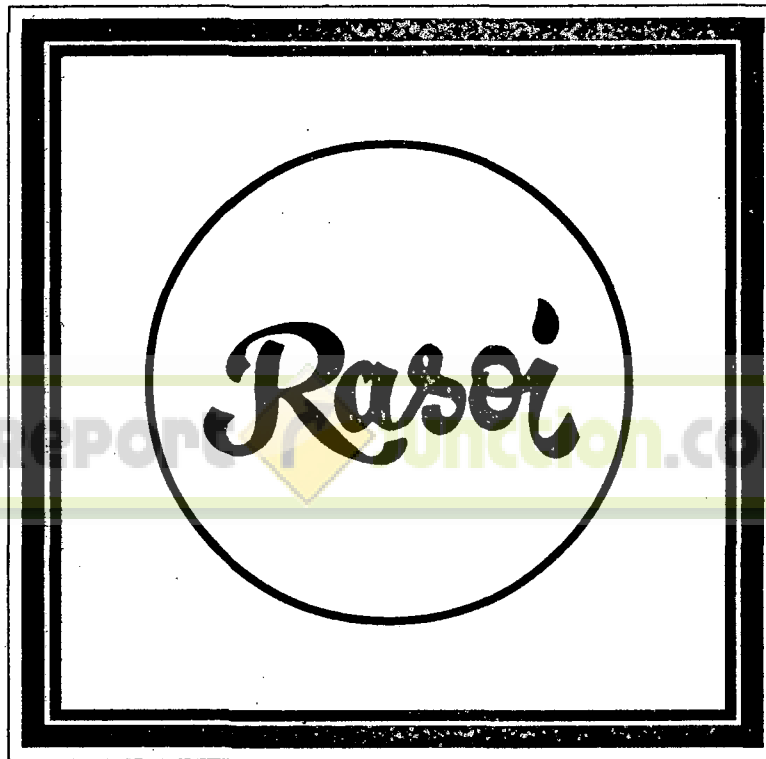


Rasoi Limited

MD	✓		BKC	✓
CS	✓		DPY	✓
RO	✓		DIV	✓
TRA	NA		AC	✓
AGM	✓	✓	SHI	✓
YE	✓	✓		✓



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Report and Accounts
1997-98

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Chairman
RAGHU MODY

Vice-Chairperson
SHASHI MODY

Managing Director
D. S. JAIN

Directors
S. P. BAGARIA
A. C. CHAKRABORTTI
PROF. M. M. CHAKRABARTY
SUDHIR JALAN
PRAMOD KHAITAN

President
S. L. BACHHAWAT

Asst. Company Secretary
A. R. LODHA

Vice-Presidents
KAPIL KAUL (Senior)
MANISH LOHIA (Senior)
Y. GOENKA
D. CHATTERJEE
R. N. PARBAT

Auditors
LODHA & COMPANY

Solicitors
KHAITAN & COMPANY

Bankers
ALLAHABAD BANK
BANQUE NATIONALE DE PARIS
HONGKONG BANK

Registered Office
RASOI COURT
20, SIR R. N. MUKHERJEE ROAD
CALCUTTA - 700 001

Works
CALCUTTA (WEST BENGAL)
KUNDLI (HARYANA)

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NOTICE

NOTICE is hereby given that the 94th Annual General Meeting of the Members of Rasoi Limited will be held at the Williamson Magor Hall of the Bengal Chamber of Commerce & Industry, 6, N. S. Road, Calcutta - 700 001 at 4:00 P.M. on Friday the 24th July, 1998 to transact the following business :

ORDINARY BUSINESS :

1. To consider and adopt the Audited Profit and Loss Account for the financial year ended 31st March, 1998 and the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.
2. To declare dividend for the financial year ended 31st March, 1998.
3. To appoint a Director in place of Shri Sudhir Jalan, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Prof. M. M. Chakrabarty, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Auditors and to fix their remuneration.

SPECIAL BUSINESS :

6. To consider and, if thought fit, to pass, with or without modification, the following resolution as an **ORDINARY RESOLUTION** :

"RESOLVED that Smt. Shashi Mody be and is hereby appointed as a Director of the Company".

