measures are required to be taken for energy conservation.

Foreign Exchange

In accordance with the provisions of Section 217(1)(e) of the Companies Act, 1956, read with companies (Disclosures of particulars in the report of Board of Directors) Rules, 1988, regarding Foreign Exchange, it is to state that there has been no transaction relating to Foreign exchange during the year.

Particulars

Provision of Section 272(2A) of the Companies Act, 1956 is not applicable as no employees were in receipt of remuneration to the extent laid down therein.

**Dated :
Kolkata**

BY ORDER OF THE BOARD

ASSOCIATED CEREALS LIMITED

D. Anant Bhasin

Director

REPORT ON CORPORATE GOVERNANCE

INTRODUCTION :

Corporate Governance is about commitment to values and ethical business conduct. It is also about how an organization is managed viz; its corporate and business structure, its culture, policies and manner in which it deals with various stakeholders. Timely and accurate disclosure of information regarding the financial position of the company, its performance and ownership forms part of effective corporate governance. Corporate Governance ensures long term relations with the investors and customers of the company.

Clause 49 of the Listing Agreement executed with the Stock Exchange(s), inter alia, lays out several corporate governance related practices and requirements, which listed companies are required to adopt and follow. This report sets out to define the governance practices followed by the company in compliance with the said requirements of the Listing agreement.

PHILOSOPHY ON CORPORATE GOVERNANCE :

Good governance practices stem from the culture and mindset of the organization. It is therefore, not merely about enacting regulations and procedures but also about establishing an environment of trust and confidence among various stakeholders.

The Corporate Governance philosophy of the Company is driven by the following fundamental principles :

- ◆ Conduct the affairs of the Company in an ethical manner
- ◆ Ensure transparency in all dealings
- ◆ Ensure highest level of responsibility and accountability
- ◆ Ensure compliance with all laws and regulations
- ◆ Ensure timely dissemination of all price sensitive information & matters of interest to stakeholders

Through the Corporate Governance mechanism in the company, the Board alongwith its committees endeavours to strike the right balance with various stakeholders.

BOARD OF DIRECTORS :

As at 31st March, 2011 The Board of Directors are comprised of Three Directors, viz, Mr.Anant Bhagat, Mr. Binod Chand Kankaria and Mr. Shrish Tapuriah.

BOARD MEETINGS :

During the Financial year 2010-2011, Fourteen meetings of the Board of Directors were held on 21st April, 2010, 27th April, 2010, 25th May 2010, 31st July, 2010, 14th August 2010, 13th September 2010, 13th September 2010, 15th September 2010, 27th September 2010, 29th October, 2010, 17th December, 2010, 20th December, 2010, 20th January, 2011, 21st January, 2010 and 27th January, 2011 and 23th February, 2011 with the time gap between any two consecutive meeting not being more than three months.



ATTENDANCE, DIRECTORSHIP AND COMMITTEE MEMBERSHIP :

Sl. No.	Name of Director	Category	No. of Board Meeting Attended during The year 2010-2011	Attendance At the last AGM held 15-09-2010
1.	Mr. Raj Kumar Agarwal	Director	12	Yes
2.	Mr. Ajay Agarwal	Director	12	Yes
3.	Mr. Laxmi Kant Tiwari	Director	12	Yes
4.	Mr. Shrish Tapuriah	Director	14	Yes
5.	Mr. Binod Chand Kankaria	Director	2	No
6.	Mr. Anant Bhagat	Director	2	No

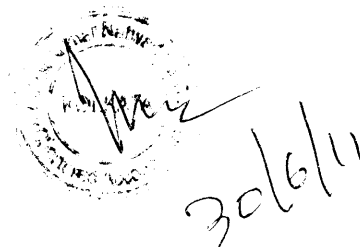
AUDIT COMMITTEE :**(I) Terms of Reference**

The terms of reference of the Audit Committee inter alia include following :

- a. Overseeing the Company's Financial reporting process and disclosure of its financial information to ensure that the financial statement are correct, sufficient and credible.
- b. Recommending to the Board the appointment, re-appointment and replacement of the statutory auditor and the fixation of audit fee.
- c. Approval of payments to the statutory auditors for any other services rendered by them.
- d. Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to :
 - i) Matters required to be included in the Directors Responsibility Statement to be included in the Board's report in terms of sub section (2AA) of section 217 of the Companies Act, 1956.
 - ii) Changes, if any, in accounting policies and practices and reasons for the same.
 - iii) Major accounting entries involving estimates based on the exercise of judgement by management.



- v Significant adjustments made in the financial statements arising out of audit findings.
- v Compliance with listing and other legal requirements relating to financial statements.
- v Disclosure of any related party transactions
- v Qualification in the draft audit report.
- e Reviewing, with the management, the quarterly financial statements before submission to the boards for approval.
- f Reviewing, with the management, the performance of statutory and internal Auditors, and adequacy of the internal control systems.
- v g Reviewing the adequacy of internal audit function, reporting structure coverage and frequency of internal audit.
- h. Discussion with internal auditors any significant findings and follow up there on.
- i. 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.
- j. Discussion with the Statutory auditors about the nature and scope of audit as well as have post audit discussion to ascertain any area of concern.
- k. To Look into the reasons for substantial defaults in the payments to the depositors, debenture holders, shareholders (in case of non payment of declared dividend) and creditors.
- l. Reviewing the Company's Financial and risk management policies.
- m. To work under the control and supervision of the Board of Directors.


