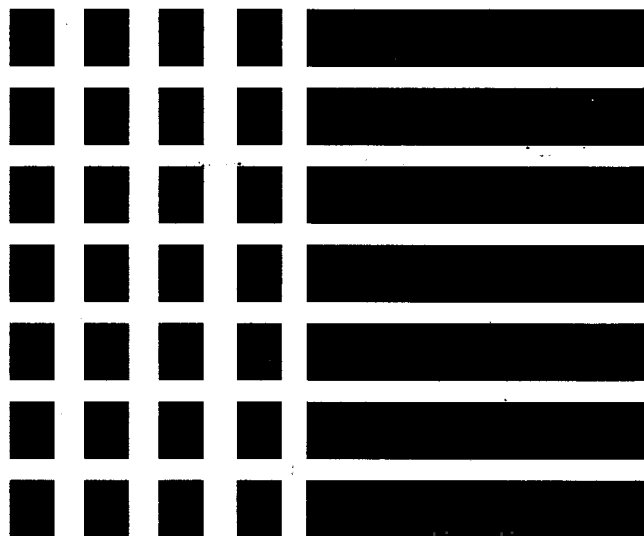


# ONIDA SAKA LIMITED

**Annual Report  
2008-09**



## **BOARD OF DIRECTORS**

**S.C. Rustagi**

**B.P. Yadav**

**Mrs. Chandra Nithyanand**

**V.K. Gupta**

## **AUDITORS**

**M/s J.L. Garg & Co.,**

**Chartered Accountants,**

**Basement, 18, National Park,**

**Lajpat Nagar - IV,**

**New Delhi- 110 024**

## **REGD. OFFICE**

**A-19, B-1,**

**Mohan Co-operative Industrial Estate,**

**Mathura Road, Badarpur,**

**New Delhi- 110 044**

## **REGISTRAR & SHARE TRANSFER AGENT**

**Mas Services Limited**

**T-34, 2nd floor,**

**Okhla Industrial Area, Phase-II**

**New Delhi- 110 020**

## ONIDA SAKA LIMITED

### NOTICE

NOTICE is hereby given that the 27th annual general meeting of the members of the ONIDA SAKA LIMITED will be held on Monday, the 14th day of September, 2009 at 9:30 A.M. at H-4, Ansal Villa, Satbari, Chattarpur, New Delhi to transact the following business:

### AS ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2009 and Profit & Loss Account for the year ended on that date along with the reports of Auditors and Directors thereon.
2. To appoint a director in place of Ms Chandra Nithyanand, who retires by rotation and being eligible, offers herself for reappointment.
3. To appoint M/s J. L. Garg & Co., Chartered Accountants to hold office from the conclusion of this meeting till the conclusion of the next annual general meeting and fix their remuneration.

### AS SPECIAL BUSINESS

4. To consider and if thought fit, pass with or without modification(s) the following as an ordinary resolution:

**RESOLVED THAT Mr S. C. Rustagi who was appointed as an additional director of the company on May 4, 2002 and who holds office up to the date of this annual general meeting be and is hereby appointed as a director of the company liable to retire by rotation**

*By order of the Board*

**B. P. Yadav**  
Director

New Delhi, July 21, 2009

### 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 AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE SHOULD BE DULY STAMPED, COMPLETED AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT TIME OF THE MEETING.
2. The register of members and share transfer books of the company will remain closed from 10<sup>th</sup> September, 2009 to 14<sup>th</sup> September, 2009 (both days inclusive).
3. It will be appreciated that queries, if any, on accounts and operations of the company are sent to the company ten days in advance of the meeting so that the answer may be made readily available.
4. Members are requested to produce the enclosed attendance slip duly signed, in accordance with specimen signatures registered with the company for admission to the meeting place.
5. The explanatory statement pursuant to section 173(2) is appended.