7. To consider and, if thought fit, to pass, with or without modification, the following resolution as an **ORDINARY RESOLUTION** :

"RESOLVED THAT in accordance with the provisions of Sections 198, 269, 309, 311 & 314 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification or re-enactment thereof, for the time being in force) and subject to all such sanctions as may be necessary, the consent of the Company be and is hereby accorded to the appointment of Smt. Shashi Mody as Whole-time Director of the Company for a period of 5 (five) years with effect from 1st August, 1997 on the following terms and conditions :

I. REMUNERATION :

- i) **SALARY** : Rs. 35,000/- per month in the scale of 35,000-3,500-49,000.

ii) PERQUISITES & AMENITIES :

- (a) **ACCOMMODATION** : Fully furnished residential accommodation or house rent allowance at the rate of 60% (sixty percent) of salary or such other suitable amount as may be decided by the Board of Directors.

Expenses pertaining to gas, electricity, water, other utilities, upkeep and maintenance etc. will be borne/reimbursed by the Company.

- (b) **MOTOR CAR** : Provision for motor car and driver.

- (c) **MEDICAL** : Reimbursement of medical expenses incurred in India and/or abroad and including hospitalisation, nursing, home and surgical charges, cost of travel and stay for self and family.

- (d) **LEAVE TRAVEL CONCESSION** : Reimbursement of actual travelling expenses for proceeding on leave once in a year in respect of self and family.

- (e) **CLUB FEE** : Reimbursement of club bills including membership subscriptions in respect of two clubs.

- (f) **COMMUNICATION FACILITIES** : Provision of telephone, telefax and other communication facilities at the residence.

- (g) **PERSONAL INSURANCE** : Personal accident and mediclaim insurance as per the rules of the Company.

- (h) **PROVIDENT AND OTHER FUNDS** : Company's contribution towards provident fund, pension fund/super-annuation fund as per the rules of the Company.

- (i) **GRATUITY** : As per the rules of the Company's Scheme.

- (j) **LEAVE ENCASHMENT** : Encashment of leave accumulated as per the rules of the Company.

- (k) **OTHER PERQUISITES**: Subject to the overall ceiling on remuneration mentioned hereinbelow, other allowances, benefits and perquisites as the Board of Directors may from time to time decide.

II. OVERALL REMUNERATION:

The aggregate of salary and perquisites in any financial year shall not exceed the limits prescribed from time to time under Sections 198, 309 and other applicable provisions of the Companies Act, 1956 read with Schedule XIII to the said Act as may for the time

being, be in force.

III. MINIMUM REMUNERATION :

In the event of loss or inadequacy of profits in any financial year during the currency of tenure of service of the said Whole-time Director, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule XIII of the Companies Act, 1956.

"RESOLVED FURTHER THAT in the event of loss or inadequacy of profits of the Company in any financial year during the currency of the term of the office of Smt. Shashi Mody, the Company shall pay Smt. Shashi Mody remuneration by way of salary, perquisites and other allowances as Minimum Remuneration as stated hereinabove."

8. To consider and, if thought fit, to pass, with or without modification, the following resolution as an **ORDINARY RESOLUTION** :

"RESOLVED THAT in accordance with the provisions of Sections 198, 269, 309 & 311 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification or re-enactment thereof, for the time being in force) and subject to all such sanctions as may be necessary, the consent of the Company be and is hereby accorded to the reappointment of Shri Dhanpat Singh Jain as Managing Director of the Company for a period of 3 (three) years with effect from 1st September, 1997 on the following terms and conditions :

REMUNERATION :

- i) **SALARY** : Rs. 50,000 per month

ii) PERQUISITES & AMENITIES :

- (a) **ACCOMMODATION** : Fully furnished residential accommodation.

Expenses pertaining to gas, electricity, water, other utilities, upkeep and maintenance etc. will be borne/reimbursed by the Company.

- (b) **MOTOR CAR** : Provision for motor car and driver.

- (c) **CLUB FEE** : Reimbursement of club bills including membership subscriptions in respect of two clubs.

- (d) **COMMUNICATION FACILITIES** : Provision of telephone, telefax and other communication facilities at the residence.

- (e) **PROVIDENT AND OTHER FUNDS** : Company's contribution towards provident fund, pension fund/super-annuation fund as per the rules of the Company.

- (f) **GRATUITY** : Gratuity not exceeding half a month's salary for each completed year of service subject to a ceiling of Rs.2,50,000/-.

- (g) **LEAVE ENCASHMENT** : Encashment of leave accumulated as per the rules of the Company.

- (h) **OTHER PERQUISITES** : Subject to the overall ceiling on remuneration mentioned hereinbelow, other allowances, benefits and perquisites as the Board of Directors may from time to time decide.

II. OVERALL REMUNERATION :

The aggregate of salary and perquisites in any financial year shall not exceed the limits prescribed from time to time under Sections 198, 309 and other applicable provisions of the Companies Act, 1956 read with Schedule XIII to the said Act as may for the time being, be in force.

III. MINIMUM REMUNERATION :

In the event of loss or inadequacy of profits in any financial year during the currency of tenure of service of the said Managing Director, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II Schedule XIII of the Companies Act, 1956."

"RESOLVED FURTHER THAT in the event of loss or inadequacy of profits of the Company in any financial year during the currency of the term of the office of Shri Dhanpat Singh Jain, the Company shall pay Shri Dhanpat Singh Jain remuneration by way of salary, perquisites and other allowance as Minimum Remuneration as stated hereinabove."

Registered Office :

Rasoi Court
20, Sir R. N. Mukherjee Road
Calcutta - 700 001
Date : 28th April, 1998

By Order of the Board

D. S. JAIN
Managing Director

NOTICE**NOTES:**

1. Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of Special Business is annexed hereto.
2. A member entitled to attend and vote at the Meeting is entitled to appoint a Proxy to attend and vote on a Poll on his behalf. A Proxy need not be a Member of the Company. The Instrument appointing Proxy, in order to be effective, should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 15th July, 1998 to 24th July, 1998 (both days inclusive) for the purpose of payment of Dividend.
4. Members are requested to intimate/forward the following to the Company at its Registered Office :
 - (a) To inform immediately of change in their addresses and/or mandates, if any, quoting their folio numbers so as to reach the Company latest by 20th July, 1998.
 - (b) To send all Share Certificate(s) for consolidation of shareholdings presently in multiple accounts in identical names or joint names in same order, if any, into one account to facilitate better service.
 - (c) To address their queries for getting any information about the accounts and operations of the Company, if they so desire, to the Company Secretary well in advance as to reach him at least seven days before the date of the Meeting to enable the Management to keep the information required readily available at the Meeting. Members, unable to attend the Meeting, may also intimate their queries/requirements, if any, to the Company Secretary for clarification.
5. If dividend on equity shares, as recommended by the Board of Directors, is passed at the Meeting, payment of such dividend will be made to those persons whose names appear on the Company's Register of Members as on 24th July, 1998.
6. Those Members, who have so far not encashed their dividend for the year ended 31st March, 1995, may claim or approach the Company immediately for payment of such dividend as the same will be transferred to the General Revenue Account of the Central Government on or before 8th August, 1998.
7. The unclaimed dividend for the year ended 31st March, 1994, amounting to Rs. 55,585.50 has already been transferred to the General Revenue Account of the Central Government in terms of the provisions of Section 205A of the Companies Act, 1956. Those Members, who have not so far claimed or collected their dividend for the said financial year, may claim their dividend from the Registrar of Companies, West Bengal by submitting an application in the prescribed form.
8. We suggest our Members to include a joint-holder in their account(s), if they do not so have, as this will avoid administrative difficulties in case of transmission. Members, who are so desirous of, are requested to forward duly executed transfer deed(s) together with share certificate(s) to the Company at its Registered Office to enable the Company to take necessary action.
9. As a measure of economy, copies of the Annual Reports & Accounts and Attendance Slips will not be distributed at the Annual General Meeting. We therefore request the Members to bring their copies at the Meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.**Item No. 6 & 7**

Smt. Shashi Mody was appointed as President-Corporate Affairs of the Company with effect from 1st July, 1992 with the approval of the Shareholders at the Company's Annual General Meeting held on 25th June, 1992. The terms and conditions of Smt. Shashi Mody's service agreement including her remuneration were subsequently revised after obtaining Shareholders' approval at the Company's Annual General Meeting held on 19th July, 1996.

