

# **J. R. FOODS LIMITED**

CIN:L15142PY1993PLC000911

## **TWENTY SIXTH ANNUAL REPORT**

**2018-19**

**J.K. TOWERS, 100 FEET ROAD,**

**PUDUCHERRY – 605 013.**

**J. R. FOODS LIMITED**

**CIN:L15142PY1993PLC000911**

**BOARD OF DIRECTORS**

SMT. KAMALA J. KOTHARI  
SHRI. DINESH KOTHARI  
SHRI. D. GOPI

- DIRECTOR -WOMAN DIRECTOR  
- WHOLETIME DIRECTOR  
- INDEPENDENT DIRECTOR

**STATUTORY AUDITORS**

M/S. R. CHANDRASEKAR & CO  
FIRM REGN NO.:000582S  
104, KAMATCHIAMMAN KOIL STREET  
PUDUCHERRY-605001

**REGISTRAR AND TRANSFER AGENT**

CAMEO CORPORATE SERVICES LTD  
NO.1, CLUB HOUSE ROAD  
CHENNAI - 600 002.  
PH: 044-28460390  
Email.: cameo@cameoinda.com

**REGISTERED OFFICE**

J.K TOWERS  
100 FEET ROAD,  
PUDUCHERRY - 605 013.  
PH: 0413-2640427  
Email: [jrfoods@gmail.com](mailto:jrfoods@gmail.com)  
Web: [www.jrfoods.in](http://www.jrfoods.in)

**SECRETARIAL AUDITOR**

SHALU SINGHAL & Associates  
Practicing Company Secretaries  
Delhi

**WORKS**

PONDY VILLUPURAM NH  
THIRUBHUVANAI VILLAGE  
PUDUCHERRY - 605 107

**NOTICE TO MEMBERS**

NOTICE is hereby given that the TWENTYSIXTH ANNUAL GENERAL MEETING of J.R.FOODS LIMITED (CIN:L15142PY1993PLC000911), will be held on Monday, 30<sup>th</sup> September, 2019 at 10.00 am at the registered office of the Company at J.K. Towers, 100 Feet Road, Puducherry-605013, to transact the following business:

**Ordinary Business**

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2019 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.

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

“RESOLVED THAT the audited financial statements of the Company for the financial year ended March 31, 2019, the reports of the Board of Directors and Auditors, be and are hereby considered and adopted.”

2. To appoint a Director in place of Mrs. Kamala J Kothari who retires by rotation in terms of section 152(6) of the Companies Act 2013 and being eligible, offers herself for re-appointment.

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

“RESOLVED THAT Mrs. Kamala J Kothari (DIN: 00005321), whose period of office is liable to determination by retirement of Directors by rotation, and who has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company”

3. To appoint of M/s. R. Chandrasekar & Co., Chartered Accountants, Statutory Auditors 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 139 of the Companies Act, 2013 and the Rules made thereunder, the appointment of M/s. R. Chandrasekar & Co, Chartered Accountants be and is hereby approved for a period of Five years till the Annual General Meeting to be held in the year 2024 subject to such remuneration as may be fixed by the Board of Directors in consultation with Statutory Auditors.”

By Order of the Board  
For J R Foods Limited  
Sd/-  
Kamala J Kothari  
Director  
DIN: 00005321

Place: Puducherry  
Date: 31<sup>st</sup> August, 2019

**Notes:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE (ONLY ON POLL) INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE DULY COMPLETED AND SIGNED PROXY FORM SHOULD REACH THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE ANNUAL GENERAL MEETING.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. In terms of clause 1.2.5 of Secretarial Standards on General Meeting and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a brief resume of the directors proposed to be appointed/reappointed at the meeting is enclosed.
3. The register of members and share transfer books will remain closed from 23<sup>rd</sup> September, 2019 to 29<sup>th</sup> September, 2019 (both days inclusive).
4. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
5. 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.
6. Members holding shares in physical form are requested to notify change in address, bank mandate and bank particulars for printing on the dividend warrants, if any, under their signatures to M/s. Cameo Corporate Services Limited, 1, Club House Road, Chennai-600002.
7. In compliance with provisions of Regulation 44 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Section 108 of the Companies Act, 2013, read with the relevant rules of the Act, the Company is providing members the facility to cast their vote by electronic means. The detailed instructions for e-voting are annexed to this Notice.
8. Members may also note that the Notice of the 26<sup>th</sup> Annual General Meeting and the Annual Report for the financial year 2018-19 will also be available on the Company's website [www.jrfoods.in](http://www.jrfoods.in) and [www.evotingindia.com](http://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 at free of cost.
9. Members are required to bring their admission slip along-with copy of the Annual Report at the Annual General Meeting.

**Details of the directors proposed to be appointed / re-appointed as per clause 1.2.5 of Secretarial Standards on General Meeting and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

<b>Name of Director</b>	<b>Mrs. Kamala J Kothari</b>
<b>Date of Appointment</b>	15/09/2004
<b>Qualification</b>	Bachelor of Arts in English Literature
<b>Expertise in Specific Function area</b>	Rich Experience in Administration,
<b>List of outside Directorships held as on 31st March, 2019</b>	Pondicherry Extraction Inds. Pvt. Ltd., JKS The Banyaan Pvt. Ltd.,
<b>Chairman/Member of the Committee of the Board of Directors of the Company as on 31st March, 2019</b>	Member- Audit Committee Member - Nomination and Remuneration committee
<b>Chairperson / Member of the Committee of Directors of other Companies in which she is a Director as on 31st March, 2019</b>	
a. Audit Committee	Nil
b. Stakeholder Relationships Committee	Nil
c. Nomination and Remuneration Committee	Nil
<b>Number of shares held in the Company as on 31st March, 2019</b>	866900
<b>Relationship with other Directors</b>	Mother of Shri. Dinesh Kothari

**Electronic voting (e-voting)**

Pursuant to provisions of section 108 of the Companies Act 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 26<sup>th</sup> Annual General meeting of the Company to be held on Monday, the 30<sup>th</sup> September, 2018 at 10.00 am. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility.