30/6/11

ASSOCIATED CEREALS LIMITED

27, BENTINCK STREET, GROUND FLOOR, KOLKATA-700001

CHAIRMAN & CFO CERTIFICATION

We Binod Chand Kankaria, Chairman and Anant Bhagat, Chief Financial Officer of Associated Cereals Limited, to the best of our knowledge and belief, certify that :

1. We have reviewed the balance sheet and profit and loss account, and all its schedules and notes on accounts, as well as the cash flow statements, and the director's report;
2. Based on our knowledge and information, these statements do not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the statements made;
3. Based on our knowledge and information, the financial statements, and other financial information included in this report, present in all material respects, a true and fair view of the Company's affairs, the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this report, and are in compliance with the existing accounting standards and / or applicable laws and regulations;
4. To the best of our knowledge and belief, no transactions entered into by the Company during the year are fraudulent, illegal or violative of the Company's code of conduct;
5. We are responsible for establishing and maintaining disclosures controls and procedures and internal controls over financial reporting for the Company, and we have:
 - a. designed such disclosure control and procedures to ensure that material information relating to the Company
 - b. disclosed in the Company's internal control over financial reporting that occurred during the Company's most recent fiscal year that has materially affected, or is reasonable likely to materially affect, the Company's internal control over financial reporting.
6. We have disclosed based on our most recent evaluation, wherever applicable, to the Company's auditors and the audit committee of the Company's Board of Directors (and persons performing the equivalent functions)
 - a. all deficiencies in the design or operation of internal controls, which could adversely affect the Company's ability to record, process, summarize and report financial data, and have identified for the Company's auditors, any material weakness in internal controls over financial reporting including any corrective actions with regard to deficiencies;
 - b. significant changes in internal controls during the year covered by this report;
 - c. all significant changes in accounting policies during the year, if any, and that the same have been disclosed in the notes to the financial statements;
 - d. instances of significant fraud of which we are aware, that involve management or other employees who have a significant role in the Company's internal controls system.
7. We affirm that we have not denied any personnel, access to the audit committee of the Company (in respect of matters involving alleged misconduct) and we have provided protection to 'whistle blowers' from unfair termination and other unfair or prejudicial employment practices; and
8. We further declare that all board members and senior managerial personnel have affirmed compliance with the code of conduct for the current year

Binod Chand Kankaria
Chairman

Anant Bhagat
Chief Financial Officer

Anant Bhagat

AUDITOR'S REPORT TO THE MEMBERS OF M/S. ASSOCIATED CEREALS LIMITED

We have audited the attached Balance Sheet of ASSOCIATED CEREALS LIMITED, as at 31st March, 2011, the Profit and Loss Account and also the Cash Flow Statement for the year ended on that date annexed hereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

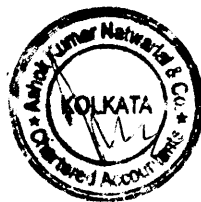
We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis of our opinion.

As required by the Companies (Auditor's Report) Order, 2003 as amended by the Companies (Auditor's Report) Amendment) Order, 2004, (the Order) issued by the Central Government in terms of Section 227(4A) of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.

Further to our comments in the Annexure referred to in paragraph (3) above, we report that:

1. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;
2. In our opinion, proper books of account as required by law have been kept by the Company, so far as appears from our examination of the books;
3. The Balance Sheet and Profit and Loss account and the Cash Flow Statement dealt with by this report are in agreement with the books of accounts;
4. In our opinion, the Balance Sheet and Profit and Loss Account and the Cash Flow Statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956;
5. On the basis of the written representation received from the Board of Directors and taken on record by the Board of Directors, none of the directors of the Company was disqualified as on 31st March, 2011 from being appointed as a director, in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956.
6. In our opinion and to the best of our information and according to the explanations given to me, the said accounts give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India :
 - a) in the case of the Balance Sheet, of the state of affairs of the company as at 31st March, 2011; and
 - b) in the case of the Profit and Loss Account, Loss of the company for the year ended on that date.
 - c) in the case of the Cash Flow Statement, of the Cash Flows for the year ended on that date

161/1, Mahatma Gandhi Road,
3rd Floor, Room No. 70B,
Kolkata – 700 007



Dated: 30TH JUNE, 2011

For, Ashok Kumar Natwarlal & Co.
Chartered Accountants

A. K. Agarwal
ASHOK KUMAR AGARWAL
Proprietor
Membership No. 056189
Firm Regn No. 322307E

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

In terms of the information and explanations given to us and the books and records examined by us in normal course of audit and to the best of our knowledge and belief we state that:

1. The Company has maintained proper records showing full particulars including quantitative details and situation of Fixed Assets. The fixed Assets are physically verified during the year by the management and there were no material discrepancies noticed on such verification. In our opinion, having regard to the size of the Company and the nature of its operations, the frequency of verification is reasonable.
2. The Company does not own any inventory and therefore clause 4(ii) of the order is not applicable.
3. In our opinion and according to the information and explanations given to us the Company has not granted any loan secured or unsecured to Companies, firms or other parties listed in the register U/s.301 of the Companies Act, 1956 or which are otherwise companies under the same management as this company.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with its size and the nature of business with regard to purchase and sale of shares & securities, goods or services. During the course of our Audit, we have not observed any continuing failure to correct major weaknesses in internal control.
5. a) In our opinion and according to the information and explanations given to us, there are no transactions that need to be entered into the register maintained under section 301 of the Companies Act, 1956.
b) In our opinion and according to the information and explanations given to us, there are no transactions of purchase of shares & securities, goods, materials and services made in pursuance of contracts or arrangements with any party entered in the register maintained under Section 301 of the Companies Act, 1956 for value aggregating to Rs.5,00,000/- or more during the year under review.
6. The Company has not accepted deposits from the public, compliance of the provision of section 58A and 58AA of the Companies Act, 1956 and the Companies (Acceptance of Deposit) Rules 1975, with regard to the deposits accepted from public does not apply.
7. The Company did not have any formal internal audit system but the Company's internal control procedures involve reasonable internal checking of the financial records and the same is considered adequate.
8. According to the information and explanations given to us, the Central Government has not prescribed the maintenance of costs records under section 209(1)(d) of the Companies Act, 1956, for any products of the Company.
9. According to the records of the Company, the company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education protection fund, employee's state insurance, income tax, sales tax, wealth tax, service tax, custom duty, excise duty, cess and other statutory dues applicable to it. According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, wealth tax, service tax, sales tax, custom duty and excise duty were outstanding, as at year end for a period of more than six months from the date they become payable.
10. The Company has incurred cash losses during the financial year covered by our audit and has not incurred loss in the immediately preceding financial year.



ASHOK KUMAR NATWARLAL & CO.
CHARTERED ACCOUNTANTS

1. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to any financial institution or bank or debenture holders as at the Balance Sheet date.
2. The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
3. The Company is not a chit fund, nidhi/mutual benefit fund and therefore the requirements pertaining to such classes of companies is not applicable. Therefore the provisions of clause 4(xiii) of the order are not applicable to the Company.
4. According to the information and explanations given to us, the Company has maintained proper records of transactions and contracts in respect of its dealing in shares, securities, debentures and other investments and timely entries have been made therein. The aforesaid securities have been held by the Company in its own name, except to the extent of the exemption granted under section 49 of the Companies Act, 1956.
5. In our opinion and according to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
6. In our opinion and according to the information and explanations given to us, the Company has not taken any long term loans during the year.
7. According to the information and explanations given to us, the and on overall examination of the Balance Sheet of the Company we report that no funds raised on short term basis have been used for long term investment.
8. According to the information and explanations given to us, the Company has not made any preferential allotment of shares during the year to parties and companies covered in the Registrar maintained under section 301 of the Companies Act, 1956.
9. The Company has not issued any debentures during the year and therefore the question of creating security or charge in respect thereof does not arise.
10. The Company has not raised any money through public issue.
11. According to the information and explanations given no fraud on or by the Company has been noticed or reported during the year.

11, Mahatma Gandhi Road,
5th Floor, Room No. 70B,
New Delhi - 110 007

Dated: 30th JUNE, 2011



For, Ashok Kumar Natwarlal & Co.
Chartered Accountants

A. K. Agarwal

ASHOK KUMAR AGARWAL
Proprietor
Membership No. 056189
Firm Regn No. 322307E

Auditors' Certificate on Corporate Governance

To the Members of

Associated Cereals Limited

We have examined the compliance of conditions of corporate governance by **Associated Cereals Limited** ('the Company') for the year ended on March 31, 2011 as stipulated in Clause 49 of the Listing Agreement of the said Company with the stock exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of 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 representation 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 Listing Agreement.

We state that no investor grievance is pending for a period exceeding one month as on 31st March ,2011 against the Company as per the records maintained by the Investors Grievance Committee.

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

11, Mahatma Gandhi Road,
3rd Floor, Room No. 70B,
Kolkata - 700 007



For, Ashok Kumar Natwarlal & Co.
Chartered Accountants

A. K. Agarwal

ASHOK KUMAR AGARWAL
Proprietor
Membership No. 056189
Firm Rgn. 322307E

Dated: 30TH JUNE, 2011

ASHOK KUMAR NATWARLAL & CO.
CHARTERED ACCOUNTANTS

TO WHOM IT MAY CONCERN

We, Ashok Kumar Natwarlal & Co., Chartered Accountants are the statutory auditor of the company M/s. ASSOCIATED CEREALS LTD having its registered office at 27, Bentinck Street, Ground Floor, Kolkata-700001. We have verified the records for the Financial Year 31st March, 2011 as produced before us and certify that the said Company has carried on NBFC business during the Financial Year as on 31st March, 2011, thereby requiring to hold Certificate of Registration No.B.05.03146 dated 05/07/1999 issued to them by Reserve Bank Of India, Kolkata under section 45-IA of the RBI Act, 1934 with reference to the position of the Company as at the end of the Financial Year ending on 31st March. It is herein the Company is holding financial assets more than 50% of its total assets and the income from the financial assets is more than 50% of its gross income.