The Board of Directors of the Company at its meeting held on 25th July, 1997 have appointed Smt. Shashi Mody as an Additional Director effective from 25th July, 1997 and further as Vice Chairperson and also Whole-time Director of the Company for a period of 5 years effective from 1st August, 1997 on the terms and conditions including remuneration as detailed in the Resolution No. 7 of the Notice and as set out in the Agreement executed on 25th July, 1997 between the Company and Smt. Shashi Mody, subject to obtaining the approval of the Shareholders at a General Meeting to be held at a later date. Smt. Shashi Mody continued to hold the office of President-Corporate Affairs till 31st July, 1997. The remuneration of Smt. Shashi Mody as detailed in the Resolution No. 7 and in the aforesaid Agreement is in accordance with the provisions of the Companies Act, 1956.

Smt. Shashi Mody is daughter-in-law of Sri R. N. Mody - Chairman and daughter of Sri S. P. Bagaria - Director of the Company.

As per the provisions of Section 260 of the Companies Act, 1956 and as per the Articles of Association of the Company, Smt. Mody will hold office of Director till conclusion of this Annual General Meeting. The Company has received a Notice in writing from a Member under Section 257 of the Companies Act, 1956 along with requisite deposit informing his intention to propose the appointment of Smt. Shashi Mody as Director of the Company.

In terms of the applicable provisions of the Companies Act, 1956, your approval is necessary for Smt. Shashi Mody's appointment as the Company's Director, Vice Chairperson and also the Whole-time Director.

Copy of the Agreement entered into between the Company and Smt. Shashi Mody on 25th July, 1997 is available for the inspection at the Registered Office of the Company between 11.00 A.M. and 2.00 P.M. during the working days of the Company upto the date of 94th Annual General Meeting.

The Board of Directors of your Company recommends Resolution Nos 6 & 7 for

your consideration and approval.

None of the Directors except Sri R. N. Mody, Sri S. P. Bagaria and Smt. Shashi Mody are directly or indirectly interested or concerned in the Resolution Nos 6 & 7.

Item No. 8

Shri Dhanpal Singh Jain was earlier reappointed as Managing Director of the Company for a period of 5 years with effect from 1st September, 1992 at the Annual General Meeting of the Company held on 14th July, 1993. The term of Shri D. S. Jain as Managing Director of the Company expired on 31st August, 1997.

The Board of Directors of your Company at its Meeting held on 6th February, 1998 have considered Shri. D. S. Jain's reappointment as Managing Director for a further period of 3 (three) years from 1st September, 1997 on the revised terms and conditions including remuneration as detailed in the Resolution No. 8 of the Notice and as set out in the agreement, already entered into between the Company and Shri D. S. Jain on 6th February, 1998. The remuneration of Shri D. S. Jain is in accordance with the provisions of the Companies Act, 1956.

In terms of the provisions of the Companies Act, 1956, your approval is necessary for Shri D. S. Jain's above reappointment.

The aforesaid Agreement entered into between the Company and Shri D. S. Jain is available for the inspection at the Registered Office of the Company between 11:00 A.M. and 2:00 P.M. during the working days of the Company upto the date of 94th Annual General Meeting.

The Board of Directors of your Company recommends this Resolution for your approval.

None of the Directors except Shri D. S. Jain are directly or indirectly interested or concerned in the aforesaid Resolution.

This should be considered as an abstract of the terms of the contract for the re-appointment of Shri D. S. Jain as Managing Director of the Company and a memorandum as to the nature of the concern or interest of the Director in the said appointment, as required under Section 302 of the Companies Act, 1956.

Registered Office :
Rasei Court
20, Sir R. N. Mukherjee Road
Calcutta - 700 001
Date : 28th April, 1998

By Order of the Board

D. S. JAIN
Managing Director



DIRECTORS' REPORT TO THE MEMBERS

The Directors of your company have pleasure in presenting the 94th Annual Report together with the Audited Accounts for the year ended 31st March, 1998.

FINANCIAL RESULTS

	1997-98 (Rs./Lacs)	1996-97 (Rs./Lacs)
Sales and Other Income / Receipts	10336	6012
Operating Profit	195	158
Interest	31	14
Depreciation	41	39
Net Profit	123	105
Transfer from Investment Allowance Reserve	—	13
Short Provision of Taxation for Earlier Year	1	—
Profit available for appropriation	122	118
Which the Directors have appropriated as follows :		
Provision for Taxation	35	37
Proposed Dividend on Equity Shares @ 25%	45	45
Dividend Tax	9	—
Transfer to General Reserve	10	10
Balance Carried to Balance Sheet	23	26

DIVIDEND

Your Directors are pleased to propose the payment of Dividend @ 25% for the year ended 31st March, 1998 subject to your approval.

