

J. R. FOODS LIMITED

BOARD OF DIRECTORS

Shri. J.K. KOTHARI	MANAGING DIRECTOR
Smt. KAMALA J. KOTHARI	DIRECTOR
Shri. G. ASHOKKUMAR	DIRECTOR
Shri. P. RAMAMOORTHY	DIRECTOR
Shri. DINESH KOTHARI	DIRECTOR

AUDITORS

M/s. CNGSN & ASSOCIATES
CHARTERED ACCOUNTANTS
PUDUCHERRY - 605 005.

COMPANY SECRETARY

Smt. MADHAVI KOLA
J. K. TOWERS
100 FEET ROAD
PUDUCHERRY - 605 013.

REGISTERED OFFICE

J.K. TOWERS,
100 FEET ROAD,
PUDUCHERRY - 605 013

WORKS

THIRUBHUVANAI VILLAGE
PUDUCHERRY - 605 107

J. R. FOODS LIMITED

NOTICE TO MEMBERS

NOTICE is hereby given that the TWENTIETH ANNUAL GENERAL MEETING of J.R.FOODS LIMITED will be held on Monday, 23rd September, 2013 at 10.00 am at "J.K. Towers, 100 Feet Road, Puducherry-605 013, to transact the following business:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2013 and the Statement of Profit and Loss for the year ended on that date with the Notes thereon and the Schedules thereto and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. P. Ramamoorthy who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. G. Ashokkumar who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint the Auditors and fix their remuneration. The retiring auditors M/s. CNGSN & Associates, Chartered Accountants, Puducherry are eligible for reappointment.

By Order of the Board

Place: Puducherry
Date: 30th May 2013

Kamala J. Kothari
Director

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and on a poll to vote instead of himself. A proxy need not be a member; proxies to be effective must be received by the company not less than 48 hours before the meeting.
2. A short resume of the Directors proposed to be re-appointed as per Serial Numbers 2 and 3 is enclosed as Annexure A to the Notice.
3. The register of members and share transfer books will remain closed from 17th September 2013 to 23rd September 2013 (both days inclusive).
4. You are advised to send all your correspondence regarding change of address and share transfer documents to Cameo Corporate Services Limited, 1, Club House Road, Chennai-600 002.

Details of Directors seeking re-appointment in Annual General Meeting scheduled to be held on 23rd September, 2013

(Pursuant to Clause 49 (IV)(E) and 49 (IV)(G)(i) of the Listing Agreement)

Name of Director	G. Ashokkumar	P. Ramamoorthy
Date of Appointment	10 th March , 2006	10 th March , 2006
Qualification	Bachelor of Arts in English Literature.	Pre University Course
Expertise in Specific Function area	Rich Experience in Administration	Rich Experience in Technology
List of outside Director-ships held as on 31 st March, 2013	Nil	Nil
Chairman/Member of the Committee of the Board of Directors of the Company as on 31st March, 2013	Audit Committee-Member	Audit Committee-Member
Chairman/Member of the Committee of Directors of other Companies in which he is a Director as on 31 st March, 2013	Nil	Nil
a. Audit Committee		
b. Shareholder's Grievance Committee	Nil	Nil
c. Board Governance Committee	Nil	Nil
d. Compensation Committee	Nil	Nil
e. Other Committees	Nil	Nil
Number of shares held in the Company as on 31 st March, 2013	Nil	Nil

J. R. FOODS LIMITED

DIRECTORS' REPORT

Dear Shareholders,

The Directors present the Annual Report together with the audited Balance Sheet and the statement of Profit and Loss of J.R. Foods Limited for the year ended 31st March, 2013

Performance of the Company

Your Company's performance during 2012-13 is summarized below:

Financial Results

Particulars	(Rs. in Lakhs)	
	2013	2012
Sales & Other Income (net of excise duty)	1684.07	729.52
Profit/ (Loss) before Depreciation and Interest	132.97	138.12
Depreciation	67.91	63.18
Interest	90.12	71.75
Profit before Tax	(25.06)	3.19
Provision for Tax	0.0	0.00
Profit after Tax	(25.06)	3.19
Balance Brought forward from Previous year	(603.11)	(606.30)
Balance Carried to Balance Sheet	(628.17)	(603.11)

Your Directors regret that they are unable to recommend any dividend for the year, due to continued loss.

