

**32<sup>nd</sup>**

**Annual Report  
2013-2014**



*Swad - Har Ghar, Har Pa/*

**Chordia Food Products Ltd.**

# Chordia Food Products Ltd.

[CIN: L15995PN1982PLC026173]

## THIRTY SECOND ANNUAL REPORT 2013-2014

### BOARD OF DIRECTORS :

Hukmichand S. Chordia  
*Chairman*

Pradeep H. Chordia  
*Managing Director*

Dr. Pravin H. Chordia

Mr. Hiralal N. Lunkad  
[Upto 27<sup>th</sup> September, 2013]

Mahendra S. Mehta

Vijaykumar Kankaliya [w.e.f. 10<sup>th</sup> August, 2013]

Ajay Pohekar [w.e.f. 10<sup>th</sup> August, 2013]

### Auditors :

M/s. Sunil Shah  
Chartered Accountants

### Bankers :

Corporation Bank  
Camp Branch, Pune

### Registered Office :

Plot No. 399 & 400,  
Survey No. 398,  
Village Sangvi,  
Shirwal, Tal. Khandala,  
Dist. Satara - 412 801.

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### 32<sup>ND</sup> ANNUAL GENERAL MEETING

**Day & Date :** Monday 29<sup>th</sup> September, 2014

**Time :** 11.30 A.M.

**Place :** Plot No. 399 & 400,  
Survey No. 398,  
Village Sangvi Shirwal,  
Tal. Khandala,  
Dist. Satara - 412 801.

## **NOTICE**

NOTICE is hereby given that 32<sup>nd</sup> Annual General Meeting of the Shareholders of Chordia Food Products Limited will be held on Monday 29<sup>th</sup> September, 2014 at 11.30 A.M. at the Registered Office of the Company at Plot No. 399 & 400, S. No. 398, Village Sangvi, Tal. Shirwal, Dist. Satara 412801 to transact the following business:-

- 1) To receive, consider and adopt the Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2014 together with the Report of the Board of Directors and the Compliance Certificate attached thereto and the Auditor's Report thereon.
- 2) To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:  
"RESOLVED THAT Dr. Pravin Hukmichand Chordia, Director [DIN: 00389777] who retires by rotation and who has informed his unwillingness to be reappointed as the Director of the Company, be not reappointed as the Director of the Company on his retirement by rotation, and accordingly Dr. Pravin Hukmichand Chordia, ceases to be the Director of the Company w.e.f. 29<sup>th</sup> September, 2014."

RESOLVED FURTHER THAT the vacancy on the Board of Directors of the Company so caused be not filled"

- 3) To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:  
"RESOLVED THAT M/s Sunil Shah, Chartered Accountants, having Membership No. 37483 be and are hereby appointed as the Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the Company, at such remuneration as shall be determined and fixed by the Board of Directors of the Company."

### **SPECIAL BUSINESS:-**

- 4) To Consider and if thought fit, to pass with or without modification the following Resolution as an Ordinary Resolution:  
"RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 and other applicable provisions, if any, of the Companies of Act, 2013 ('The Act') and the Rules made thereunder, read with Schedule IV to the said Act, and Clause 49 of the Listing Agreement, Mr. Mahendra Sajjanlal Mehta [DIN: 00053793], who has submitted a declaration that he meets the criteria for Independence as provided in Section 149(6) of the Act, and is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years w.e.f. 29<sup>th</sup> September, 2014 i.e. upto 28<sup>th</sup> September, 2019."
- 5) To Consider and if thought fit, to pass with or without modification the following Resolution as an Ordinary Resolution:  
"RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 and other applicable provisions, if any, of the Companies of Act, 2013 ('The Act') and the Rules made thereunder, read with Schedule IV to the said Act, and Clause 49 of the Listing Agreement, Mr. Vijaykumar Chandulal Kankaliya [DIN: 06669157], who has submitted a declaration that he meets the criteria for Independence as provided in Section 149(6) of the Act, and is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years w.e.f. 29<sup>th</sup> September, 2014 i.e. upto 28<sup>th</sup> September, 2019."
- 6) To Consider and if thought fit, to pass with or without modification the following Resolution as an Ordinary Resolution:  
"RESOLVED THAT pursuant to the provisions of Section 149 and 152 and other applicable provisions, if any, of the Companies of Act, 2013 and the Rules made thereunder, read with Schedule IV to the said Act, Mr. Ajay Dhondopant Pohekar [DIN: 06687715], Independent Director of the Company who has informed his unwillingness to continue as an Independent Director of the Company, be not appointed as the Director of the Company and accordingly Mr. Ajay Dhondopant Pohekar ceases to be the Director of the Company w.e.f 29<sup>th</sup> September, 2014.

