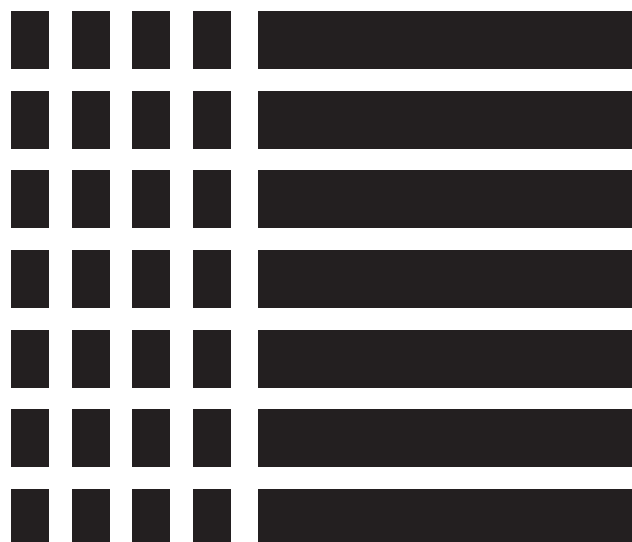


ONIDA SAKA LIMITED

Annual Report
2009-10



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 Service Limited
T-34, 2nd Floor,
Okhla Industrial Area, Phase-II,
New Delhi- 110 020**

ONIDA SAKA LIMITED

NOTICE is hereby given that the annual general meeting of the members of the ONIDA SAKA LIMITED will be held on Friday, the 24th day of September, 2010 at 10:00 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, 2010 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 Mr B. P. Yadav, who retires by rotation and being eligible, offers himself for re-appointment
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.

By order of the Board

B. P. Yadav
Director

New Delhi, July 31, 2010

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 September 20, 2010 to September 24, 2010 (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.

ONIDA SAKA LIMITED

DIRECTORS' REPORT TO THE MEMBERS

The directors submit their report and accounts for the financial year 2009-10

OPERATIONS

During the year ended March 31, 2010, the sales and other income were Rs. 13,000/- as against Rs 46,968/- in the previous year ended 31st March 2009. The loss for the period under review was Rs 3,21,730/- as against loss of Rs 3.33,765/- 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

- 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 31.3.2010 and loss of the company for the year ended 31.3.2010
- 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 Articles of Association of the company, Mr B. P. Yadav, Director retires by rotation and being eligible, offers himself for re-appointment.

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 shareholders of the company.

For and on behalf of the Board of Directors

(S. C. Rustagi)
Director

(B. P. Yadav)
(Director)

Date: July 31, 2010
Place: New Delhi

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.

There 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

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 under reconciliation and subject to confirmation from respective parties.

- **RESPONSE**

The company has started the reconciliation and process of obtaining confirmation from the respective parties. The final adjustment, if any, shall be made on reconciliation of the same.

- **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.

- **OBSERVATION**

Investment includes 3,50,000 equity shares of Onida Finance Limited (OFL) value Rs. Nil. The said company (OFL) has been wound up by High Court on 23.1.2004 under the provisions of Companies Act, 1956. OFL is under liquidation and there is no chance of any recovery out of said Investment in OFL.

- **RESPONSE**

The company has made a full provision in this regard.

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 31st March 2010 :

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

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	5	5	Yes
Mr S. C. Rustagi	5	5	Yes
Mr V. K. Gupta	5	0	No
Ms Chandra Nithyanand	5	1	No

Note :

- None of the directors is related to any other director.
- During the year the Board of Directors of ONIDA SAKA LIMITED met 5 times i.e. on May 8, 2009, June 25, 2009, July 21, 2009, October 27, 2009, and January 22, 2010. 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: