



Radha Madhav Corporation Limited

Annual Report 2007-08



Packaging a world of possibilities!

Our Mission

We aim to be a global Packaging Company with Multi-Technologies, Multi-Products, Multi-Processes, Multi-Materials "expertise" to address the challenging consumer market.

We aim not to restrict ourselves to only manufacturing of packaging products, but rather work towards development of new products, their applications and provide holistic solutions in the arena of packaging.

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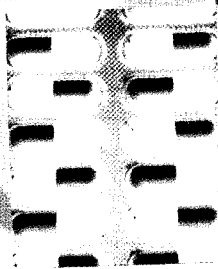


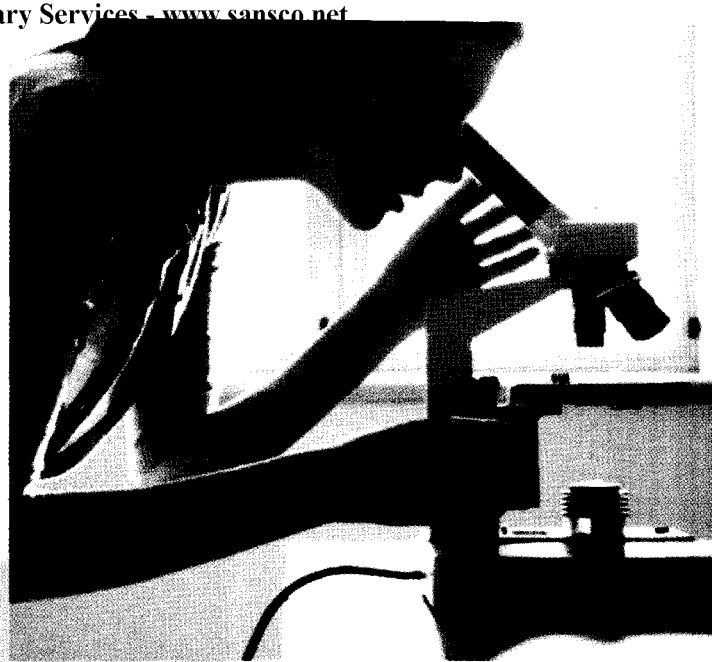
Packaging Solutions for



• PHARMA

• FOOD





Research and Development

The changing world of packaging is constantly posing exciting new challenges. Packaging function though important, has now ceded way to innovation in packaging design and delivery. Innovation in fact, is the key to offering satisfying answers to the fast evolving demands of customers the world over.

It is imperative therefore, that we at RMCL understand the implications of a dynamic market and its customers, and come forth with the answers before the questions are even asked.

To accomplish this RMCL has identified and emphasized R&D as one of the key growth components. It is investing in setting up a truly world class, state of the art R & D center.

The center is equipped with the best in research technology equipment and is manned by an intelligent think tank of technocrats who are seriously clued into customer trends, habits, buying patterns, usage etc. of packaging. From the assimilation, analysis and intelligent application of this data, RMCL plans to widen and add more value to its packaging solutions portfolio.

The center will also serve as a knowledge hub where RMCL will undertake compatibility studies for various Food and Pharma products as a stand alone business activity. RMCL is already in discussion with various laboratories in Europe for probable collaboration.

The ultimate motive being, to pioneer new product development capabilities and offer all its customers a clear edge with efficient and high tech packaging solutions.

BOARD & OTHER PARTICULARS**BOARD OF DIRECTORS**

Mr. Anil J. Agrawal	<i>Chairman</i>
Mr. Mitesh A. Agrawal	<i>Managing Director & CEO</i>
Mr. Abhishek Agrawal	<i>Jt. Managing Director</i>
Mr. Kanubhai Patel	<i>Director</i>
Mr. S. P. Aggarwal *	<i>Director</i>
Mr. Ramesh Bhandari *	<i>Director (Resigned w.e.f. 30.10.2007)</i>
Mr. Binod Kumar Paliwal *	<i>Director</i>
Mr. Ravi Kumar R. Sanwalka*	<i>Director</i>
Mr. Serge A Lapointe *	<i>Director</i>

* Independent & Non-Executive Directors

COMPANY SECRETARY CHIRAG CHAWARA

AUDITORS H.P.SHAH ASSOCIATES

**COMPANY SECRETARY
IN PRACTICE** JAGDISH PATEL & CO.

BANKERS

State Bank of India
Vapi I.T. Branch, Vapi

Bank of Baroda
Mangaldas Market Branch, Mumbai
SSI Daman Branch, Daman

REGISTERED OFFICE

Survey No. 50/9A,
Daman Industrial Estate,
Village Kadaiya,
Nani Daman -396 210,
UT of Daman & Diu
Tel:-91-0260-2220176, 2220621,
2221177, 2221214, 2221577,
Fax No. 91-260-2220177
Email: rmcl@rmclindia.co.in
Investor complaint ID:-
investor_complaint@rmclindia.co.in

