

J. R. FOODS LIMITED

TWENTYFIRST ANNUAL REPORT 2013-14

**J.K. TOWERS, 100 FEET ROAD,
PUDUCHERRY – 605 013.**

J. R. FOODS LIMITED

BOARD OF DIRECTORS

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

MANAGING DIRECTOR
DIRECTOR
DIRECTOR
DIRECTOR
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 TWENTYFIRST ANNUAL GENERAL MEETING of J.R.FOODS LIMITED will be held on Tuesday, 30th September, 2014 at 10.00 am at “J.K. Towers, 100 Feet Road, Puducherry-605013, to transact the following business:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2014 and the Profit and Loss Account 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 Mrs. Kamala J Kothari who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint a Director in place of Mr. Dinesh Kothari retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors of the Company to hold office from the conclusion of 21st AGM until the conclusion of 25th AGM and to authorise the Board of Directors to fix their remuneration and for that purpose, 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 139 of the Companies Act, 2013 and the Rules made thereunder, M/s CNGSN & Associates, Chartered Accountants, Fourth Cross, Anna Nagar, Pondicherry-605005, Firm Registration No. 004915S, be and are hereby appointed as the auditors of the Company, to hold office of the auditors from conclusion of this 21st Annual General Meeting (AGM) until the conclusion of 25th AGM (subject to ratification of the appointment by the members at every AGM held after this AGM) on such remuneration as may be mutually determined between the said Auditors and the “ Board of Directors of the Company.”

Special Business

5. Appointment of Independent Director: Mr. G. Ashokkumar

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 Sections 149,150, 152 and other applicable provisions, if, any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or reenactment thereof for the time being in force) Mr. G. Ashokkumar (holding DIN 00016651 as an Independent director of the company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a consecutive period of five years from the conclusion of this Annual General Meeting of 2014 till the conclusion of the Annual General Meeting of 2019 and the provisions of section 152(6) and (7) in respect of retirement of directors by rotation shall not be applicable to the appointment of Independent Director: Mr. G. Ashokkumar.

6. Appointment of Independent Director: Mr. P. Ramamoorthy

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 Sections 149,150, 152 and other applicable provisions, if, any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or reenactment thereof for the time being in force) Mr. P. Ramamoorthy (holding DIN 00016672 as an Independent director of the company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a consecutive period of five years from the conclusion of this Annual General Meeting of 2014 till the conclusion of the Annual General Meeting of 2019 and the provisions of section 152(6) and (7) in respect of retirement of directors by rotation shall not be applicable to the appointment of Independent Director:

Mr. P. Ramamoorthy.

By Order of the Board

Place: Puducherry
Date: 30th May 2014

Kamala J. Kothari
Director

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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, 3, 5 and 6 is enclosed as Annexure A to the Notice.
3. In terms of clause 49 of the Listing Agreement a brief resume of the directors proposed to be appointed/reappointed at the meeting is enclosed.
4. The register of members and share transfer books will remain closed from 24th September 2014 to 30th September 2014 (both days inclusive).
5. 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.
6. In compliance with the provisions of Companies Act, 2013 and rules made thereunder and earlier communications from the Company, the Company shall send the Notice of this Annual General Meeting, instruction for e – voting, along with the attendance slip, Proxy Form and Annual Report for the financial year 2013 -14, through electronic mode, to those members who have registered their e-mail address with the Company or with their respective depository participant and have opted to receive the aforesaid documents in electronic form. For Members who have not registered their e – mail addresses, physical copies of the aforesaid documents are being sent by the permitted mode.
7. Members who have not registered their e-mail addresses so far are requested to register their e-mail ID with RTA of the Company / Depository Participant(s) for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.

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8. Members may also note that the Notice of the 21st Annual General Meeting and the Annual Report for the financial year 2013-14 will also be available on the Company's website www.jrfoods.in and www.evotingindia.com for their download. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar and Share Transfer Agent of the Company.
10. E-voting In compliance with provisions of Clause 35B of the Listing Agreement and Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members facility to exercise their right to vote at the 21st Annual General Meeting (AGM) on the resolutions mentioned in the notice by electronic means through e-voting services provided by CDSL. The e-voting shall be open from September 23, 2014 (from 9.00 A.M. IST) to September 25, 2014 (at 6.00 P.M., IST) (both days inclusive).

The e – voting module shall be disabled by CDSL for voting after 6.00 p.m. on September 25, 2014. **Mr. S. Ananthanarayan**, Practicing Company Secretary (Membership No: FCS - 2713) has been appointed as the Scrutinizer for scrutinizing the e-voting process in a fair and transparent manner.

E-voting is optional. The e - voting rights of the members / beneficiary owners shall be reckoned in proportion to their shares of the paid up share capital of the Company as on Friday, August 22nd, 2014, being the cut-off date (record date) for the purpose. Members of the Company holding shares either in physical or in dematerialized form, as on the Cut-off date, may cast their vote electronically during the e – voting period.

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The Scrutinizer shall, within a period of not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to Executive Co – Chairperson of the Company.

The Results of the e-voting along with the result of the poll conducted at the AGM and the Scrutinizer's Report shall be sent to stock exchanges, where the securities of the Company are listed and placed on the Company's website www.jrfoods.in and on the website of CDSL <https://evotingindia.com> within two (2) days of passing of the resolutions at the AGM.

Instructions for Postal Ballot:

1. A Shareholder desiring to exercise his/her vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier at the expense of the Shareholder, will also be accepted.
2. The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
3. This Postal Ballot Form should be completed and signed by the shareholder. Unsigned postal ballot forms will be rejected.
4. Where the Postal Ballot Form has been signed by an authorized representative of a body corporate, a certified copy of the relevant authorization to vote on the Postal Ballot should accompany the Postal Ballot Form. Where the Form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the Postal Ballot Form. A Member may sign the Form through an Attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the Postal Ballot Form.

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5. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours on Wednesday, the 24th day of September, 2014. Any postal ballot form received after this date will be treated as if the reply from the shareholder has not been received.
6. Incomplete, unsigned or incorrectly ticked Postal Ballots will be rejected. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final and binding on all.
7. A Shareholder may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than time specified above.
8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholder on the cut-off date fixed by the Board i.e 22nd August 2014.
9. Shareholders are requested not to send any other paper along with the postal ballot form in the enclosed self-addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
10. The result of the Postal Ballots will be declared and displayed on the notice board of the Company on 30th September, 2014. The result of the Postal Ballot will also be intimated to the Bombay Stock Exchange Limited and Madras Stock Exchange.
11. The Company is please to offer e-voting facility as an alternate, for all the members of the company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form.

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The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on “Shareholders” tab.
- (iii) Now, select the “COMPANY NAME” from the drop down menu and click on “SUBMIT”
- (iv) Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Characters DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.
- (v) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used. If you are a first time user follow the steps given below.
- (vi) Now, fill up the following details in the appropriate boxes:

| | For Members holding sharesin Demat Form | For Members holding sharesin Form |
|---------------|--|--|
| PAN* | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) | |
| 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. | |
| Bank Details# | Enter the Bank Details as recorded in your demat account or in the company records for the said demat account or folio. | |

*Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of your name and the sequence number in the PAN field. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. *(Sl. No. mentioned in your address label can be used as Sequence No. for this purpose)*

#Please enter any one of the details in order to login. In case either of the details are not recorded with the depository please enter the <Default Value> in the Bank details field.

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on <Company Name> on which you choose to vote.
- (xi) 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.
- (xii) Click on the “Resolutions File Link” if you wish to view the entire Resolutions.
- (xiii) 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.