Further as per calculation sheet of assets and income for the financial year as on 31st March, 2011 as enclosed as per Annexure-A shows that the Company investing 99.34 % in financial assets and 99.60% income coming from the financial assets.

Mahatma Gandhi Road,
1st Floor, Room No. 70B,
Kolkata - 700 007



Dated: 30th JUNE, 2011

For, Ashok Kumar Natwarlal & Co.
Chartered Accountants

A.K. Agarwal

ASHOK KUMAR AGARWAL
Proprietor
Membership No. 056189
Firm Registration No. 322307E

ANNEXURE TO THE REPORT OF BOARD OF DIRECTORS

To
The Board of Directors,
Associated Cereals Limited
17, Bennick Street
Ground Floor,
Kolkata-700001

As required under Non-Banking Financial companies Auditors' Report (Reserve bank) Direction and on the basis of information and explanation given to us, we report that:

To

- The Company is engaged in the business of Non Banking Financial Institution and it has obtained a certificate of Registration from Reserve Bank of India.
- On the basis of our examination of current year Balance Sheet and Profit and Loss Account we hereby report that company is entitled to continue to hold such certificate of registration in terms of its assets/income pattern as on 31st March, 2011.
- On the basis of our examination of current year Balance Sheet we report that the Company be Classified based on its assets as LOAN COMPANY.

To

- The Board of Directors has passed a resolution for Non-Acceptance of any Public Deposit.
- The Company has not accepted any Public Deposit during the Financial year ended 31st March, 2011.
- The Company has complied with the prudential norms relating to income recognition, accounting standard's assets classification and provisioning for bad and doubtful debts as applicable to it in terms of Non Banking Financial (Non Deposits Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions – 2007.
- The Company is not a systematically important Company as defined in Paragraph 2(1)(xix) of the Non Banking Financial (Non Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007.

17, Mahatma Gandhi Road
17th Floor, Room No. 70B,
Kolkata - 700 007



For, Ashok Kumar Natwarlal & Co.
Chartered Accountants

A.K. Agarwal
ASHOK KUMAR AGARWAL
Proprietor
Membership No. 056189
Firm Rgn. 322307E

ANNEXURE - A
ASSOCIATED CEREALS LIMITED

Calculation of Financial & Nonfinancial Assets (Rs. in Lacs)

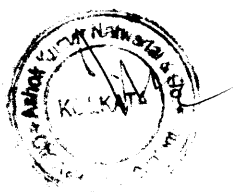
PARTICULARS	ASSETS AS ON 31 ST MARCH, 2011	PERCENTAGE OF TOTAL ASSETS AS ON 31 ST MARCH, 2011
A FINANCIAL ASSETS:		
Investments in shares	23.33	1.19%
Loans & Advances	1920.19	97.89%
undry Debtors (Shares)	5.17	0.26%
TOTAL A :	1948.69	99.34%
B NONFINANCIAL ASSETS		
Cash & bank Balances	7.05	0.36%
Tax deducted at Source	3.99	0.20%
Advance Income Tax	0.15	0.01%
Gratuity Benefit Tax	0.05	0.00%
Income Tax Refund	1.73	0.09%
TOTAL B :	12.97	0.66%
TOTAL A+B :	1961.66	100.00%

Calculation of Financial & Nonfinancial Income (Rs. in Lacs)

PARTICULARS	INCOME AS ON 31 ST MARCH, 2011	PERCENTAGE OF TOTAL INCOME AS ON 31 ST MARCH, 2011
A FINANCIAL INCOME		
Interest Received	1.88	37.68%
Profit on sale of shares	3.09	61.92%
TOTAL A :	4.97	99.60%
B NON FINANCIAL INCOME		
Liability no longer required	0.02	0.40
TOTAL B :	0.02	0.40
TOTAL A+B :	4.99	100.00%

15, Mahatma Gandhi Road
5TH Floor, Room No. 70B,
CHENNAI - 600 007

DATE: 15TH JUNE, 2011



For, Ashok Kumar Natwarlal & Co.
Chartered Accountants

A.K. Agarwal
ASHOK KUMAR AGARWAL
Proprietor
Membership No. 056189
Firm Rgn. 322307E

ASSOCIATED CEREALS LIMITED
BALANCE SHEET AS AT 31ST MARCH, 2011

A SOURCES OF FUNDS	SCHEDULE	CURRENT YEAR (In Rupees)	PREVIOUS YEAR (In Rupees)
<u>Share Holders Fund</u>			
Share Capital	A	91,926,900.00	91,926,900.00
Reserve & Surplus	B	103,560,152.88	104,278,369.78
TOTAL		195,487,052.88	196,205,269.78
 B APPLICATION OF FUNDS			
Fixed Assets	C	0.00	732.00
Investments	D	2,333,113.53	5,541,581.53
 <u>Current Assets, Loans & Advances</u>			
Cash and Bank Balances	E	705,498.35	45,335.63
Sundry Debtors	F	517,140.00	-
Loans and Advances	G	192,610,306.00	196,815,393.50
Total Assets :		193,832,944.35	196,860,729.13
Less: Current Liabilities & Provision	H	679,005.00	6,293,704.88
Net Current Assets :		193,153,939.35	190,567,024.25
Miscellaneous Expenditure		0.00	95,932.00
TOTAL		195,487,052.88	196,205,269.78

