



FOODS AND INNS LIMITED

**42nd Annual Report
2013 - 14**



FOODS AND INNS LIMITED

Dulwich Mansion, 3rd Floor, 224, Tardeo Road, Tardeo, Mumbai - 400 007, India

CIN: L55200MH1967PLC013837

42nd ANNUAL GENERAL MEETING

Date : Monday, September 22, 2014

Time : 11.00 A.M

Venue : Sir Vithaldas Chambers, 6th Floor, 16 Mumbai Samachar Marg, Fort, Mumbai 400 001

CORPORATE INFORMATION

Board of Directors

Mr. Bhupen C. Dalal

Chairman, Alternate to George Gonzor

Mr. Utsav Dhupelia

Managing Director

Mr. Milan B. Dalal

Non Executive, Non Independent Director

Mr. Raymond Simkins

Non Executive, Non Independent Director

Mr. Dadi B. Engineer

Non Executive, Independent Director

Mr. Dinkarray D. Trivedi

Non Executive, Independent Director

Mr. Chaitan Maniar

Non Executive, Independent Director
(Expired on June 29, 2014)

Mr. George Gonzor

Non Executive, Independent Director
(Retires on September 22, 2014)

Mr. Nirmitt Ved

Nominee Director Exim Bank
(Appointed on February 11, 2014)

Cost Auditor

N. Ritesh & Associates

Cost Accountants

Statutory Auditors

B.S. Mehta & Co

Chartered Accountants

Corporate Office

Dulwich Mansion, 3rd Floor, 224,
Tardeo Road, Tardeo, Mumbai 400 007

Tel: 022-23533103/04/05

Fax: 022-23533106/07

Email: writetous@foodsandinns.com

Registered Office

Foods and Inns Building,
Sion Trombay Road, Punjabwadi, Deonar,
Mumbai-400 088
Website: www.foodsandinns.com

Principal Bankers

Andhra Bank
State Bank of India
Bank of Maharashtra
Export-Import Bank of India
Corporation Bank
Bank of India

Registrars & Transfer Agents

Link Intime India Pvt. Ltd

C-13, Pannalal Silk Mills Compound
L.B.S Marg, Bhandup (W),
Mumbai-400 078
Tel: 022-25963838

Contents

	Page No.
Notice	2
Directors Report	8
Secretarial Compliance Certificate	16
Corporate Governance	19
<u>Standalone Financial Statement</u>	
Auditors' Report	25
Balance Sheet	28
Statement of Profit & Loss	29
Cash Flow Statement	30
Notes Forming part of Financial Statements	32
Statement under section 212 of the Companies Act 1956 relating to subsidiary companies	59
Financial Highlights	60
<u>Consolidated Financial Statement</u>	
Auditors' Report	61
Consolidated Balance Sheet	62
Consolidated Statement of Profit & Loss	63
Consolidated Cash Flow Statement	64
Notes Forming part of Consolidated Financial Statements	66



FOODS AND INNS LIMITED

CIN: L55200MH1967PLC013837

Registered Office: Foods and Inns Building, Sion-Trombay Road, Punjabwadi, Deonar

Mumbai – 400 088 Tel No.: 23533103/04/05 Fax No.: 23533106/07

Email: writetous@foodsandinns.com Website: www.foodsandinns.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 42nd ANNUAL GENERAL MEETING OF THE MEMBERS OF FOODS AND INNS LIMITED WILL BE HELD ON MONDAY, SEPTEMBER 22, 2014 AT 11.00 A.M. AT SIR VITHALDAS CHAMBERS, 6TH FLOOR, 16, MUMBAI SAMACHAR MARG, FORT, MUMBAI 400 001 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2014 and the Statement of Profit & Loss for the financial year ended on that date along with the Report of the Directors and Auditors thereon.
2. To declare Final Dividend on equity shares for the financial year ended 31st March, 2014.
3. To re-appoint M/s B.S. Mehta & Co., Chartered Accountants, (Firm Registration No.106190W) as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting, until the conclusion of third Annual General Meeting to be held after this meeting, (subject to ratification of their appointment at every Annual General Meeting) and to fix their remuneration for the financial year ending 31st March, 2015.