The Annual Report of the Company for the year ended 31.03.2019 together with the Notice, Proxy Form and attendance slip, is being sent through Speed post / Registered Post to all shareholders.

The voting period begins on 27<sup>th</sup> September, 2019 at 9:00 am and ends on 29<sup>th</sup> September, 2019 at 5.00 pm. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23<sup>rd</sup> September, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

EVSN (Electronic Voting Sequence Number) is **160818007**

Please read the instructions printed below before exercising your vote:

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

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- (ii) Click on “Shareholders” tab.
- (iii) Now Enter your User ID
  - a) For CDSL: 16 digits beneficiary ID
  - b) For 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, then enter the Captcha Code as displayed and Click on Login.
- (iv) 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. If you are a first time user follow the steps given below.
- (v) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  *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)	

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.

# 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.

- (i) After entering these details appropriately, click on “SUBMIT” tab.
- (ii) 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.
- (iii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (iv) Click on <Company Name> on which you choose to vote.
- (v) 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.
- (vi) Click on the “Resolutions File Link” if you wish to view the entire Resolutions.
- (vii) 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.
- (viii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (ix) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (x) If Demat account holder has forgotten the changed password then enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- (xi) 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. After receiving the login details they have to link the account(s) which they wish to vote on and then 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.

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).

#### **General Instructions**

- a) **Ms. Shalu Singhal**, Practicing Company Secretary (Membership No.A32682), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- b) The Scrutinizer shall, within a period of not exceeding three working days from the conclusion of the meeting, unblock the votes in the presence of at least two witnesses, not in the employment of the Company and submit a Scrutinizer’s Report of the votes cast in favour of or against, if any, forthwith to the Chairman of the Company and Chairman or a person authorised by him in writing will disclose the result forthwith.
- c) The results declared along with the Scrutinizer’s Report will be placed on the Company’s website [www.jrfoods.in](http://www.jrfoods.in), CDSL website and the same will also be communicated to BSE Ltd.
- d) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 23<sup>rd</sup> September, 2019, the cutoff date.
- e) Any person, who acquires shares of the company and becomes member of the Company after the dispatch of the notice and holding shares as of the cut-off date i.e. 23<sup>rd</sup> September, 2019, may obtain login ID and Password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or to the Company/RTA.
- f) Members who did not cast their vote through e-voting during the evoting period shall be allowed to cast their vote at the AGM through ballot paper. Members who have voted through evoting can attend the meeting but cannot vote again through ballot paper at 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.
5. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than the close of the Annual General Meeting. 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 23<sup>rd</sup> September, 2019.
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/website of the Company. The result of the Postal Ballot will also be intimated to the BSE Limited.
11. The Company is pleased 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.

## BOARD OF DIRECTOR'S REPORT

To the Members,

Your Directors have pleasure in submitting their 26<sup>th</sup> Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31<sup>st</sup> March, 2019.

### 1. FINANCIAL RESULTS

The Company's financial performance for the year under review along with previous year's figures are given hereunder:

(Audited)	(Amount in Rs. )	
Particulars	Financial Year ended 31.03.2019	Financial Year ended 31.03.2018
Total Revenue	743973168	1780041999
Profit before Interest, Tax & Depreciation	(376805413)	39532020
Less: Depreciation	6913473	6238646
<b>Profit before Tax</b>	<b>(423897017)</b>	<b>19128158</b>
Prior Period Expenses	-	-
Income Tax for Previous Years	-	-
TDS W/O	-	-
<b>Profit before Tax after Extraordinary Items</b>	<b>(423897017)</b>	<b>19128158</b>
Less: Provision for Income Tax		
i) Current Tax	-	4010000
ii) Deferred Tax	-	
iii) Mat Credit	-	-
iv) Excess Provision of Income tax Earlier year	-	-
<b>Net Profit/ (Loss)</b>	<b>(423897017)</b>	<b>15118158</b>

### 2. REVIEW OF BUSINESS OPERATIONS AND FUTURE PROSPECTS

The turnover of the financial year 2018-2019 was Rs 743973168 and the turnover of the Previous financial year 2017-2018 was 1780041999. In spite of the severe draught the availability of raw material for extraction plant was totally affected. During the Year the Company was in loss of Rs. (423897017) and however, the Board is confident that Company will start generate profit in near future.

### 3. DIRECTORS AND KEY MANAGERIAL PERSONNEL

Your Company is managed and controlled by a Board comprising an optimum blend of Executives and Non-Executive Professional Directors. Mrs. Kamala J Kothari, Director, retires at this Annual General Meeting and being eligible offers herself for re election.

Also, during the year under review, Ms. K. Mahalakshmi has resigned from the post of Company Secretary and Compliance officer of the Company w.e.f. 25<sup>th</sup> February, 2019 and Mr. M. Velmurugan has resigned from the post of Chief Financial officer of the Company w.e.f. 25<sup>th</sup> February, 2019.