Notes Forming Parts of Accounts J **ASSOCIATED CEREALS LIMITED**

Balance Sheet Abstract K Binod Chand Kankaria Director **ASSOCIATED CEREALS LIMITED**

As per our report of even date attached
For, Ashok Kumar Natwarlal & Co. Chartered Accountants Anant Bhagat Director **ASSOCIATED CEREALS LIMITED**

Ashok Kumar Agarwal Proprietor M No : 056189 161/1, Mahatma Gandhi Road, 3rd Floor, Room No. 70B, Kolkata - 700 007 Firm Registration No. 322307E Shrish Tapuria Director **ASSOCIATED CEREALS LIMITED**

A.K. Agarwal

Ashok Kumar Agarwal
Proprietor
M No : 056189
161/1, Mahatma Gandhi Road,
3rd Floor, Room No. 70B,
Kolkata - 700 007
Firm Registration No. 322307E



Dated : 30TH JUNE, 2011

ASSOCIATED CEREALS LIMITED
PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2011

A INCOME	SCHEDULE	CURRENT YEAR	PREVIOUS YEAR
		(In Rupees)	(In Rupees)
Interest received		188,101.00	885,049.00
Long Term gain on sale of shares		308,672.00	0.00
Capital No Longer Required		1,697.88	
TOTAL		498,470.88	885,049.00
B EXPENDITURE			
Administrative & Other expenditure	I	490,361.28	783,610.97
Depreciation		0.00	488.00
		490,361.28	784,098.97
C PROFIT BEFORE TAXATION			
Profit Before Prov for Tax & NPA		8,109.60	100,950.03
Provision For Taxation			
Current year	1670.00		
Earlier year	243656.50	245,326.50	31,200.00
Profit for the year after taxation and		(237,216.90)	69,750.03
Transferred to Reserve fund in term		0.00	13,950.00
of section 45IC(1) of the Reserve			
Bank of India Act, 1934			
Prov. For Standard Assets as per		481,000.00	-
PS Guidelines			
Balance B/f from Last A/c		36,438,319.78	36,382,519.75
Profit Carried to Balance Sheet		35,720,102.88	36,438,319.78
Basic Diluted Earning Per Share		(0.03)	0.01
(Refer note no.8 of Notes on Accounts)			
Notes Forming Parts of Accounts	J		
Balance Sheet Abstract	K		

As per our report of even date attached

For Ashok Kumar Natwarlal & Co.
Chartered Accountants

A.K. Agarwal
Ashok Kumar Agarwal
Proprietor

M No. 056189
1st Floor, Room No. 70B,
Mahatma Gandhi Road,
Bokara - 700 007
Firm Registration No. 322307E

Date: 30TH JUNE, 2011



ASSOCIATED CEREALS LIMITED

Binod Chand Kankaria
Binod Chand Kankaria
Director

Anant Bhagat
Anant Bhagat

Anant Bhagat
Director

ASSOCIATED CEREALS LIMITED

Shrish Tapuriah
Shrish Tapuriah
Director

ASSOCIATED CEREALS LIMITED

SCHEDULE - A : SHARE CAPITAL

	Current Year In Rupees	Previous Year In Rupees
Authorized 92,00,000 Equity shares of Rs.10/- each	<u>92,000,000.00</u>	<u>92,000,000.00</u>
Subscribed and paid up (91,92,900 Equity Shares of Rs.10/- each fully paid up (Out of the above 68,69,620 equity shares are held by the holding Company.)	91,926,900.00	91,926,900.00
	<u><u>91,926,900.00</u></u>	<u><u>91,926,900.00</u></u>

SCHEDULE - B : RESERVE & SURPLUS

Profit & Loss Account	35,720,102.88	36,438,319.78
Reserve fund in terms of Section 45IC(1) of the Reserve Bank Of India Act, 1934	9,624,950.00	9,624,950.00
General Reserve	58,215,100.00	58,215,100.00
	<u><u>103,560,152.88</u></u>	<u><u>104,278,369.78</u></u>



ASSOCIATED CEREALS LIMITED

[Signature]
Binod Chand Kankaria
Director

[Signature]
Anant Bhagat
Director

ASSOCIATED CEREALS LIMITED

[Signature]
Shrish Tapuriah
Director

ASSOCIATED CEREALS LIMITED

**Current Year
Value in Rs.**

**Previous Year
Value in Rs.**

SCHEDULE - G LOANS & ADVANCES

(Unsecured - Considered Good)

(Loans including interest)

Uma Maheshwar	-	214,000.00
Nutra Commodities Pvt Ltd	-	75,793.00
Santosh Kumar Jain	-	14,351.00
Nera Bank	-	200,000.00
Justice Centre Pvt Ltd	136,348.00	881,431.00
Southern Steel & Forgings	30,811.00	1,173,289.00
Food Supply Syndicate	926,169.00	867,756.00
Research Properties Pvt Ltd	269,973.00	-