SPECIAL BUSINESS:

4. **Not to fill vacancy caused by retirement of Mr. George P. Gonzor (DIN: 02138054)**

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

“RESOLVED THAT the vacancy caused due to the retirement of Mr. George P. Gonzor (DIN: 02138054) be not filled up at this meeting or at any adjournment thereof”

5. **Appointment of Mr. Bhupen C. Dalal (DIN: 00061492) as a director retiring by rotation**

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

“RESOLVED THAT Mr. Bhupen C. Dalal (DIN: 00061492), in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director of the Company be and is hereby appointed as a Director of the Company, liable to retire by rotation.

6. **Appointment of Mr. Dadi B. Engineer (DIN: 00047028) as an Independent Director of the Company**

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rule 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Dadi B. Engineer (DIN: 00047028), who was appointed a director liable to retire by rotation and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company with effect from September 22, 2014 to September 21, 2019

7. **Appointment of Mr. Dinkarray D. Trivedi (DIN: 00380306) as an Independent Director of the Company**

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rule 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Dinkarray D. Trivedi (DIN: 00380306), who was appointed a director liable to retire by rotation and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company with effect from September 22, 2014 to September 21, 2019

8. **Remuneration of Cost Auditor**

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

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of ₹ 1,25,000 (Rupees One Lac Twenty Five Thousand only) plus service tax as applicable and reimbursement of out of pocket expenses for the Financial year ending March 31, 2015 as approved by the Board of Directors of the Company, to be paid to N. Ritesh & Associates Cost Accountants for the conduct the cost audit of the cost records of the Company be and is hereby ratified and confirmed

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary , proper or expedient to give effect to this resolution."

9. **Borrowing Limits of the Company**

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

"RESOLVED THAT in supersession of the resolution passed by the shareholders in their 36th Annual General Meeting of the Company held on March 08, 2008, pursuant to Section 180(1) (c) of the Companies Act, 2013 (hereinafter referred as "said Act") and the relevant Rules of the said Act (including any statutory modification(s) or re-enactment thereof, for the time being in force) and any other applicable laws and provisions of Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors of the Company (the "Board") to borrow such moneys or sum of moneys, from time to time, at its discretion, with or without security, and upon such terms and conditions as the Board may think fit, for the purpose of business of the Company, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business), will exceed aggregate of the paid up share capital of the Company and its free reserves, provided that the total amount borrowed and outstanding at any point of time shall not exceed a sum of ₹. 300 crore (Rupees Three Hundred Crores Only) in Indian Rupees and/or to the equivalent amount in any foreign currency.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary and expedient and also to delegate all or any of the above powers to the committee of the Directors or any other officers of the Company for giving effect to the said resolution."

10. **Creation of Mortgage/ Charge on the movable and immovable properties of the Company**

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

"RESOLVED THAT in supersession of the all previous resolutions in this regard and pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 (hereinafter referred as "said Act") and the relevant Rules of the said Act and subject to statutory amendments thereto from time to time, the consent of the Company be and is hereby given to the Board of Directors of the Company for mortgaging and/or charging all the immovable and movable properties of the Company, present and future, where so ever situate, and whole or any part of the undertaking of the Company in respect of borrowings whether fund based or non fund based including any term loans, foreign currency borrowing including external commercial borrowing, buyer's credit or syndicated loan, working capital assistance obtained / to be obtained by the Company together with interest at the agreed rate, additional interest, liquidated damages, commitment charges, costs, charges, expenses and all other monies payable by the Company to the lenders, on such terms as the Board may determine.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to finalize with the lenders, as the case may be the documents for creating the aforesaid mortgage and /or charge and to do all such acts and things as may be necessary for giving effect to the above resolution.

By Order of the Board
For **FOODS AND INNS LIMITED**

Mumbai, August 14, 2014

Registered Office:

Foods and Inns Building
Sion-Trombay Road
Punjabwadi
Deonar, Mumbai – 400 088.

UTSAV DHUPELIA
MANAGING DIRECTOR

Registrar & Transfer Agents:

Link Intime India Pvt. Ltd.,

C-13, Pannalal Silk Mills Compound, L.B.S. Marg,
Bhandup – (W), Mumbai – 400 078.
Tel.No. (022) 25963838

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. (a) The instrument appointing a Proxy must be deposited with the Company at its Registered Office not less than 48 hours before the time of holding the meeting.
(b) Corporate Members intending to send their authorized representative to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from 15-09-2014 to 22-09-2014 (both days

inclusive).