RESOLVED FURTHER THAT the vacancy on the Board of Directors of the Company so caused be not filled"

- 7) To consider and if thought fit, to pass with or without modifications the following resolution as Special Resolution:-  
"RESOLVED THAT pursuant to the provisions of Section 188 and any other applicable provisions, if any, of the Companies of Act, 2013 and rules made there under and in terms of the revised Clause No. 49 of the Listing Agreement (including statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other statutory approvals as may be necessary, consent of the Company be and is here by accorded to the Board of Directors to enter into

## CHORDIA FOOD PRODUCTS LIMITED

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transactions of purchase/sale of goods/ transfer/Assign whether of Raw Material, Goods in process, Finished Goods, Packing Material or otherwise, and providing of any services to each other, for the period of five (5) Financial Years with effect from April 1<sup>st</sup>, 2014 with following Related Parties, upto an estimated Annual Value as stated below, to be discharged in a manner and on such terms and conditions as may be mutually agreed upon between the Board of Directors of the Company and below mentioned Related Parties:

Sr. No.	Name of the Related Party	Estimated Annual Value (Rs. In Crs.)
1.	Kamal Industries	10/-
2.	Pravin Sales Division	5/-
3.	Pravin Masalewale	5/-

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to negotiate and finalise other terms and conditions and to do all such acts, deeds and things including delegation of powers as may be necessary, proper or expedient to give effect to this Resolution."

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For Chordia Food Products Limited

Place: Pune

Date : 9<sup>th</sup> August, 2014

**Hukmichand S. Chordia**  
Chairman

**NOTES:-**

1. A MEMBER ENTITLED TO ATTEND & VOTE AT THIS MEETING MAY APPOINT A PROXY TO ATTEND AND ON A POLL VOTE INSTEAD OF HIMSELF/ HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. Proxies in order to be effective must be received by the Company at its registered office, not later than 48 Hours before the commencement of the Meeting. A Person shall not act as Proxy for more than 50 Members and holding in the aggregate not more than 10% of the total voting share capital of the Company. However a single person may act as the Proxy, for a Member holding more than 10% of the total voting share capital of the Company, provided that such Person shall not act as a Proxy for any other Person.
3. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of Special Businesses to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
4. Notice is also given that the Register of Members and Share Transfer Books in respect of Equity Shares of the Company will remain closed from Thursday 25<sup>th</sup> September, 2014 to Monday 29<sup>th</sup> September, 2014. (Both days inclusive).
5. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail addresses with Company or Depository.
6. The Notice of AGM, Annual Report and attendance slip are being sent in electronic mode to Members whose e-mail ID's are registered with the Company or Depositories, unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail ID's with the Company or Depositories. Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at registration counter to attend the AGM.
7. Corporate Members intending to send their Authorised Representative to attend and vote at the Meeting are requested to ensure that the Authorised Representative carries a duly certified true copy of the Board Resolution, Power of Attorney or such other valid authorisation, authorising him to attend and vote at the Meeting and any one of the photo identity proofs (viz. Driving License, PAN Card, Election Card, Passport)

8. **E-VOTING : (EVSN : 140830044)**

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rules prescribed there for and the Listing Agreement entered into with Stock Exchange, the Company offers E-voting option to all the Members for all the Items covered in the Notice convening the Annual General Meeting. For this purpose, the Company has made an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating E-voting as an alternate for the Members to enable them to cast their votes electronically. The EVSN allotted by CDSL for Electronic Voting is 140830044.

The Members are requested to read the instructions printed on the Ballot Form carefully for voting via Physical Ballot/ electronic mode. The Members who opt for voting via physical ballot are requested to send the Form duly completed and signed, so as to reach the Scrutinizer on or before Saturday, 27<sup>th</sup> September 2014. The Members who opt for voting via electronic mode are requested to go through the instructions given below and they should vote electronically during 10.00 a.m. (Starting Time) on Tuesday, 23<sup>rd</sup> September 2014 and ends at 5.30 p.m. (Ending Time) on Thursday, 25<sup>th</sup> September 2014.