Advances

Star Space Infrastructure Pvt Ltd	-	(2,500,000.00)
Divya Varan Pvt Ltd	2,400,000.00	2,400,000.00
Ravi Singh Duggal	2,000,000.00	2,000,000.00
Khura Infra-Tech Park Pvt Ltd	1,400,000.00	57,000,000.00
Manjira Churan Law	-	504,685.00
Star Estate Housing pvt Ltd	-	14,000,000.00
Star Infotech Pvt Ltd	2,055,205.00	98,055,205.00
M. K. Construction	200,000.00	400,000.00
Divya Infotech Pvt Ltd	-	9,500,000.00
Power complex Pvt Ltd	150,000.00	850,000.00
Star Park-well	50,000.00	50,000.00

Advances against Land/Flat

Star Parthanan Complex Pvt Ltd	3,800,000.00	3,800,000.00
--------------------------------	--------------	--------------

Tax Payments

Advance Tax	15,000.00	4,005,000.00
Tax deducted at source	-	1,585,513.50
Tax Deducted at Source A.Y 07-08	42,026.00	-
Tax Deducted at Source A.Y 09-10	242,430.00	-
Tax Deducted at Source A.Y 10-11	96,449.00	-
Tax Deducted at Source A.Y 11-12	18,234.00	-
Fringe Benefit Tax	5,000.00	5,000.00
Income Tax Payment	-	1,419,393.00
Income Tax Refund	172,661.00	(186,023.00)

Share application given (pending allotment)

White Arts Movies Pvt Ltd	500,000.00	500,000.00
Star Chennai Holdings Pvt Ltd	178,100,000.00	-

192,610,306.00

196,815,393.50

ASSOCIATED CEREALS LIMITED

Shree Chand Kankaria

Director

ASSOCIATED CEREALS LIMITED

Anant Bhagat
Director

ASSOCIATED CEREALS LIMITED

Shrish Tapuriah
Director



ASSOCIATED CEREALS LIMITED

	Current Year Value in Rs.	Previous Year Value in Rs.
SCHEDULE 1: CASH & BANK BALANCES		
Cash in hand (as certified by the management)	526,174.69	1,697.69
Balance with Scheduled Bank in Current Account	179,323.66	43,637.94
	<u>705,498.35</u>	<u>45,335.63</u>

SCHEDULE 2: DRY DEBTORS

Trade Receivables (Consideration Good)	-	-
Trade Receivables more than six months	-	-
Trade Receivables less than six months	-	-
Other Debtors	517,140.00	-
	<u>517,140.00</u>	<u>-</u>

SCHEDULE 3: CURRENT LIABILITIES

LIABILITIES		
Current Liabilities		
Current Creditors		
Associated Projects Pvt Ltd	-	100,000.00
Current Creditors for Expenses		
Shri. D. S. Shukla (HUF)	-	94,080.00
Shri. D. S. Shukla & Co.	10,000.00	10,000.00
Shri. D. S. Shukla	53,450.00	24,000.00
Shri. D. S. Shukla	-	28,470.00
Shri. D. S. Shukla	-	29,830.00
Shri. D. S. Shukla	-	575.50
Shri. D. S. Shukla	-	1,122.38
Shri. D. S. Shukla	5,040.00	3,720.00
Shri. D. S. Shukla	-	1,920.00
Shri. D. S. Shukla	(1,992.00)	-
Shri. D. S. Shukla	640.00	-
Shri. D. S. Shukla	84,890.00	-
Shri. D. S. Shukla		
Shri. D. S. Shukla	40,974.00	5,989,304.00
Shri. D. S. Shukla	5,003.00	10,683.00
Shri. D. S. Shukla	481,000.00	-
	<u>679,005.00</u>	<u>6,293,704.88</u>

Shri. D. S. Shukla
Director

Anant Bhagat
Director

Shrish Tapuriah
Director

ASSOCIATED CEREALS LIMITED

	Current Year Value in Rs.	Previous Year Value in Rs.
SCHEDULE 4: ADMINISTRATIVE & OTHER EXPENSES		
Stationery & Written off	732.00	-
Printing	4,685.00	-
Travel	700.00	-
Telephone	144,000.00	400,500.00
Postage	-	48,000.00
Electricity	16,500.00	16,545.00
Water	16,545.00	16,545.00
Repairs & Expenses	-	12,020.00
Depreciation	2,525.00	-
Professional Charges	3,117.00	3,040.00
Printing & Stationery	1,350.00	1,250.00
Travel	3,500.00	1,800.50
Electricity	14,818.00	-
Water	2,151.00	2,065.00
Postage	2,518.53	11,681.47
Telephone	2,272.00	-
Stationery & Payment of TDS	72.00	-
Income Tax	107,022.00	-
Depreciation	-	18,000.00
Printing & Stationery	32,000.00	96,000.00
Printing & Publication Expenses	6,660.00	8,060.00
Printing Expenses W/off	95,932.00	108,068.00
Printing	1,000.00	14,750.00
Printing	20,411.75	13,236.00
Printing	1,850.00	2,050.00
Printing as Audit Fee	10,000.00	10,000.00
	<u>490,361.28</u>	<u>783,610.97</u>

ASSOCIATED CEREALS LIMITED

Anant Bhagat
Director

Shrish Tapuriah
Director



ASSOCIATED CEREALS LIMITED

SCHEDULE-C : DETAILS OF FIXED ASSETS AS ON MARCH, 2011

(AS PER COMPANIES ACT, 1956)