5. The members are requested to notify change of address, if any, to Foods and Inns Limited, Dulwich Mansion, 224, Tardeo Road, Mumbai – 400 007 or to Link Intime India Pvt. Ltd., C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai 400 078, Registrar and Transfer Agents.
6. Members/Proxies are requested to bring their copy of the Annual Report and Attendance/Proxy Slip sent herewith duly filled in for attending the meeting to avoid inconvenience and delay at the time of registration and avoid being accompanied by non-members and children. Copies of Annual Report and Attendance slip will NOT be available for distribution at the venue of the Meeting.
7. The trading in the Company's Shares has been made compulsory in dematerialized form effective 22nd February, 2002 for all class of investors. In view of the numerous advantages offered by the Depository System, shareholders are requested to avail the facility of dematerialization of the Company's Shares.
8. Members holding shares in dematerialized form should address all their correspondence including change of address, nominations, ECS mandates, bank details to be incorporated on dividend warrants, power- of attorney, etc. to their Depository Participant.
9. Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The members, whose names appear in the Register of Members / list of Beneficial owner as on August 15, 2014 , i.e the date prior to the commencement of book closure date are entitled to vote on the Resolutions set forth in this Notice. Members who have acquired shares after the dispatch of the Annual Report and before the book closure may approach the Company for issuance of User ID and Password for exercising their right to vote by electronic means. The e-voting period will commence at 9.00 am on Wednesday, September 17, 2014 and will end at 6.00 pm on Friday, September 19, 2014. The Company has appointed Mr. J. Y. Gupte, Practising Company Secretary, to act as the Scrutinizer, for conducting the scrutiny of the votes cast.
10. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
11. Consequent upon the introduction of section 205A (5) and 205C of Companies Act, 1956, the amount of dividend remaining unpaid/ unclaimed for a period of seven years from the date of its transfer to the unpaid dividend account of the Company is required to be transferred to the Investor Education and Protection Fund to set up by the Govt. of India and no payment shall be made in respect of any such claims by the fund. Accordingly, the Company has transferred the unclaimed dividends upto the financial year ended 30th September, 2006 to Investor Education and Protection Fund.

Explanatory Statement

As required by section 102 of the Companies Act, 2013, the following explanatory statement set out all material facts relating to the business mentioned under items 4 to 10 of the accompanying Notice:

Item No.4:

Mr. George P. Gonzor, Independent Director of the Company, has expressed his desire to retire from the Board of the Company at this Annual General Meeting. The Company does not propose to fill up the vacancy at this meeting or any adjournment thereof, but will do so at a later date. Hence as required under section 152 of the Companies Act, 2013, a resolution is proposed not to fill up the casual vacancy caused by the retirement of Mr. George P. Gonzor at this meeting or any other adjournment thereof.

Except Mr. George P. Gonzor, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

Item No.5:

The Company has received a notice in writing from a member alongwith the deposit of requisite amount under section 160 of the Act proposing the candidature of Mr. Bhupen C. Dalal for the office of Director of the Company

Mr. Bhupen C. Dalal is not disqualified from being appointed as a director in terms of Section 164 of the Act and has given his consent to act as a Director.

Brief Resume of Mr. Bhupen C. Dalal

Name	Mr. Bhupen C. Dalal
Date of Birth & Age	18-11-1941 , 72 years
Appointed on	30-04-2008
Qualifications	B.Com , L.L.B
Expertise/experience	Standing over 50 years experience as Financial Adviser
Shareholding	NIL

The Other Directorships / Committee Membership of Mr. Bhupen C Dalal are as follows:

Name of the Company	Committee Membership	Board Membership
Oceanic Investments Limited	NIL	Director
Nildeep Investments Company Private Limited	NIL	Director
Cifco Limited	NIL	Chairman
Pudumjee Pulp & Paper Mills Limited	Remuneration and Audit Committee	Director
Milan Investments Limited	NIL	Director

Mr. Bhupen C. Dalal may be deemed to be concerned or interested, financially or otherwise, in respect of his appointment as a Director. Mr. Milan B. Dalal who is his relative and the Director of the Company and their other relatives, to the extent of their shareholding interest in the Company, may be deemed to be concerned or interested in the appointment of Mr. Bhupen C. Dalal.

Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No.5 for approval by the Members.

Item No 6 to 7:

Mr. Dadi B. Engineer and Mr. Dinkarray D. Trivedi are independent Directors of the Company and have held the positions as such for more than 5 (Five) years.

