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*(Formerly Agro Dutch Foods Limited)*

# **19<sup>TH</sup> ANNUAL REPORT**

## **2010-11**

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## BOARD OF DIRECTORS

Shri Malvinder Singh

Shri Arvind Kalra

Shri Dilsher Singh

Dr. H.S. Garcha

Shri S.R.K. Agnihotri

Shri B.B. Huria

Shri Ajay Arora

Shri Rajesh Malhotra

Chairman & Managing Director

Executive Director

Director

Director

Director

Director

Director

Nominee Director (IDBI Bank Ltd)

## CHIEF FINANCIAL OFFICER & COMPANY SECRETARY

Shri Vivek Atri

## REGISTERED & CORPORATE OFFICE

S.C.O. 30, 2<sup>nd</sup> Floor, Sector 33-D, Chandigarh 160020

## BANKERS / TERM LENDERS

Union Bank of India

Bank of India

State Bank of Patiala

ICICI Bank Ltd.

The Federal Bank Ltd.

Axis Bank Ltd.

IDBI Bank Ltd

State Bank of India

State Bank of Hyderabad

Allahabad Bank

Kotak Mahindra Bank Ltd.

Barclays Bank Plc.

DEG Germany

M & T Bank, USA

## WORKS

- Village Tofapur, Near Lalru,  
Distt. S.A.S. Nagar (Mohali) (Punjab)
- Village Bhagwanpura, Barwala Road, Dera Bassi  
Distt. S.A.S. Nagar, (Mohali) (Punjab)
- Padalam Sugar Factory Road,  
Pazhaynoor (PO) Madhurantakam,  
District Kancheepuram, Tamil Nadu

## REGISTRAR & SHARE TRANSFER AGENTS

M/s Karvy Computershare Pvt. Ltd.  
Plot No. 17-24, Vithal Rao Nagar,  
Madhapur, Hyderabad - 500081

## STATUTORY AUDITORS

M/s Suresh Mittal & Associates,  
Chartered Accountants  
16-A Bank Colony,  
Behind Amar Hospital,  
Patiala

**NOTICE**

NOTICE is hereby given that the 19th Annual General Meeting of the Company shall be held on Saturday 24th September, 2011 at 10.30 A.M at Chandigarh Institute of Hotel Management (Formerly Food Craft Institute), Sector 42-D, Chandigarh to transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Profit & Loss Account for the year ended 31st March 2011 and the Balance Sheet as at that date together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Sh. S.R.K. Agnihotri, who retire by rotation & being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Sh. Ajay Arora, who retire by rotation & being eligible, offers himself for re-appointment.
4. To consider and if thought fit pass with or without modification the following resolution, as an ordinary resolution :  
"Resolved that M/s Suresh Mittal & Associates, Chartered Accountants, the retiring auditors be and is hereby reappointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, at a remuneration to be fixed by the Board of Directors and/or any committee thereof."

**SPECIAL BUSINESS**

5. To consider & confirm and, if thought fit, to pass with or without modification(s), the following resolution, as a SPECIAL RESOLUTION:  
"RESOLVED THAT subject to the provisions of Sections 198, 269, 309, 310, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956(including any statutory modifications or re-enactment thereof for the time in force) and subject to the approval of Central Government if necessary, Mr. Arvind Kalra be and is hereby appointed as Executive Director of the Company for a period of three years w.e.f 15th November 2010 on the terms and conditions of payment of remuneration as set out in the Explanatory Statement annexed hereto.
6. To consider and, if thought fit, to pass with or without modification(s), the following resolution, as a SPECIAL RESOLUTION:  
"RESOLVED THAT pursuant to the provisions of Section 314 and other applicable provisions, if any of the Companies Act, 1956, the approval of the members be and is hereby accorded to the appointment of Mr Tim Le Bas De to hold an Office or Place of Profit as Vice President (Exports & Logistics) of the Company, for a period of 5 years w.e.f 16.05.2011 on the terms and conditions of payment of remuneration as set out in the Explanatory Statement attached to this Notice.
7. To consider and, if thought fit, to pass with or without modification(s), the following resolution, as SPECIAL RESOLUTION:  
"RESOLVED THAT pursuant to the provisions of Section 314 and other applicable provisions, if any of the Companies Act, 1956, the approval of the members be and is hereby accorded to the appointment of Ms Dilshad Kaur to hold an Office or Place of Profit as General Manager (Canning) of the Company, for a period of 5 years w.e.f 16.05.2011 on the terms and conditions of payment of remuneration as set out in the Explanatory Statement attached to this Notice.
8. To consider and, if thought fit, to pass with or without modification(s), the following resolution, as an Ordinary Resolution:  
"Resolved that the consent of the Company be and is hereby accorded in terms of Section 293(1)(a) and other applicable provisions, if any of the Companies Act, 1956, to the Board of Directors of the Company for mortgaging/charging all the immovable properties of the Company, wheresoever situated both present and future, and the whole or substantially the whole of the undertaking of the Company by way of 1st pari passu charge and 2nd pari passu charge in favour of State Bank of Patiala, State Bank of India, State Bank of Hyderabad, Allahabad Bank, Axis Bank Ltd., Union Bank of India, Federal Bank Ltd, ICICI Bank Ltd, Bank of India, IDBI Bank Ltd and DEG Germany, for securing Term Loans & Working Capital Facilities aggregating to Rs.35426.33 Lacs and Rs.9944.16 Lacs respectively together with interest, costs and other charges and expenses payable by the Company to the Bank, in terms of the Master Restructuring Agreement dated 26.03.2011 entered into or to be entered into between the Company and the Banks and modifications thereof."

"Resolved that the mortgage/charge created/to be created and/or all arrangement/documents executed/to be executed