DESCRIPTION	GROSS BLOCK		DEPRECIATION/ (ADJUSTMENT)		NET ASSETS		
	AS ON 01/04/2010	ADDITION 31/03/2011	DISPOSAL 01/04/2010	AS ON 31/03/2011	DURING THE YEAR	AS ON 31/03/2011	AS ON 31/03/2010
COMPUTER	14118.00	0.00	14118.00	0.00	13386.00 (13386.00)	0.00	732.00
	14118.00	0.00	14118.00	0.00	13386.00 (13386.00)	0.00	732.00
Previous Year	14118.00	0.00	0.00	14118.00	12898.00	488.00	13386.00
							732.00
							1220.00

ASSOCIATED CEREALS LIMITED

ASSOCIATED CEREALS LIMITED

ASSOCIATED CEREALS LIMITED

[Signature]
Bharat Chand Kankaria
 Director

[Signature]
Anant Bhagat
 Director

[Signature]
Shrish Tapuriah
 Director



ASSOCIATED CEREALS LIMITED

SCHEDULE – J : NOTES

Approved to and forming part of the Balance Sheet as at 31st March, 2011 and Profit & Loss Statement for the year ended on that date

Significant Accounting Policies

Basis of Accounting

These accounts have been prepared on historical cost convention in accordance with the provisions of the Companies Act, 1956 and Accounting Standards issued by the Institute of Chartered Accountants of India.

Recognition of Income & Expenditure

Interest is determined on time basis on amount outstanding and interest rate applicable.

However, as per Non Banking Financial Companies Prudential Norm (Reserve Bank) Directions, 1998, income is not recognized in respect of Non-performing assets and provisions have been made against them if any.

Investments

Long term investments are valued at cost and provision for diminution in value of investments of permanent nature, if any is made and diminution in value of investments of temporary nature is not made.

Fixed Assets and Depreciation

Fixed Assets are stated at cost of acquisition less accumulated depreciation. After considering the materiality of item, Fixed Assets has been written off fully.

Preliminary Expenditure

Preliminary Expenses is written off over a period of five years.

Retirement and other Benefits

Gratuity:

The Provision of payment and Gratuity Act is not applicable to the employees of the company for the year under review.

Leave Encashment:

Unutilised Leave of staff is paid at the end of the year. Accordingly, no provision is required to be made for compensated absences.

Taxation

Income Tax expenses comprises current tax and deferred tax charges, Current tax is determined as the amount of tax payable in respect of taxable income for the year, the Deferred tax for timing difference between the book and tax profit for the year is accounted using tax rates and tax laws that have been enacted or substantially enacted at the Balance Sheet date. Deferred tax assets arising from the timing differences are recognized to the extent that there is reasonable certainty that sufficient future taxable income will be available, such assets are reviewed as at each balance sheet date to reassess reliability thereof.

Contingent Liability

Contingent liability if any is disclosed by way of notes to the accounts.



ASSOCIATED CEREALS LIMITED

Notes on Accounts

- 1) Contingent Liability - Nil (Previous year – Nil)
- 2) Estimated Amount of contracts remaining to be executed on capital account and not provided for – Nil (Previous year - Nil)
- 3) Number of employees employed through out the year and in respect of remuneration which in the aggregate was not less than Rs.60, 00,000/- per annum or employed for the part of the year at the rate which in the aggregate was not less than Rs.5, 00,000/- per month – Nil (Previous year – Nil)
- 4) The provisions for all known liabilities is reasonable and not in excess of the amount considered reasonable.
- 5) The Company has become a Subsidiary of ULTRA PLUS HOUSING ESTATE PVT. LTD. on and from 25.01.2011.
- 6) ULTRA PLUS HOUSING ESTATE PVT. LTD. holds 68,69,620 Equity Shares of this Company representing 74.73% of the Paid- up Share Capital.

7.) **Related Party Disclosures**

ULTRA PLUS HOUSING ESTATE PVT. LTD became Holding Company of Associated Cereals Limited. The Company has not entered into any transaction with the related party during the Financial Year and also in the immediately preceding financial year.

- a. **Holding Company -** ULTRA PLUS HOUSING ESTATE PVT. LTD (holding 74.73% of Equity Shares)
- b. **Key Management Personnel -**
 - a.) Mr. Anant Bhagat (Director)
 - b.) Mr. Bharat Kumar Chordia (Director)
 - c.) Mr. Shrish Tapuriah (Director)

c. **Relative of Key Management Personnel – NIL**

- 8) The Company has adopted Accounting Standard-22 *Accounting for Taxes on Income* issued by the Institute of Chartered Accountants of India. There remains a deferred tax Assets. The Company has not recognized Deferred Tax Assets.

9.) **Earning per share (Basic and diluted).**

	31.03.2011	31.03.2010
a. Profit/(Loss) after income tax, fringe benefit tax, security transaction charges and adjustments used as numerator	(237216.90)	69750.03
b. Basic/Weighted average number of Equity shares outstanding used as denominator	9192690	9192690
c. Nominal value of Equity Shares(Rs.)	10.00	10.00
d. Earning per share	(0.03)	0.01

- 10) Annexure referred to in notes of Accounts of Schedule L Annexed as per Reserve Bank of India Prudential Norms Schedule to the the Balance sheet of a Non Banking Financial Company as on 31.03.2011 required in terms of Paragraph 13 of a Non Banking Financial (Non Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007.