**REGISTRAR &
SHARE TRANSFER AGENT**

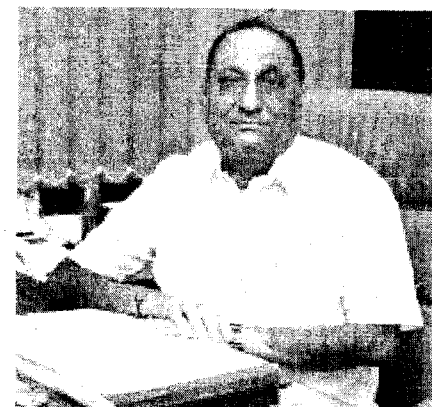
Intime Spectrum Registry Limited
C-13, Pannalal Silk Mills Compound
L.B.S. Marg, Bhandup West,
Mumbai - 400078
Tel No.: 022 - 25963838,
Fax No.: 022 - 25946969

CONTENTS

	Page No.
Notice	3
Directors' Report	5
Management Analysis & Outlook	7
Report on Corporate Governance	9
Auditors' Report	19
Balance Sheet	22
Profit and Loss Account	23
Schedules	24
Notes of Accounts	29
Balance Sheet Abstract	36
Cash Flow statement	37



Radha Madhav Corporation Limited



The Chairman speaks

"An idea that is developed and put into action is more important than an idea that exists only as an idea."— Lord Buddha.

This quote, I believe, is what has been the essence behind the journey of this unforgettable year. It has been a year as we used implementation as the key to stay ahead in our business.

This year your Company recorded a turnover of Rs. 163.95 Crore which was higher by 81% as compared to last year. There was increase in sales due to the production by new unit which was set-up by the Company in Daman. In this year your Company saw price of US\$33/barrel in Q1 and US\$100/barrel in Q4. As a reflection of the same, our operating profit was 24.66% in Q1 which deteriorated to 14.69% in Q4. The year under review was a year of Project Implementation including Greenfield Uttaranchal Project and a Substantial expansion in Daman.

Your Company is in active discussions with various overseas potential clients. Your Company is focussing specially on various markets in America, Europe and Middle East. Your Company will continue to thrive on the basis of its high end technologies, competencies to grow indigenous products of world class standards.

We want our people to enjoy their work, be proud of their work while underlying their personal growth. We continue modernization and upgradation of our manufacturing process and product range. I believe Indian consumer is becoming more aware of safety and health need and is more discerning and demanding. The year 2007-08 also witnessed intensive efforts from the Management to strengthen the total workforce of the organization.

We look forward to serious challenges in coming year and delivering improved result and growth. I am confident that the Company would meet those challenges with strength. I have no doubts about the great future which lies ahead for the Company and its shareholders. People who have not just invested money but faith as well in our success, we owe it to them and to ourselves to keep the momentum going.

We aim not to restrict ourselves to only manufacturing of packaging products, but rather work towards developments of new products, their applications and provide holistic solutions in the arena of packaging.

I conclude this note by taking opportunity to warmly thank our People, our Shareholders, our Board of Directors, Customer, Suppliers and Business Associates for their efforts, kind support and encouragement

. Anil Agrawal

Chairman

Annual Report 2007-08

NOTICE

NOTICE is hereby given that the **Fourth** Annual General Meeting of the Members of Radha Madhav Corporation Limited Will be held at the Registered Office of the Company at Survey No. 50/9/A, Daman Industrial Estate, Village Kadaiya, Nani Daman -396 210, UT of Daman & Diu on 27th September, 2008 at 9.30 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2008 and Profit & Loss Account for the year ended on that date together with the Directors' Report and Auditors' Report thereon.
2. To appoint a Director in place of Mr. Anil J. Agrawal, who retires by rotation, and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Mr. Mitesh A. Agrawal, who retires by rotation, and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Mr. Kanubhai Patel,

who retires by rotation, and being eligible offers himself for re-appointment.

5. To appoint Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

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

"RESOLVED THAT the provisions of Sections 198, 269, 309 and other applicable provisions of the Companies Act, 1956, read with Schedule XIII to the Companies Act, 1956, consent of the members of the Company be and is hereby accorded to the appointment of Mr. Abhishek Agrawal, to be designated as a Jt. Managing Director of the Company for a period of five years effective 16th May, 2008."

For and on Behalf of the Board

sd/-

Anil Agrawal
Chairman

Place : Daman
Dated: 26th June 2008


Radha Madhav Corporation Limited
NOTES

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll only, instead of himself, and proxy so appointed need not be a member of the company. In order to be effective, proxy form must be lodged with the company not less than 48 hours before the meeting.
2. Explanatory Statements Pursuant to Section 173 (2) of the Companies Act 1956, relating to the special business is annexed herewith.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from 22nd September, 2008 to 27th September 2008 both days inclusive.
4. Shareholders desirous of getting any information about

the accounts and operations of the Company are requested to address their queries to the Compliance officer at least seven days in advance of the Meeting so that the information required can be made readily available at the Meeting.

5. Members/proxies are requested to produce the Attendance Slip at the entrance Hall.
6. Members are requested to immediately intimate change of address, if any, to the Company quoting reference to their Register Folio Number.
7. At the ensuing Annual General Meeting Mr. Anil J. Agrawal and Mr. Mitesh A. Agrawal and Mr. Kanubhai Patel retire by rotation and are being proposed for re appointment, the detail as required under Clause 49 (IV)(E)(v) of the Listing Agreement is given below:

Name	Age	Educational Qualification	Experience	No. of share hold
Mr. Anil J. Agrawal	60	Graduate	40 years in various for running business fields	2010364
Mr. Mitesh A. Agrawal	30	M.Sc. MBA	8 years overall operations of the Company.	2828035
Mr. Kanubhai Patel	51	Engineer	28 years in business.	203692

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 OF THE COMPANIES ACTS, 1956
Item No. 6

Mr. Abhishek Agrawal was appointed as a Jt. Managing Director on 16.5.2008 and who is associated with the Company since its inception and also promoter of the Company, he has provided dynamic and effective leadership to the Company's management team and, the Company has made great strides in business activities and has helped the Company as one of the dominant player in the Company. The Board recommends passing of the resolution.

His term of appointment is in conformity with Schedule XIII

to the Companies Act, 1956, as amended up to date.

This be treated as an abstract under section 302 of the Companies Act, 1956.

None of the Directors are concerned or interested in this resolution except Mr. Anil Agrawal, Mr. Mitesh Agrawal & Mr. Abhishek Agrawal.

For and on Behalf of the Board

sd/-

Anil Agrawal
Chairman

Place : Daman

Dated : 26th June 2008

Annual Report 2007-08

DIRECTORS' REPORT

To,
The Members,
Radha Madhav Corporation Limited
Dear Sir/Madam

The Directors have pleasure in presenting the Fourth Annual Report together with the Audited Accounts for the year ended on 31st March, 2008.

FINANCIAL RESULTS

	31.3.2008 in Lacs	31.3.2007 in Lacs.
Sales and other Operational Income	16395.22	9066.67
Profit before Depreciation & Tax	2497.52	977.29
Less: Depreciation	377.56	110.09
Profit After Depreciation & before Tax	2119.96	867.21
Provision for Tax (including Deferred, Fringe Benefit Tax and Provision for Wealth Tax)	709.97	260.97
Profit after tax	1409.99	606.24
Balance brought forward from Balance sheet	916.67	310.44
Balance carried to Balance Sheet	2265.29	916.67

PERCENTAGE GROWTH OVER THE PREVIOUS YEAR

PARTICULARS	% Growth over the Previous Year
Sales and other Operational Income	80.82
Profit before Depreciation & Tax	155.55
Profit after tax	132.58

OPERATIONS

Your Company recorded a significant growth in performance in the Y 2007-2008.

Your Company recorded a turnover of Rs. 16395.22 Lac which was higher by 81% as compared to last year. There was increase in sales due to the production by new unit which was set-up by the Company in Daman. Profit before Tax increased by 155 % from Rs. 977.29 Lacs to Rs. 2497.52 Lacs. Whereas as the Profit After Tax increased by 144% from Rs. 867.21 Lacs to Rs.2119.96 Lacs. Your management made all efforts to increase revenue and market share while developing new products. The Year witness wonderful results and the coming year hold lots of hope for new development in the Company. The year under review was a year of Project Implementation including Greenfield Uttaranchal Project and a Substantial expansion in Daman. Your Company has an integrated manufacturing block enabling production of multi process products.

Interest and Depreciation have been substantial in Comparison to our previous year. Since most of the machinery were still in installation phase or had not contribution to the sales, Interest and Depreciation has been very high as a percentage of Sales.

DIVIDEND

With a view to conserve the resources of the Company, the Directors do not propose to recommend any Dividend.

SUBSIDIARY COMPANY

The Company has incorporated One Wholly Subsidiary Company on 5th May, 2008.

INCREASE IN CAPITAL, UTILIZATION OF PREFERENTIAL ISSUE PROCEEDS & FINANCE

The Company has raised/received funds against issue of various securities on preferential basis for setting up of project in the state of Uttaranchal and Union Territory of Daman and to fulfill the additional fund requirement for normal capital expenditure and manufacturing facilities and funding of long term working capital requirements. The Company borrowed from Banks for Term Loan and Working Capital requirement for part finance of the Project.

DEPOSITS:

The Company has not accepted Deposits within the meaning of section 58A of the Companies Act 1956.

DIRECTORS

In accordance with the requirements of the Companies Act 1956, Mr. Anil Agrawal, Mr. Mitesh Agrawal and Mr. Kanubhai Patel will retire by rotation and, being eligible, have offered themselves for re-appointment. Mr. Ramesh Bhandari resigned from Directorship during the year.

AUDITORS:

The present Auditors of the Company H. P. Shah Associates, Chartered Accountants, Vapi, will retire at the conclusion of



Radha Madhav Corporation Limited

ensuing Annual General Meeting and being eligible, offer, them-selves for re-appointment to hold the office till the conclusion of next Annual General Meeting.

They have submitted certificate for their eligibility for reappointment under section 224(1-B) of the Companies Act, 1956.

AUDIT COMMITTEE:

The Board of Directors has constituted an Audit Committee as per the existing clause 49 of the Listing Agreements entered into with Stock Exchanges and in terms of Section 292(A) of the Companies Act, 1956.

CORPORATE GOVERNANCE:

A Separate section on Corporate Governance and a certificate from Company's Auditor regarding compliance of the conditions of the corporate governance as stipulated under clause 49 of the Listing Agreements with the Stock Exchanges forms part of this Annual Report.

Certificate of CEO and CFO, inter alia, confirming the correctness of the financial statements, adequacy of the internal measures and reporting of matters to the audit committee in terms of the clause 49 of the listing agreements with Stock Exchanges, is also attached as a part of this Annual Report.

INSURANCE

All the properties of your Company including Factory, Building, Plant & Machinery, stock etc., are adequately insured.

PARTICULARS OF EMPLOYEES

None of the employees of the Company was paid remuneration of Rs. 24,00,000/- p.a. or more for the year or Rs. 2,00,000/- p.m. or more and hence the information required under section 217 (2-A) of the Companies (Particulars of Employees) Rules, 1975 is not required to be given.

CONSERVATION OF ENERGY Power and fuel Consumption:

	31.3.2008	31.3.2007
(1) Electricity		
Purchased units	51,54,951	38,81,942
Total Amount (Rs.)	1,43,52,189	1,12,77,309
Rate per Unit (Rs.)	2.78	2.90
(2) Own Generator		
Fuel (Diesel) (Ltr)	6,000	32,684
Total Amount (Rs.)	2,04,782	1,16,47,66
Rate Per Litter (Rs.)	34.13	35.63
Furnace Oil	1,51,418	28,020
Total Amount (Rs.)	36,77,083	5,40,790
Rate Per Litter (Rs.)	24	19
LPG Cylinder {Kg.}	34020	8820
Total Amount {Rs.}	15,55,589	3,55,952

TECHNOLOGY ABSORPTION:

The technology required for the industry is indigenous as well as imported.

FOREIGN EXCHANGE EARNING & OUTGO:

	31.3.2008 Rs. in Lac	31.3.2007 Rs. in Lac
Earning	425.14	39.67
Outgo	5565.54	2,821.14

Most of the Foreign Exchange Outgo is for Purchase of Capital Goods for the Company.

DIRECTORS' RESPONSIBILITY STATEMENT:

Your Directors confirm:

- That in the preparation of the annual accounts, the applicable accounting standards had been followed and that no material departures have been made from the same.
- That they had selected such accounting policies and applied them consistently and made judgments 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.
- That they had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for presenting and detecting fraud and other irregularities.
- That they had prepared the annual accounts on a going concern basis.

APPRECIATION

Your Directors wish to express their grateful appreciation for the assistance and Co-operation received from Banks, Government Authorities and Shareholders during the year under review. Your Directors also wish to place on record their appreciation for the services rendered by our people at all levels in the Company and for their Contribution towards success of the organization.

For and on Behalf of the Board

sd/-

Anil Agrawal
Chairman

Place : Daman
Dated : 26th June 2008