

**ANNUAL REPORT  
2009 - 2010**



**RKBK Limited**

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## **RKBK LIMITED**

***BOARD OF DIRECTORS***

Sri Suresh Kumar Neotia  
Sri Brijendra Kumar Poddar  
Sri Yashwardhan Poddar  
Smt. Bimla Devi Poddar  
Sri Shree Prakash Saharia  
Sri Kamal Kumar Gopaldass  
Smt. Krishna Neotia

Wholetime Director  
Wholetime Director  
Managing Director

***SECRETARY***

Sri Suparas Mall Barmecha

***BANKERS***

State Bank of India

***SOLICITORS***

M/s. Khaitan & Co.

***AUDITORS***

M/s. G.P. Agrawal & Co., Kolkata

***REGISTERED OFFICE***

'Shree Ganesh Centre'  
216, A J C Bose Road  
Kolkata 700 017

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## NOTICE TO THE MEMBERS

NOTICE is hereby given that the **THIRTY FOURTH** Annual General Meeting of the members of **RKBK LIMITED** will be held at the Registered Office of the Company at 'Shree Ganesh Centre' 216 AJC Bose Road, Kolkata-700017 on Wednesday, the 22nd day of September, 2010 at 11.00 A.M. to transact the following :-

### ORDINARY BUSINESS :

- 1) To receive and adopt the Audited Balance Sheet and Profit & Loss Account of the Company for the year ended 31st March, 2010 together with the Directors' and Auditors' Report thereon.
- 2) To declare dividend.
- 3) To appoint a Director in place of Sri Sri K K Gopaldass who retires by rotation and being eligible, offers himself for re-appointment.
- 4) To appoint Auditors for the current year and to authorize the Board of Directors to fix their remuneration.

### SPECIAL BUSINESS :

- 5) To consider and if thought fit to pass, with or without modification(s) the following resolution as an ordinary resolution :  
" **RESOLVED THAT** Mrs. Krishna Neotia be and is hereby appointed as a Director of the Company liable to retire by rotation."
- 6) 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 Sections 198, 269, 309, 310, 311 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, the Company hereby approves the appointment of Mr. Suresh Kumar Neotia as Wholetime Director of the Company for the period 5.12.2009 to 6.11.2013 upon the terms and conditions including payment of remuneration, perquisites and other benefits as are set out in the explanatory statement annexed hereto".  
  
"**RESOLVED FURTHER** that the Board of Directors have the liberty to alter and vary the aforesaid terms and conditions relating to remuneration and perquisites to be provided to Mr. Suresh Kumar Neotia so as not to exceed the maximum limits specified under the Companies Act.

Registered Office:  
'Shree Ganesh Centre'  
216, AJC Bose Road, Kolkata - 700 017  
Dated, the 7th day of August, 2010

*By Order of the Board*  
**RKBK Limited**

**S. M. Barmecha**  
*Secretary*

### NOTES:

- 1) A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company.
- 2) The register of members and share transfer books of the company will remain closed from 16th September, 2010 to 22nd September, 2010 (both days inclusive).
- 3) Proxy forms duly completed must reach the Registered Office at least 48 hours before the time of holding the Meeting.
- 4) Members are requested to intimate the changes, if any, in their registered address.
- 5) Dividend that may be declared in the Meeting will be payable to those Members whose names will appear in the Register of Members on the 22nd September, 2010, within the statutory period.

**Explanatory Statement under section 173(2) of the Companies Act, 1956 :**

**Item No. 5.**

Mrs. Krishna Neotia was appointed as an Additional Director on 5th December 2009. She holds office till the conclusion of the ensuing Annual General Meeting.

A Notice under section 257 of the Companies Act, 1956 has been received proposing the appointment of Mrs. Krishna Neotia . Hence this resolution is proposed.

Barring Mrs. Krishna Neotia, Mr. Suresh Kumar Neotia and Mrs. Bimla Devi Poddar none of the other Directors are in anyway concerned or interested in the resolution.

**Item No. 6.**

The Board of Directors felt that with the demise of Mr. Vinod Kumar Neotia, it was imperative that Mr. Suresh Kumar Neotia, who had very recently resigned from the Board, be re inducted into the Board as a Wholetime Director to guide and look after the affairs of the Company . The Board at its meeting held on 5th December 2009 appointed Mr. Suresh Kumar Neotia was a Wholetime Director subject to the approval of the members and hence its resolution is proposed.

Terms of Appointment of Mr. Suresh Kumar Neotia :

Date of appointment	: 5.12.2009
Tenure	: From 5.12.2009 to 6.11.2013
Remuneration	: Rs. 75,000/- per month.
Perquisites and allowances	: Upto Rs 50,000/- per month

Perquisites are presently classified as follows:

**Category A :**

**1. Housing :**

- The expenditure by the Company on hiring furnished accommodation for the Wholetime Director will be subject to the following ceiling :  
60 % of the salary
- In case the accommodation is owned by the Company 10% of the salary of the Wholetime Director shall be deducted by the Company.
- In case no accommodation is provided by the Company, the Wholetime Director shall be entitled to house rent allowance subject to the ceiling laid down in (a) above.