SCHEDULE : K

BALANCE SHEET AND COMPANY'S GENERAL BUSINESS PROFILES :

REGISTRATION DETAILS

Registration No. **WB0507PLC085164** State Code **21**

Balance Sheet Date **30.06.2011**

CAPITAL RAISED DURING THE YEAR:

Issue of Shares **---** Right Issue **NIL**
Bonus Issue **---**

POSITION OF MOBILIZATION AND DEPLOYMENT OF FUNDS:

Total Liabilities **Rs. 195,487,052.88** Total Assets **Rs. 195,487,052.88**

Sources of Funds:

Paid up Capital **Rs. 103,560,152.88** Reserve & Surplus **Rs. 103,560,152.88**

Application of Funds:

Investments **Rs. 193,153,939.35** Net Current Assets **Rs. 193,153,939.35**

PERFORMANCE OF COMPANY

Gross Revenue **Rs. 490,361.28** Total Expenditure **Rs. 490,361.28**
Profit/(Loss) Before Tax **Rs. (237,216.90)** Profit/(Loss) After Tax **Rs. (237,216.90)**
Earning per share **---** Dividend Rate % **NIL**

GENERIC NAMES OF PRINCIPAL PRODUCT/SERVICES OF COMPANY (AS PER MONETARY TERMS):

Products Description: **Investment in shares, Debentures & Bonds**
Loans & Advances

Signatories to Schedule A to B
As per our report of even date attached

For, Ashok Kumar Agarwal & Co.
Chartered Accountants

A.K. Agarwal

ASHOK KUMAR AGARWAL
Proprietor
Membership No. 056189
161/1, Mahatma Gandhi Road,
3rd Floor, Room No. 70B,
Kolkata - 700 007
Firm Rgn. 322307E



ASSOCIATED CEREALS LIMITED

Binod Chand Kankaria
Binod Chand Kankaria
Director

ASSOCIATED CEREALS LIMITED

Anant Bhagat
Anant Bhagat
Director

ASSOCIATED CEREALS LIMITED

Shrish Taparia
Shrish Taparia
Director

Dated : 30TH JUNE, 2011

ASSOCIATED CEREALS LIMITED

Schedule L Annexed as per Reserve Bank of India Prudential Norms. Schedule to the Balance sheet of a Non Banking Financial Company as on 31.03.2011 required in terms of paragraph 13 of a Non Banking Financial (Non Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007

(Rs. in lakhs)

Particulars			
Liabilities side:			
(1)	Loans and advances availed by the NBFCs Inclusive of interest accrued thereon but not Paid:	Amount Outstanding	Amount overdue
	(a) Debentures : Secured	NIL	NIL
	: Unsecured (other than falling within the meaning of public deposits)	NIL	NIL
	(b) Deferred Credits	NIL	NIL
	(c) Term Loans	NIL	NIL
	(d) Inter-corporate loans and borrowing	NIL	NIL
	(e) Commercial Paper	NIL	NIL
	(f) Public Deposits	NIL	NIL
	(g) Other Loans (unsecured	NIL	NIL
Assets side:			
(2)	Break-up of Loans and Advances including bills receivables [other than those included in (4) below]:	Amount outstanding	
	(a) Secured	NIL	
	(b) Unsecured	1926.10	
(3)	Break up of Leased Assets and stock on hire and hypothecation loans counting towards EL/HP activities		
	(i) Lease assets including lease rentals under sundry debtors:		
	(a) Financial lease	NIL	
	(b) Operating lease	NIL	
	(ii) Stock on hire including hire charges under sundry debtors:		
	(a) Assets on hire	NIL	
	(b) Repossessed Assets	NIL	
	(iii) Hypothecation loans counting towards EL/HP activities:		
	(a) Loans where assets have been repossessed	NIL	
	(b) Loans other than (a) above	NIL	
(4)	Break-up of Investments:		
	Current investments:		
	1. Quoted:		
	(i) Shares: (a) Equity	NIL	



Category	Amount net of provisions		
	Secured	Unsecured	Total
1. Related Parties			
(a) Subsidiaries	NIL	NIL	NIL
(b) Companies in the same group	NIL	NIL	NIL
© Other related parties	NIL	NIL	NIL
2. Other than related parties	NIL	1921.29	1921.29
Total	NIL	1921.29	1921.29

(6) Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted)		
Category	Market Value / Break up or fair value or NAV	Book Value (Net of Provisions)
1. Related Parties		
(a) Subsidiaries	NIL	NIL
(b) Companies in the same group	NIL	NIL
© Other related parties	NIL	NIL
2. Other than related parties	56.40	23.33
Total	56.40	23.33

(7) Other information

	Particulars	Amount
(i)	Gross Non-Banking Assets	NIL
	(a) Related parties	NIL
	(b) Other than related parties	NIL
(ii)	Net Non-Performing Assets	NIL
	(a) Related parties	NIL
	(b) Other than related parties	NIL
(iii)	Assets acquired in satisfaction of debt	NIL



30/6/11