Review of Operations & Prospects:

The Company's turnover during the year has increased considerably while compared to previous year. However due to local competition in procuring Raw materials and lack of working capital, the operations were minimized and the capacity utilization could not be achieved at least to the break even level.

The Company has incurred a loss during the previous year despite of its best efforts towards cost control.

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors hereby confirm that:

1. in the preparation of accounts for the financial year ended 31st March, 2013, the applicable accounting standards have been followed along with proper explanation relating to material departures.
2. the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for the year under review;
3. the Directors have taken proper and sufficient care for maintenance of adequate records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
4. the Directors have prepared the accounts for the financial year ended 31st March, 2013 on a going concern basis.

Corporate Governance

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, Reports on Management Discussion and Analysis and on Corporate Governance have been included elsewhere in this report. A certificate of the Auditors on the Report on Corporate Governance is enclosed elsewhere in this Annual report.

Directors

Mr. P. Ramamoorthy and Mr. G. Ashokkumar, directors retire by rotation and being eligible offer themselves for re-appointment at the ensuing Annual General Meeting.

Statutory Auditors

The retiring statutory auditors M/s. CNGSN & Associates, Chartered Accountants, Puducherry shall retire at the ensuing Annual General Meeting and offer themselves for reappointment as the statutory auditors of the Company pursuant to Section 224 of the Companies Act, 1956.

Public Deposit

The company has not accepted during the year under review any deposits from the public within the meaning of Section 58A of the Companies Act, 1956.

Particulars of Employees

The Company had no employees during the year, who came under the purview of the provisions of Sec.217 (2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975.

Particulars under section 217 (1) E of the Companies Act, 1956 and the Companies (Disclosure of Particulars in the report of Board of Directors) Rules, 1988:

A. DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY

	2012-13	2011-12
Electricity		
Units Consumed	668370	1046030
Total amount	Rs.3165933	Rs.2287588
Rate/Unit	Rs. 4.74	Rs. 2.19
Own generation		
Through Diesel Generator		
Unit per Liter of Diesel Oil	2.90	2.90
Rate per Unit	Rs. 17.46	Rs. 14.72

B. CONSUMPTION PER UNIT PRODUCTION

Per tone of Production	Rs. 485.91	Rs. 380.33
Technology Absorption	Nil	Nil

C. FOREIGN EXCHANGE EARNINGS & OUTGO

i. Foreign Exchange Earnings	Nil	Nil
ii. Foreign Exchange Outgo	Nil	Nil

Acknowledgements and Appreciation

The Directors take this opportunity to thank Company's customers, shareholders, suppliers, bankers and Central and State Governments for their consistent support to the Company. The Directors also wish to place on record their appreciation to employees at all levels for their hard work, dedication and commitment

For and on behalf of the Board

Place: Puducherry
Date: 30th May 2013

KAMALA J. KOTHARI
Director

J. K. KOTHARI
Managing Director

J. R. FOODS LIMITED

CORPORATE GOVERNANCE REPORT

A brief statement on Company's philosophy on code of governance

The Company is committed to good corporate governance. It realizes the rights of the shareholders to information on the performance of the company. The basic philosophy of Corporate Governance of the Company is to achieve improved performance and dedicate itself to increase the long term shareholder value, keeping in view the needs and interests of its entire stakeholder. The Company believes in transparency in its dealings and adherence to basic ethics in business. The Company has initiated steps for implementation of the additional requirements of new Clause 49 of the Listing Agreement with the Stock Exchanges.

Board of Directors

i. Details of the Board composition, other Directorship and attendance are given below:

The Board of Directors of the Company has an optimum combination of Executive and Non-Executive Directors with two Independent Non-Executive Directors out of five Directors on the Board as on date. The Managing Director is an Executive Director and the number of Independent Non-Executive Directors on the Board is more than 50% of the Board strength at any point of time.

All Independent Non-Executive Directors comply with the requirements of the Listing Agreement for being "Independent Director". Further each of the Independent Directors also affirmed that he satisfies all the prescribed requirements for being an Independent Director.