RESERVES AND SURPLUS

The Balance in Reserves and Surplus stands at Rs. 947.39 Lacs (Previous Year : Rs. 914.33 Lacs) after the appropriation as mentioned above.

PERFORMANCE

Your Company has witnessed a marked increase in the production and turnover with the full support of factory workers and staff during the financial year under review. In fact, the

Company achieved a record historical high production of 3,100 MT of Vanaspati during December, 1997. During this time, the inoperative oxygen plant was recommissioned and ultimately commenced production from April, 1998.

The Company's marketing division has successfully introduced 100 ml. Vanaspati pouch packs in the retail market which has been well accepted by the consumers.

Sincere efforts are on to launch vanaspati in newly designed 15 Kg. Poly Jar in addition to the existing packs which will provide further value addition to the consumers. Further, in view of the urban customers' preference, the Company is planning to launch branded packed refined oil during 1998.

While the management has been taking a proactive view and seizing all available opportunities to bring greater value for our shareholders in these highly competitive times, there have been some developments and changes in the environments both locally and internationally that have substituted earlier pressures on our vanaspati business.

Along with the bush fires in South East Asia, the "Asian Tigers" are enveloped in an economic crisis. With the imposition of restrictions on the trade of edible oil, the international prices have flared up. As you know that imported oil are critical to the stable production of vanaspati in the eastern region.

Coupled with this, there is an influx of vanaspati into the state of West Bengal, Bihar and Assam from Nepal. The industry as a whole has taken up the matter with the State and Central Authorities.

We are more concerned with the West Bengal Government's decision in reducing the Industrial Promotion Assistance (IPA) from 90% to 45% in the recent budget. Vanaspati manufacturers have recently made their representation to the Government of West Bengal to reconsider withdrawal of reduction in IPA which is at present under Government's active consideration. Given the realities as out-lined earlier, the management perceives this reduction to be a severe set back to the Company's vanaspati operations and if the Government does not restore IPA at 90% as was before the reduction, the Vanaspati Industry as a whole will face severe negative conditions including sickness once again. This is an economic reality.

The Company had been successful in achieving very good results from its financial activities inspite of deteriorating financial market condition.

DIRECTORS' REPORT

CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION

In accordance with the requirement of Section 217(1)(e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, a statement showing the particulars with respect to conservation of energy & technology absorption is annexed hereto and form part of this report.

FOREIGN EXCHANGE EARNINGS & OUTGO

There has been no foreign exchange earnings during the year. However, your Company has incurred an expenditure of Rs. 4.88 Lacs (Previous Year : Rs. 3.68 Lacs) in foreign exchange during the year.

AUDITORS' REPORT

The observations made by the Auditors in their Report are self explanatory and have also been further clarified in the Notes to the Accounts.

CASH FLOW STATEMENT

In accordance with the requirement of Clause 32 of the Listing Agreement of the Stock Exchanges, a cash flow statement duly verified by your Auditors together with their certificate is annexed hereto.

COST AUDIT

Pursuant to the provisions of Section 233-B of the Companies Act, 1956 the Central Government had directed audit of the cost accounts relating to Calcutta's Vanaspati Unit for the year ended 31st March, 1998 and accordingly Shri T. P. Acharyya, a qualified Cost Accountant of Calcutta, has been appointed the Cost Auditors subject to the approval of the Central Government which has since been received.

PUBLIC DEPOSITS

Four Deposits from Public aggregating to Rs. 15,000/- were due for payment on or before 31.03.1998, remain unclaimed.

PARTICULARS OF EMPLOYEES

The particulars of the employees as required under Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 as amended, are given in the Annexure forming part of this Report.

DIRECTORS

Shri Sudhir Jalan and Prof. M. M. Chakrabarty, Directors of

your Company retire from office by rotation at the ensuing Annual General Meeting and being eligible, offer themselves for reappointment.