**The procedure and instructions for E-voting are as follows:**

- i) The voting period begins from 10.00 a.m. (Starting Time) on Tuesday, 23<sup>rd</sup> September, 2014 and ends at 5.30 p.m. (Ending Time) on Thursday, 25<sup>th</sup> September, 2014. During this period Shareholders' of the Company, holding Shares either in physical form or in dematerialized form, as on the cut-off date 22<sup>nd</sup> August, 2014, may cast their vote electronically. The E-voting module shall be disabled by CDSL for voting at the Ending Time.
- ii) Open your web browser during the voting period and log on to the E-voting website [www.evotingindia.com](http://www.evotingindia.com);
- iii) Click on "Shareholders" tab to caste your votes;
- iv) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT";
- v) **Now Enter your User ID**
  - a) For Shareholder holding De-materialised Shares in CDSL: 16 digits beneficiary ID,
  - b) For Shareholder holding De-materialised Shares in NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi) Enter the image Verification as displayed and Click on Login.
- vii) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"><li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the Folio number or Client ID in the PAN field.</li><li>• In case the folio number or Client ID is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</li></ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Members who have not registered their Dividend Bank Details, kindly enter no. of shares held as on holding or cut off date i.e. 22<sup>nd</sup> August, 2014.</p> <ul style="list-style-type: none"><li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the Member ID / Folio Number in the Dividend Bank details field.</li></ul>

- ix) After entering these details appropriately, click on "SUBMIT" tab;
- x) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for E-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi) For Members holding shares in physical form, the details can be used only for E-voting on the resolutions contained in this Notice.
- xii) Click on the relevant EVSN on which you choose to vote. (EVSN : 140830044)
- xiii) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you Assent to the Resolution and option NO implies that you Dissent to the Resolution.
- xiv) Click on the "Resolutions File Link" if you wish to view the entire Resolutions
- xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xviii) If Demat account holder has forgotten the changed password then Enter the User ID and Image Verification Code and click on Forgot Password & enter the details as prompted by the system.
- xix) Note for Institutional Shareholders
- Institutional Shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the Scrutinizer to verify the same.

xx) In case you have any queries or issues regarding E-voting, you may refer the Frequently Asked Questions ("FAQs") and E-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

xxi) Mr. Shekhar S. Ghatpande, Practicing Company Secretary (FCS No. 1659, Certificate of Practice Number 782) has been appointed as the Scrutinizer to scrutinize the E-voting process in a fair and transparent manner.

The Scrutinizer shall within a period not exceeding 3(three) working days from the conclusion of the E-voting period unblock the votes in the presence of at least 2(two) witness not in the employment of the Company.

xxii) Corporate/Institutional Members (i.e. other than individuals, HUF, NRI etc.) may also cast their vote as Shareholder for respective company and send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority Letter etc. together with attested specimen signature(s) of the duly authorized signatory/(ies) who are authorized to vote, to the Scrutinizer at email ID : [evotecfpl@yahoo.com](mailto:evotecfpl@yahoo.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). The scanned copy image of the above mentioned documents should be in the naming format "Corporate Name- EVSN."

xxiii) Members who do not have access to e-voting facility, may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Shekhar S. Ghatpande, Practicing Company Secretary (Membership No.FCS1659 and CP No.782), at the Corporate Office of the Company at Pune not later than Saturday, 27<sup>th</sup> September, 2014.

Members have the option to request for physical copy of the Ballot Form by sending an e-mail to [evotecfpl@yahoo.com](mailto:evotecfpl@yahoo.com) by mentioning their Folio/DP ID and Client ID No. However, the duly completed Ballot Form should reach the Corporate Office of the Company at Pune not later than Saturday, 27<sup>th</sup> September, 2014.

Ballot Form received after this date will be treated as invalid.

The voting rights of the Members shall be in proportion to their Shares of the Paid Up Equity Share Capital of the Company as on the cut off date of 22<sup>nd</sup> August, 2014.

A Member can opt for only one mode of voting i.e. either through E-voting or by Physical Ballot. If a Member casts votes by both modes, then voting done through E-voting shall prevail and Ballot shall be treated as invalid.

The Scrutinizer will submit his Report of the votes cast in Favour or Against by the Shareholders both by way of Physical Ballot and E-voting, forthwith to the Chairman of the Company. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.chordia.com](http://www.chordia.com) and on the website of CDSL within 2 (two) working days of the passing of the resolutions at the AGM of the Company and shall be communicated to the BSE Ltd. where the Shares of the Company are listed.

## EXPLANATORY STATEMENT

(Pursuant to Section 102(1) of the Companies Act, 2013)

As required by Section 102(1) of the Companies Act, 2013 the following Explanatory Statement sets out the material facts relating to the Special Business mentioned in the accompanying Notice dated 9<sup>th</sup> August, 2014.

### Item No. 4, 5 & 6:

Pursuant to the provisions of the Clause 49 of the Listing Agreement with the Stock Exchanges the Company at present is having 3(three) Non- Executive Independent Directors on the Board liable to retire by rotation. However, in view of the provision of the Sections 149 and 152 and other applicable provisions read with Schedule IV of the Companies Act, 2013, the appointment of two Directors viz. Mr. Mahendra Sajjanlal Mehta and Mr. Vijaykumar Chandulal Kankaliya as an Independent Directors is now being placed before the Members for their approval for five consecutive years from the date of this AGM i.e. 29<sup>th</sup> September, 2014.

Mr. Ajay Dhondopant Pohekar the third Independent Director has informed his unwillingness to be appointed as Independent Director under the said provisions.

The Company has received a declaration in writing from Mr. Mahendra Sajjanlal Mehta and Mr. Vijaykumar Chandulal Kankaliya that they meet the criteria of Independence as provided in Sub Section (6) of Section 149 of the Act and Clause 49 of the Listing Agreement.

In the opinion, of the Board these two Directors fulfil the conditions specified in the Act and Rules framed thereunder for appointment as Independent Directors and they are Independent of the Management. The Board also considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail services from them as Independent Directors on the Board of the Company and not liable to retire by rotation.

The Company has received notices in writing from Members along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidatures of said Directors of the Company.

Accordingly the Board recommends the Resolutions as set out at Item No 4, 5 & 6 of the Notice for the approval by the Members of the Company.

A Copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of their appointment, is available for inspection at the Registered/Corporate Office of the Company during business hours on any working day.

None of the other Directors, Key Managerial Personnel of the Company, and/or their relatives may be deemed to be concerned or interested in passing the said Resolutions, except the individual Directors themselves, who are interested in the Resolution proposing their respective appointment.

### Item No. 7:

The Company has been in the field of manufacturing of Pickles, Ketchups, Instant Mixes, Syrups and other processed foods over past several years. The performance and growth of the Company over past few Years has become stagnant as the sourcing of right and qualitative Raw Material, i.e. raw mangos, Lemons, Tomato, Spices and other agri based products, due to its scarcity day by day, during the very limited period of its season has become crucial. The processing of these Agri based Products within a day or two of its procurement and further its preservation without loss of quality and taste and marketing throughout the year is also a difficult task. Thus, the Company was forced to restrict its overall production and thus the growth was restricted.

Now the Company intends to widen its production and marketing base so as to cater to various untouched markets in various States. The Company also intends to introduce various tastes of different regions. For all these activities the Company will have to procure and process Raw Material throughout the country and will have to change its marketing strategies including incurring heavy expenditure in establishing its present ongoing Brands throughout the country. The Company also intends to enter export market and establish its Brand in overseas market. For undertaking all these activities the Company shall be required to deal with other business units of the Relatives of the Promoters/Directors, who are already experienced, engaged and established in Food Industry over decades.

Further to the applicable provisions of Section 188 and any other provisions of the Companies Act, 2013 and Rules framed there under, the Securities and Exchange Board of India vide its Circular No. CIR/CFD/POLICY CELL/2/2014 dated 17<sup>th</sup> April, 2014 has amended the Clause 49(VII) of the Listing Agreement, which is effective from 1<sup>st</sup> October, 2014. Under the said amendments and pursuant to the provisions of Section 188 of the Companies Act, 2013 all Related Party Transactions shall require prior approval of the Audit Committee and all material Related Party Transactions shall require approval of the Shareholders by a Special Resolution.

The individual transaction values would be revised, if required, based on mutual discussions to align the same at arm's length market rates, as far as possible duly certified/ advised by the Third Party Independent Consultants at current.

The said approval would be effective for the period of five Financial Years with effect from 1<sup>st</sup> April, 2014. Looking at the nature of business of the Company and the transactions, such approval of Shareholders for the period of five years would be essentially required at this point of time.



The key details as required under Rule 15 of the Companies (Meetings of Board and Its Powers) Rules, 2014 are as below:

Sr No	Name of Related Party	Nature of Relationship	Duration of Contract and particulars of Contract/arrangement	Material Terms of the Contract/Arrangement including the Value if any	Any advance paid or received for the Contract or Arrangement if any
1	Kamal Industries	Partnership 100% owned by Promoter/ Relatives.	Arrangement if any made will be for a period not exceeding 5 years	On Arm's Length Basis, as far as possible and in tune with market parameters	Nil
2	Pravin Sales Division	Partnership 100% owned by Promoter/ Relatives.	Arrangement if any made will be for a period not exceeding 5 years	On Arm's Length Basis, as far as possible and in tune with market parameters	Nil
3	Pravin Masalewale	Partnership 100% owned by Promoter/ Relatives.	Arrangement if any made will be for a period not exceeding 5 years	On Arm's Length Basis, as far as possible and in tune with market parameters	Nil

Any other information relevant or important for the members to make a decision on the proposed transaction: None

Accordingly your approval u/s 188 and Listing Agreement is sought for the Resolution as set out in the Item No.7 of the Notice. The Board recommends the Special Resolutions for approval by the Members.