The Company has received notices in writing from member's alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of each of Mr. Dadi B. Engineer and Mr. Dinkarray D. Trivedi, for the office of Directors of the Company.

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of independent directors by a listed Company.

It is proposed to appoint Mr. Dadi B. Engineer and Mr. Dinkarray D. Trivedi, as Independent Directors under Section 149 of the Act and Clause 49 of the Listing Agreement to hold office with effect from September 22, 2014 to September 21, 2019.

Mr. Dadi B. Engineer and, Mr. Dinkarray D. Trivedi, are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has received declarations from Mr. Dadi B. Engineer and, Mr. Dinkarray D. Trivedi, that they meet the criteria of Independence as prescribed both under subsection (6) of section 149 of the Act and Clause 49 of the Listing Agreement.

Brief resume of Mr. Dadi B. Engineer, Mr. Dinkarray D. Trivedi, nature of their expertise and names of companies in which they hold directorship and memberships/ chairmanships of Board committees, shareholding are mentioned below.

Name	Mr. Dadi B. Engineer
Date of Birth & Age	02-05-1933, 81 years
Appointed on	19-08-1992
Qualifications	B.A (Hons), LLB, Solicitor & Advocate (High Court , Mumbai)
Expertise/experience	Standing over 50 years in Legal profession having expertise in Indirect Taxation and Corporate Laws. He is senior most partner in M/s Crawford Bailey & Co. Advocates and Solicitors, one of the most reputed firm in India. He is also serving on the Board of various Public and Private Limited Companies
Shareholding	NIL

The Other Directorships / Committee Membership of Mr. Dadi B Engineer are as follows:

Name of the Company	Committee Membership	Board Membership
Forvol International Services Limited	Nil	Director
Nilkamal Limited	Audit Committee	Director
PCS Technology Limited	Nil	Director
Protos Engineering Co. Pvt. Ltd	Nil	Director
S P Sanghi Airconditioning Pvt. Ltd	Nil	Chairman & Director
Welspun India Limited	Audit & Remuneration	Director
Zoroastrian Investment Corporation Pvt. Ltd	Nil	Director
Zuari Global Limited	Audit & Shareholders	Director

Name	Mr. Dinkarray. D. Trivedi
Date of Birth & Age	15-03-1932, 82 years
Appointed on	26-08-1987
Qualifications	B.A, M.com
Expertise/experience	Management Consultant- Corporate Planning, Strategy Formulations, Financial Restructuring, Acquisitions, Disinvestments etc. Conducted training programmes in financial institutions like: GIIC, GSFC, HDFC, Industrial organizations Like: NTC, MSTC & CSPC and other Corporate House
Shareholding	400 Equity Shares

The Other Directorships / Committee Membership of Mr. Dinkarray. D Trivedi are as follows:

Name of the Company	Committee Membership	Board Membership
Wires & Fabriks (SA) Limited	Nil	Director
Asim Exports International Limited	Nil	Director
Cyclic Chemicals Limited	Nil	Director
Dravya Finance Limited	Nil	Director

Copy of the draft letters for respective appointment of Mr. Dadi B. Engineer and Mr. Dinkarray D. Trivedi, as Independent Directors setting out the terms and conditions are available for inspection by members at the registered office of the Company.

Mr. Dadi B. Engineer, Mr. Dinkarray D. Trivedi, are interested in the resolutions set out respectively at Item Nos. 6 to 7 of the Notice with regard to their respective appointments.

Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board recommends the Ordinary Resolutions set out in Item Nos. 6 to 7 of the Notice for approval by Members.

Item No 8:

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of N. Ritesh & Associates as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

The Board recommends the ordinary Resolution at item No.8 for approval by the Members

Item No 9 & 10:

Section 180 of the Companies Act, 2013 (the Act) (corresponding to Section 293 of the Companies Act, 1956) has been notified by Ministry of Corporate Affairs (MCA) with effects from September 12, 2013. In terms of Section 180(1) (c) borrowings by a Company apart from temporary loans obtained from the Company's bankers in excess of its paid-up capital and free reserves, require the approval of the Members by way of Special resolution.

Section 180(1) (a) of the Companies Act, 2013 effective from 12th September, 2013 requires that the Board of Directors shall not, without the consent of members in general meeting, sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company.

Members of the Company vide 36th Annual General Meeting dated March 08, 2008 had pursuant to section 293(1) (d) of the Companies Act, 1956, approved the borrowing over and above the aggregate of paid up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not exceed of ₹ 100 crores (Rupees Hundred Crores Only).