Shri K. L. Dhandhanian, a noted Industrialist and Director of your Company, passed away on 12th May, 1997. The Directors and Shareholders present at the Company's Annual General Meeting held on 25th July, 1997 paid respectful homage to the departed soul. The Board places on record its appreciation of the valuable services rendered by him.

Smt. Shashi Mody was appointed as Additional Director of the Company on 25th July, 1997 by the Board. She continues to be Director till the date of the ensuing Annual General Meeting and her appointment is placed before the Shareholders for their approval.

Smt. Shashi Mody was also elevated from President - Corporate Affairs to Wholtime Director of the Company for a period of five years with effect from 1st August, 1997. The terms of Smt. Mody's such appointment are placed before the Shareholders for approval.

Smt. Shashi Mody was further appointed as the Company's Vice-Chairperson from 1st August, 1997.

Shri Dhanpat Singh Jain was reappointed as Managing Director of the Company for a period of three years with effect from 1st September 1997. The terms of Shri Jain's such reappointment are placed before the Shareholders for approval.

AUDITORS

M/s. Lodha & Company, Chartered Accountants, Auditors of your Company, retire at the conclusion of the ensuing Annual General Meeting and being eligible, offer themselves for reappointment.

ACKNOWLEDGMENTS

The Directors gratefully acknowledge the support given by all the employees, shareholders and bankers and they look forward for their continued support.

SUBSIDIARY COMPANIES

The Statement required under Section 212 of the Companies Act, 1956 is attached.

On behalf of the Board of Directors

Calcutta
the 28th day of April, 1998

SHASHI MODY
Vice-Chairperson



ANNEXURE TO DIRECTORS' REPORT

Information as required under Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 and forming part of Directors' Report for the year ended 31.03.1998

Statement showing particulars of employees employed throughout the year who were in receipt of remuneration in the aggregate not less than Rs. 3,00,000/- per annum.

Name	Designation & Nature of Duties	Remuneration Received/ Receivable	Qualification & Experience	Age	Date of Com- mencement of Employment	Last Employment, Designation and Period
Employed Throughout the year :						
1. Smt. Shashi Mody	Vice- Chairperson	4,44,985	B. A. 8 Years	40	02.04.1990	—
2. Sri D. S. Jain	Managing Director	5,73,828	M.Com. 38 Years	57	08.07.1965	Indian Die Casting Ltd. Officer-4 Months

- Notes :**
1. The remuneration as shown above includes salary, contribution to provident & other funds and perquisites evaluated as per Income Tax Rules.
 2. Smt. Shashi Mody is related to Sri R. N. Mody & Sri S. P. Bagaria.
 3. Nature of employment is contractual.
 4. There was no employee in the Company employed for the part of the financial year who was in receipt of remuneration in the aggregate not less than Rs. 25,000/- per month.

ANNEXURE TO DIRECTORS' REPORT

Information as required under Section 217(1) (e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 and forming part of Directors' Report for the year ended 31.03.1998.

**STATEMENT SHOWING PARTICULARS WITH RESPECT TO CONSERVATION OF
ENERGY & TECHNOLOGY ABSORPTION**

	<u>Current Year</u>	<u>Previous Year</u>
Conservation of Energy		
(A) Power & Fuel Consumption at Vanaspati Units		
1. Electricity		
(a) Purchased		
Unit ('000)	8,497	5,967
Total Amount (Rs./Lacs)	298.32	212.94
Rate/ Unit (Rs.)	3.51	3.57
(b) Own Generation		
(i) Through Diesel Generator		
Unit ('000)	10	14
Units per Ltr. of Diesel oil	1.32	0.97
Cost / Unit (Rs.)	7.21	7.12
(ii) Through Steam Turbine/Generator	Nil	Nil
2. Coal		
Quantity (M/T)	9,822	7,306
Total Cost (Rs./Lacs)	167.44	114.26
Avg. Rate (Rs.)	1,705	1,564
3. Furnace Oil	Nil	Nil
4. Other/ Internal Generation	Nil	Nil
(B) Consumption per Unit of Production		
Electricity	311	417
Furnace Oil	Nil	Nil
Coal (Kgs.)	349	510

Technology Absorption

The Company has not made use of any imported technology for its products.

However, the Company has been using its own developed in-house process technologies for processing of Rice Bran Oil economically and for its Special custom made products for the Bakeries and Margarine Industry.