Explanation : The expenditure incurred by the Company on gas, electricity, water and furnishing will be valued as per the Income Tax Rules 1962. This shall however be subject to a ceiling of 10 % of salary of the Wholetime Director.

**2. Medical Reimbursement :**

Reimbursement of expenses incurred for self and family subject to a ceiling of one month's salary in a year or three month's salary over a period of three years.

**3. Leave Travel Concession :**

For self and family, once in a year incurred in accordance with the rules of the Company.

**4. Club Fees :**

Fees of Clubs subject to a maximum of two clubs. This will not include admission and life membership fee.

**5. Personal Accident Insurance :**

Premium not exceeding Rs 10,000/ per annum.

Explanation: Family means the spouse, the dependant children and dependent parents of the Wholetime Director.

**Category B :**

6. (a) Company's contribution towards Provident Fund and family Pension Fund as per the Rules of the Company but not exceeding statutory limit under various laws.  
(b) Company's contribution towards Superannuation Fund as per the Rules of the Company.  
Contribution to Provident Fund, Family Pension Fund and Superannuation Fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income tax Act, 1961.
7. Gratuity as per the Rules of the Company, but shall not exceed half a month's salary for each completed year of service.
8. Earned Leave: On full pay and allowances as per the Rules of the Company, but not exceeding one month's leave for every eleven month's of service. Leave accumulated shall be encashable at the end of the each financial year. Encashment of leave at the end of the financial year will not be included in the computation of the ceiling on perquisites.

**Category C :**

9. Provision of car with driver for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company.

The appointment is terminable by either party by a written notice of three months.

**Minimum Remuneration:**

If in any financial year the company has no profits or its profits are inadequate, the company will remunerate by way of salary, perquisites and benefits as above, subject to compliance, with the applicable provision of schedule XIII of the Act, and if required with the approval of the Central Government.

Barring Mr. Suresh Kumar Neotia none of the other Directors are interested in this appointment.

## DIRECTORS' REPORT TO THE MEMBERS

The Directors of your Company are pleased to present the THIRTY FOURTH Annual Report on the business and operations of the Company and the Audited Financial Statements of the Company for the year ended 31st March, 2010.

### FINANCIAL RESULTS

	(Rs. in Lacs)	
	<u>2009-10</u>	<u>2008-09</u>
Turnover and Other Income	35,787.08	33,961.36
Profit before Depreciation and Tax	246.50	172.54
Less : Depreciation	(87.32)	(84.38)
Provision for Tax - Current	(51.00)	(33.00)
- Deferred	(4.55)	0.48
- FBT	—	(6.50)
Net Profit after Tax	<u>103.63</u>	<u>49.14</u>
Less : I. T. for earlier years	—	0.11
Balance brought forward from previous year	<u>84.23</u>	<u>54.20</u>
Balance available for appropriation	<u>187.56</u>	<u>103.23</u>
Appropriation:		
Dividend	16.24	16.24
Dividend Tax	2.76	2.76
Transfer to General Reserve	125.00	—
Surplus carried to Balance Sheet	<u>43.86</u>	<u>84.23</u>
	<u>187.56</u>	<u>103.23</u>

### DIVIDEND

Directors recommend a Dividend of 5% (fifty paise) per equity share of Rs. 10/- for the year ended 31st March, 2010.

### REVIEW OF WORKING

Sales of petroleum products improved marginally over the previous year in spite of the competitive retail environment. Many of the Retail Outlets which were modernized during the last two years, helped in attracting new customers who were retained due to the improved service levels.

The business of supplying Diesel to mobile telecom towers continued mainly with Airtel. Airtel was very satisfied with the performance of the company.

The Directors are expanding operations into other areas – especially the marketing of salt, tea and other products through its existing infrastructure without much increase in cost. Barring unforeseen circumstances, they are hopeful of presenting better results for the current year.

### FIXED DEPOSITS

As at 31st March, 2010 the total amount of unclaimed fixed deposits held by Company stood at Rs.0.58 lacs only. There are no overdue deposits.

**DIRECTORS**

Sri K K Gopaldass retires by rotation but being eligible offers himself for re-appointment.

Sri Vinod Kumar Neotia left for his heavenly abode on 1.12.2009 which created vacuum on the Board. Your Directors would like to place on record their sincere appreciation for the valuable guidance given by Sri Vinod Kumar Neotia during his tenure as Director since inception. However, to fill the casual vacancy due to sudden demise of Sri Vinod Kumar Neotia, the Board invited Sri Suresh Kumar Neotia to join the Board of Directors which he accepted w.e.f. 5<sup>th</sup> December, 2010. The Board appointed Sri. Suresh Kumar Neotia as a Wholetime Director subject to approval by the Shareholders and a resolution for their approval has been incorporated in the Notice of the ensuing Annual General meeting and the Explanatory Statement thereto.