The Ministry of Corporate Affairs (MCA) has vide its Circular dated March 25, 2014 clarified that the resolution passed under section 293 of the Companies Act, 1956 prior to September 12, 2013 with reference to borrowings (subject to the limit prescribed) and /or creation of security on assets of the Company will be effective for a period of one year from the date of notification of Section 180 of the Act which would be September 11, 2014. Pursuant to the above clarifications a fresh approval of the Members is being sought under Section 180 of the Companies Act, 2013

The Board recommends the Special Resolutions at Item Nos. 9 and 10 for approval by Members

By Order of the Board
For **FOODS AND INNS LIMITED**

Mumbai, August 14, 2014

Registered Office:

Foods and Inns Building
Sion-Trombay Road
Punjabwadi
Deonar
Mumbai – 400 088.

UTSAV DHUPELIA
MANAGING DIRECTOR



DIRECTORS' REPORT

TO THE MEMBERS

Your Directors are pleased to present the Forty Second Annual Report of the Company together with audited accounts for the financial year ended on March 31, 2014.

1. FINANCIAL RESULTS

	2013 - 2014 ₹	2012 - 2013 ₹
Profit/ (Loss) before tax	5,76,26,200	2,52,68,857
Provision for Taxation	1,19,27,567	59,23,847
Tax Adjustments of Earlier Years	NIL	(7,24,893)
Deferred tax	52,10,951	5,47,523
MAT Credit	(1,10,28,726)	(56,51,122)
Profit after Tax	5,15,16,408	2,51,73,502
Prior period adjustments	NIL	Nil
Balance Brought Forward	(31,76,587)	(2,83,50,089)
Profit / (Loss) Available for Appropriation	4,83,39,821	(31,76,587)
Appropriations		
Proposed Dividend	26,11,872	14,51,040
Tax on Dividend	4,43,888	2,46,604
Transfer from General Reserve	NIL	(16,97,644)
Transfer to General Reserves	38,63,731	NIL
Balance carried to Balance Sheet	4,14,20,330	(31,76,587)

2. OPERATIONS, MANAGEMENT DISCUSSION AND ANALYSIS:

During the financial year ended on March 31, 2014, the turnover of the Company is ₹ 304.92 crores as compared to ₹.257.65 crores for the year ended on March 31, 2013. The Company made a profit before tax of ₹.5.76 crores during the year ended March 31, 2014 against the profit before tax of ₹.2.53 crores during the year ended on March 31, 2013. The Company's exports during the year was ₹.217.14 crores (₹.191.48 crores) and domestic sale was ₹.75.81 crores (₹.55.86 crores). This translates into a ratio of 74.12% to 25.88 % (77.42% to 22.58%) between exports and domestic sales.

3. DIVIDEND:

Your Directors recommend payment of final dividend for the financial year ended March 31, 2014 of ₹1.80 per equity shares of face value of ₹ 10 per share as against ₹ 1.00 per equity share of face value of ₹ 10 per share for the previous year.

4. FUTURE PROSPECTS:

We are glad to inform that Company has upgraded its existing fruit concentration line to produce Tomato Paste as per International standard. The first season business response has been encouraging hence your company is considering setting up second plant in the western region.

Also Company is at a final stage of negotiating project cost for food service & institutional pack for Tomato paste for fast food chain.

The new spray drying plant will also being planned for commissioning in September, 2014.

Further your Company has successfully negotiated contract manufacturing of value added fruit compounds and blend with the equipment supplied by leading EU Company for exclusive production for their requirement to be sold in domestic and neighboring countries.

5. AUDITOR'S REMARKS:

The Internal Audit of business operations at all manufacturing units located at Bulsar, Chembur, Chittor and Nashik is being carried out by independent firms of Chartered Accountants and scope of internal audit is being widened to cover the operations at corporate office.

6. FIXED DEPOSITS FROM THE PUBLIC:

As on March 31, 2014, fixed deposits from the public and shareholders stood at ₹ 7.80 crores Public ₹.6.42 crores and ₹.1.38 crores from a shareholder who is a relative of a Director; There are no overdue deposits.

As of March 31, 2014 public deposits amounting to ₹.4.20 lacs had not been claimed by 15 depositors. Depositors are being intimated to claim their deposits. Your Company has stopped accepting and/ or renewing fixed deposits from the general public and shareholders.