The Directors and Promoters of Chordia Family are interested and concern in passing of the said Resolution. None of the other Director, Key Managerial Personnel or their respective relatives is concerned or interested, financially or otherwise, in this resolution.

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For Chordia Food Products Limited

Place: Pune  
Date : 9<sup>th</sup> August, 2014

**Hukmichand S. Chordia**  
Chairman

**DIRECTORS' REPORT**

To,  
The Members,

The Directors have pleasure in presenting the 32<sup>nd</sup> Annual Report together with the Audited Statement of Accounts of the Company for the year ended 31<sup>st</sup> March, 2014.

**1. FINANCIAL RESULTS**

The financial results for the year ended 31<sup>st</sup> March, 2014 are briefly given below:-

	2013-2014 (Rs.)	2012-2013 (Rs.)
Sales & Other Income	<b>35,32,00,093</b>	32,06,12,119
Profit before Depreciation & Interest	<b>4,18,04,300</b>	3,97,40,572
Less:- Depreciation	<b>88,86,886</b>	91,03,591
Interest/Finance cost	<b>94,66,449</b>	88,20,424
Profit before exceptional Item	<b>2,34,50,965</b>	2,18,16,557
Add: Extra Ordinary Item of Income	-	99,99,920
Profit before Tax	<b>2,34,50,965</b>	3,18,16,477
Less: Provision for Taxation	<b>68,50,000</b>	75,00,000
Profit after Taxation for the Year	<b>1,66,00,965</b>	2,43,16,477

**2. REVIEW OF OPERATIONS**

During the year under Report the Sales of the Company were Rs. 3,504.78 Lacs as compared to the Sales of Rs. 3,175.96 Lacs of the previous year. The operating Profit for the Year was Rs. 234.50 Lacs as compared to the operating Profit of Rs. 218.16 Lacs of the previous year.

The profit during the Year was under pressure due to increased raw material costs and higher employee & financial overheads.

**3. BUSINESS PLANS AND FUTURE OUTLOOK**

The Company has decided to expand its activities which were stagnant for past few years. The Company plans to widen its production base, product mix and marketing strategies. For the purpose the Company will deal with some of the other Units of the Promoter-Director group which are already engaged in the Food Industry. With this scenario the Directors are confident that the Company will perform better in the years to come.

**4. DIVIDEND**

To strengthen the long term Capital needs of the Company, the Directors do not recommend any Dividend

on the Equity Shares of the Company for the Financial Year ended 31<sup>st</sup> March, 2014.

**5. AUDITORS**

The present Auditors M/s Sunil Shah, Chartered Accountants will retire at the conclusion of the forth coming Annual General Meeting. They have expressed their willingness to continue for the current year. You are requested to reappoint them and fix their remuneration.

**6. COST AUDITORS**

As per the Central Government Order dated 24<sup>th</sup> January, 2012 the Company is required to get its Cost Accounting Records, in respect of each of its Financial Years commencing on or after 1<sup>st</sup> April, 2012, audited by a Cost Auditor.

The Board of Directors of the Company has appointed Mrs. Varsha S. Limaye, Cost Accountant as the Cost Auditor of the Company for the Year ended as on 31<sup>st</sup> March, 2014.

The Cost Audit Report for the Year ended 31<sup>st</sup> March, 2014 will be submitted to the Central Government in due course.

**7. COMPLIANCE CERTIFICATE**

Pursuant the provisions of Sub Section (1) of Section 383A of the Companies Act, 1956 with regard to issue of Compliance Certificate, the necessary Compliance Certificate obtained from Shekhar Ghatpande & Co., Practicing Company Secretaries is attached herewith.

**8. DIRECTORS**

Dr. Pravin Hukmichand Chordia, Director [DIN: 00389777] retires by rotation and has informed his unwillingness to be reappointed as the Director of the Company, due to his other business and professional commitments.

As per the provisions of the Companies Act, 2013, Independent Directors are required to be appointed for a term upto five consecutive years and shall not be liable to retire by rotation, during that period. Necessary resolutions for the appointment of Mr. Mahendra Sajjanlal Mehta and Mr. Vijaykumar Chandulal Kankaliya have been recommended for your approval. Mr. Ajay Dhondopant Pohekar another Independent Director has informed his unwillingness to be appointed as an Independent Director of the Company, due to his other business and professional commitments.