The Composition of the Board of Directors as on March 31, 2013 as follows:

Name	Category	Designation	Date of appointment	Directorship in other Companies	Chairmanship of Committees of Board of other Companies	Membership of Committees of Boards of other companies
J.K. Kothari	Promoter Director	Managing Director	20.08.1993	2	-	-
Kamala J. Kothari	Promoter Non-Executive Director	Director	15.09.2004	1	-	-
Dinesh Kothari	Promoter Non-Executive Director	Director	18.07.2012	1	-	-
G. Ashokkumar	Independent Non-Executive Director	Director	10.03.2006	-	-	-
P. Ramamoorthy	Independent Non-Executive	Director	10.03.2006	-	-	-

ii. The attendance of the Directors at the Board meetings and AGM held during the year is as follows:

Director	Number of meetings held	Number of meetings attended	Attendance at the AGM held on 20th September 2012 (Yes/No)
J.K. Kothari	7	7	Yes
Kamala J. Kothari	7	7	Yes
Dinesh Kothari	7	3	Yes
G. Ashokkumar	7	6	Yes
P. Ramamoorthy	7	6	Yes

Particulars of Directors appointed/re-appointed/resigned

As per the provisions of the Articles of Association of the Company, Mr. P. Ramamoorthy and Mr. G. Ashokkumar directors retire by rotation and being eligible offer themselves for re-appointment at the forthcoming Annual General Meeting.

In terms of the Listing Agreement, a brief resume of the Directors proposed to be re-appointed at the ensuing Annual General Meeting is provided as an Annexure to the Notice of the Annual General Meeting.

i. Directors' membership in board/committees of other companies

In terms of the Listing Agreement, none of the Directors of the Company were members in more than 10 committees nor acted as chairman of more than five committees across all companies in which they were Directors. Details of other Directorships/Committee membership/Chairmanship held by them are given in Para 2 i) above.

ii. Number of Board meeting held, dates on which held.

During the financial year 2012-13, the Board met Seven times, on 4th April 2012, 30th May 2012, 29th June 2012, 18th July 2012, 30th July 2012, 30th October 2012 and 30th January 2013. The gap between any two successive Board meetings did not exceed four months.

Code of Conduct

Pursuant to Clause 49 of the Listing Agreement, the Board has approved a code of conduct for the Board of Directors and senior management and the same has been circulated. The Board of Directors and senior management personnel have affirmed their compliance with the provisions of the code of conduct.

Audit Committee:

i. Brief description of the terms of reference of the Audit Committee

The Audit committee reviews, acts and reports to the Board of Directors with respect to:

- auditing and accounting matters, including the appointment of Statutory auditors;
- compliance by the Company with legal and statutory requirements;
- integrity of the Company's financial statements, the scope of the annual audits, and fees to be paid to the Statutory auditors.
- performance of the Company's Internal audit function, Independent Auditors and accounting practices.

The Audit Committee reviews the unaudited quarterly and yearly audited financial results with the management before submitting them to the Board for its consideration and approval. The Chairman of the Audit Committee is present at the Annual General Meeting.

ii. Composition & Qualifications

The Audit Committee consists of the three independent non-executive Directors and one nonexecutive Director. All the Members of the Audit committee of the Company are financially literate with the Chairman of the Committee having the accounting or related financial management expertise. None of the members receives, directly or indirectly, any consulting, advisory or compensatory fees from the Company other than their remuneration as Director.

Mr. J. K. Kothari	-	Chairman
Mrs. Kamala J. Kothari	-	Member
Mr. G. Ashokkumar	-	Member
Mr. P. Ramamoorthy	-	Member

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 1992, as amended, the Board has approved the Code of Conduct for prevention of insider trading and authorized the Audit Committee to implement and monitor the requirements set out in the code.

iii. Meetings and attendance during the year

The Audit committee met four times during the financial year 2012-13 on 29th May 2012, 29th July 2012, 29th October 2012 and 29th January 2013.

Name	Number of meetings held during the year	Number of meetings attended during the year
J.K. Kothari	4	4
Kamala J. Kothari	4	4
G. Ashokkumar	4	4
P. Ramamoorthy	4	4

Remuneration Committee

The Remuneration Committee consisted of the following Directors.

1. Mrs. Kamala J. Kothari
2. Mr. G. Ashokkumar

Transfer and Investors' grievance.

Transfer and Investors' Grievance Committee consisting of Shri. J.K. Kothari and Shri. P. Ramamoorthy met regularly to consider and approve transfers of shares. Shri. Dinesh Kothari is the Compliance Officer.