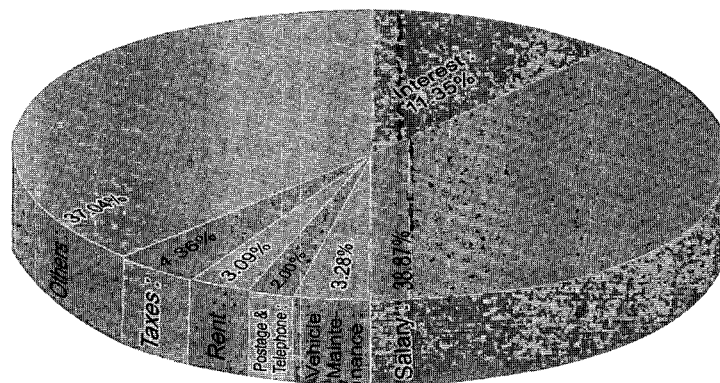
To further strengthen the Board, Smt. Krishna Neotia, w/o Late Vinod Kumar Neotia was also invited to join the Board which she accepted and joined as an Additional Director wef 5.12.2009. In accordance with the provisions of the Companies Act, 1956 resolutions seeking approval of the shareholders for her appointment has been incorporated in the Notice of the ensuing Annual General meeting and the Explanatory Statement thereto.

**DISCLOSURE OF PARTICULARS AS PER SECTION 217(1)(E) OF THE COMPANIES ACT, 1956 PURSUANT TO THE COMPANIES (AMENDMENT) ACT, 1988:**

- a) Conservation of Energy Absorption : N.A.
- b) Foreign Exchange –
  - i) Earnings : Nil
  - ii) Outgo : Nil

**PARTICULARS OF EMPLOYEES**

Information required under section 217 (2A) of the Companies Act, 1956 read with the Companies (particulars of Employees) Rules, 1975: Nil.

**EXPENSES:**



## **DIRECTORS' RESPONSIBILITY STATEMENT**

As stipulated in Section 217 (2AA) of the Companies Act, 1956, your Directors subscribe to the 'Directors' Responsibility Statement and confirm as under:

- i) that in the preparation of accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii) that the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are 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 profit or loss of the Company for that period;
- iii) that the Directors have taken proper care of the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) that the Directors have prepared the annual accounts on a going concern basis.

## **AUDITORS' NOTES**

Observation made in the Auditors' Report are dealt with in the Notes to the Accounts at appropriate places and are self-explanatory, hence do not call for further comments or explanations.

## **AUDITORS**

The Company's Auditors, M/s G. P. Agrawal & Co., Chartered Accountants, retire at the conclusion of the ensuing Annual General Meeting and are eligible for reappointment.

## **ACKNOWLEDGMENTS**

Your Directors are very thankful to the principals, particularly Indian Oil Corporation Ltd., for their continued faith in the Company. Directors are thankful to State Bank of India for the continuous support given to the Company and for their confidence in the management. The Directors express their gratitude to employees and executives all of whom have been ever-sincere to the Company. Your Directors convey to them their warm appreciation for their loyalty and dedication.

*Registered Office :*  
**'Shree Ganesh Centre'**  
216 A J C Bose Road, Kolkata 700 017  
Dated, the 7th day of August, 2010

For and on behalf of the Board  
**B. K. Poddar**  
*Wholetime Director*  
**Yashwardhan Poddar**  
*Managing Director*

## AUDITORS' REPORT

### To The Members of RKBK Limited

1. We have audited the attached Balance Sheet of RKBK Limited, as at 31st March, 2010 and the relative Profit and Loss Account and the Cash Flow Statement for the year ended on that date, all of which we have signed under reference to this report. These financial statements are the responsibility of the management of the Company. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We have conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 issued by the Government of India in terms of section 227(4A) of 'The Companies Act, 1956' (the 'Act') and on the basis of such checks as we considered appropriate and according to the information and explanations given to us, we set out in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to in paragraph 3 above, we report that:
  - (a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - (c) The Balance Sheet, the Profit and Loss Account and the Cash Flow Statement dealt with by this report are in agreement with the books of account;
  - (d) In our opinion, the Balance Sheet, the Profit and Loss Account and the Cash Flow Statement dealt with by this report have been prepared in compliance with the applicable accounting standards referred to in Section 211 (3C) of the Act;
  - (e) On the basis of written representations received from the directors, as on 31st March, 2010, and taken on record by the Board of Directors of the Company, none of the directors is disqualified as on 31st March, 2010 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act;
  - (f) In our opinion and to the best of our information and according to the explanations given to us, the Balance Sheet, the Profit and Loss Account and the Cash Flow Statement together with the Notes thereon, give in the prescribed manner the information required by the Act and give a true and fair view in conformity with the accounting principles generally accepted in India:
    - i) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2010,
    - ii) in the case of the Profit & Loss Account, of the Profit for the year ended on that date, and
    - iii) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

7A Kiran Shankar Ray Road  
Kolkata 700 001  
Dated, the 7th day of August, 2010

For G. P. Agrawal & Co.  
Chartered Accountants  
FR No. : 302082E  
CA. Ajay Agrawal  
Partner  
Membership No. 17643