### EXPLANATORY STATEMENT

(Pursuant to section 173(2) of the Companies Act, 1956)

Item No. 4

**Mr S. C. Rustagi who was appointed as an additional director of the company on May 4, 2002. He holds office up to the date of ensuing annual general meeting. A notice as required under 257 of the Companies Act, 1956 together with the requisite deposit has been received from a member proposing the appointment of Mr S. C. Rustagi as a director of the company liable to retire by rotation. Mr S.C. Rustagi had been the Managing Director of the company for over 5 years and has rich experience in Finance and Accounts and his experience would be of immense value to the company.**

Your directors commend the resolution for approval.

## ONIDA SAKA LIMITED

### DIRECTORS' REPORT TO THE MEMBERS

The directors submit their report and accounts for the financial year 2008-09

### OPERATIONS

During the year ended March 31, 2009, the sales and other income were Rs. 46,968/- as against Rs.23,01,567/- in the previous year ended 31st March 2008. The loss for the period under review was Rs. 3,33,765/- as against loss of Rs.19,220/- in the previous year.

### DIVIDEND

The directors do not recommend any dividend.

### AUDITORS' REPORT

Auditors' observations have been explained in annexure 'B' which forms part of this report.

### DIRECTORS' RESPONSIBILITIES STATEMENT

As required under section 217(2AA) of the Companies Act, 1956, the directors hereby confirm the following:

- i) The financial accounts are prepared in conformity with the accounting standards issued by the Institute of Chartered Accountants of India and requirements of the Companies Act, 1956 to the extent applicable to the company.
- ii) The accounting policies used in preparation of financial statements have been consistently applied. The estimates and judgments relating to the financial statements have been made on a prudent and reasonable basis, such financial statements reflect in a true and fair manner, the state of affairs of the company at the year ended on 31.3.2009 and loss of the company for the year ended 31.3.2009
- iii) Proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 has been taken for safe- guarding the assets of the company and preventing and detecting fraud and other irregularities, to the best of our knowledge and ability.
- iv) The annual accounts have been prepared on a going concern and on accrual basis.

### DIRECTORS

In accordance with the provisions of the Companies Act, 1956 and article 115 of Articles of Association of the company, Ms Chandra Nithyanand, Director retires by rotation and being eligible, offers herself for re-appointment.

During the year Mr S. C. Rustagi's term as a Managing Director expired on 21.9.2008 and inducted as a non-executive director on w.e.f. 21.9.2008. He hold office till the conclusion of the ensuing annual general meeting. The company has received notice along with a deposit of Rs 500/- from a member pursuant to Section 257 of the Companies Act, 1956 signifying his intention to propose the candidature of Mr S. C Rustagi for the office of director. The directors commend the resolution for your approval.

### AUDITORS

The auditors M/s J. L. Garg & Co., Chartered Accountants retire at the conclusion of the forthcoming annual general meeting and being eligible offer themselves for re-appointment. A confirmation in terms of Section 224(1B) of the Companies Act, 1956 has been received from them.

### PARTICULARS OF EMPLOYEES, CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EARNINGS AND OUTGO

The company does not have any employee whose remuneration falls under the limits prescribed under section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975. The information under section 217 (1) (e) of the said act read with the Companies (Disclosure of particulars in the Report of the Board of Directors) Rules, 1988 is set out in annexure 'A' and forms part of this report.

### ACKNOWLEDGEMENT

Your directors wish to thank and deeply acknowledge the valuable assistance; co-operation and support extended by the Central and State government authorities and banks during the year under review. The Board also gratefully acknowledges the support and goodwill extended by the suppliers and shareholders of the company.

For and on behalf of the Board of Directors

S. C. Rustagi  
Director

B. P. Yadav  
Director

Date: July 21, 2009

Place: New Delhi

## ONIDA SAKA LIMITED

### ANNEXURE 'A' TO DIRECTORS' REPORT

#### 1. CONSERVATION OF ENERGY

**a. Energy conservation measures taken**

The operations of the company remained closed during the year and no energy was consumed. Hence, no measures were taken.

**b. Additional investments and proposals, if any, being implemented for reduction of energy.**

Their being no energy conservation and measures taken for energy conservation in view of closed manufacturing operations, no additional measures and proposals implemented for reduction of energy used.

**c. Impact of (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production.**

Not applicable.

#### 2. RESEARCH AND DEVELOPMENT

**a. Specific areas in which R&D carried out by the company.**

All the operations of the company being closed, no R&D activity was carried out.

**b. Benefits derived as a result of above R&D**

Not Applicable

**c. Future plan of action.**

Not Applicable

**d. Expenditure on R&D**

Not Applicable

#### 3. TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION.

**a. Efforts made towards technology absorption, adaptation and innovation.**

Not Applicable

**b. Benefits derived as a result of above efforts.**

Not Applicable

**c. Particulars relating to improved technology.**

Not Applicable

#### 4. FOREIGN EXCHANGE EARNINGS AND OUTGO

**a) Activities relating to exports:**

As the manufacturing operations of the company remained closed, no initiatives for export were undertaken.

**b) Foreign Exchange Earnings And Outgo**

i) Earnings..... Nil

ii) Outgo by way of import of raw material and other expenditure ..... Nil

## ONIDA SAKA LIMITED

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### ANNEXURE 'B' TO DIRECTORS' REPORT

#### MANAGEMENT'S COMMENTS IN RESPECT OF REMARKS OF AUDITORS UNDER SECTION 217(3) OF THE COMPANIES ACT, 1956.

- **OBSERVATION**

Balances grouped under Sundry Creditors, Advances from Customers and Advances recoverable are subject to confirmation from respective parties.

- **RESPONSE**

The company has started the process of obtaining confirmation from the respective parties.

- **OBSERVATION**

Advances recoverable include an amount of Rs. 121.31 lacs due from corporate companies for which no provision has been made. However, as per analysis of their net worth as per financial statements available, the amounts are doubtful of recovery.

- **RESPONSE**

The confirmations of balances from the parties are on record. Hence no provision has been made.



# ONIDA SAKA LIMITED

## DIRECTORS' REPORT ON CORPORATE GOVERNANCE

### 1. Philosophy on Code of Corporate Governance

The Board of Directors monitors company performance, approves and reviews policies / strategies and evaluates management performance. The Board ensures legal and ethical conduct and accurate financial reporting.

### 2. Board of Directors

#### i) Composition & Category

The following is the composition of the Board as on 31<sup>st</sup> March 2009:

Directors' Name	Category
Mr. B.P. Yadav	Independent & Non-Executive Director
Mr S. C. Rustagi*	Non-Executive Director
Mr. V. K. Gupta	Non-Executive Director
Mrs. Chandra Nithyanand	Independent & Non-Executive Director

\* Mr S. C. Rustagi ceased to be Managing Director on 21.9.2008 and appointed as a director on 22.9.2008

#### ii) Attendance of each Director at the Board Meetings and the last annual general meeting:

Name of the Director	No. of Board Meetings		Attendance at last AGM
	Held during the tenure of director	Attended	
Mr B.P. Yadav	7	7	Yes
Mr S. C. Rustagi*	7	7	Yes
Mr V. K. Gupta	7	1	No
Mrs Chandra Nithyanand	7	6	No

#### Note:

- None of the directors is related to any other director.
- During the year the Board of Directors of ONIDA SAKA LIMITED met 7 times i.e. on May 5, 2008, June 27, 2008, July 29, 2008, September 22, 2008, October 29, 2008, December 21, 2008 and January 20, 2009. The maximum gap between any two meetings was not more than four months. A detailed agenda is sent to each director in advance of Board and committee meetings.

### 3. Other Directorship/Membership and Committees of the Board

Number of outside directorship of the members of Board of Directors:

Name	No. of outside directorship held	No. of membership in committee of Directors	Chairmanship held in committee of Directors
Mr B. P. Yadav	1	2	2
Mr S. C. Rustagi*	Nil	Nil	Nil
Mr V. K. Gupta	Nil	Nil	Nil
Ms Chandra Nithyanand	Nil	Nil	Nil

### 2. COMMITTEES OF THE BOARD

Currently there are two committees of the Board, the Audit Committee and the Investors' Grievance Committee. The composition and the number of meetings held during the financial period and the related attendance are provided below:

#### i) Audit Committee

The Audit Committee covers the areas mentioned under clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956.