



Rasoi Limited
Report and Accounts
1999-2000

56020

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Chairman

RAGHU MODY

Vice-Chairperson

SHASHI MODY

Managing Director

D. S. JAIN

Directors

PROF. M. M. CHAKRABARTY

A. C. CHAKRABORTTI

SUDHIR JALAN

HAIGREVE KHAITAN

President

S. L. BACHHAWAT

Senior Vice Presidents

KAPIL KAUL

MANISH LOHIA

Company Secretary

S. SUBRAMANIAN

Asst. Company Secretary

A. R. LODHA

Auditors

LODHA & COMPANY

Bankers

ALLAHABAD BANK

BANQUE NATIONALE DE PARIS

INDUSIND BANK

Solicitors

KHAITAN & COMPANY

Registered Office

RASOI COURT

20, SIR R. N. MUKHERJEE ROAD

CALCUTTA - 700 001

PHONE : 248 0114/5

FAX : 248 1200

Email-rasoi@vsnl.com

Works

CALCUTTA (WEST BENGAL)

KUNDLI (HARYANA)

Listing

The Company's shares are listed on Calcutta,
Mumbai and Delhi Stock Exchanges

NOTICE

NOTICE is hereby given that the 96th Annual General Meeting of the Members of Rasoi Limited will be held at the Williamson Magor Hall of the Bengal Chamber of Commerce & Industries, 6 Netaji Subhas Road, Calcutta - 700 001, at 4.00 PM, on Wednesday, the 16th day of August, 2000 to transact the following business :

AS ORDINARY BUSINESS :

1. To consider and adopt the Audited Profit and Loss Account for the financial year ended 31st March, 2000 and the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Shri A C Chakrabortti, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Prof. M M Chakrabarty, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors and to fix their remuneration.

AS SPECIAL BUSINESS :

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

"RESOLVED that Shri Haigreve Khaitan, 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, the following resolution as a SPECIAL RESOLUTION :

"RESOLVED THAT pursuant to Section 31 and all other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification and re-enactment thereof, for the time being in force), the Articles of Association of the Company be and are hereby altered in the manner and to the extent set out below :

New Articles, with marginal notes, Article 11A & 11B be introduced after Article 11.

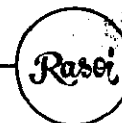
"NOMINATION"

- 11A (1) Every holder of shares in or debentures of the Company, may, at any time, nominate in the manner prescribed under the Act, a person to whom his shares in, or debentures of, the Company shall vest in the event of death of such holder.
- (2) Where the shares in, or debentures of the Company are held by more than one person jointly, the joint holders may, together, nominate in the prescribed manner, a person to whom all the rights in the shares or debentures of the Company as the case may be, shall vest in the event of death of all joint holders.
- (3) Notwithstanding anything contained in any other law for the time being in force or in any disposition, whether testamentary or otherwise, or in these Articles, in respect of such shares in or debentures of the Company, where a nomination made in the prescribed manner purports to confer on any person the right to vest the shares in or debentures of the Company, the nominee shall, on the death of the holder or as the case may be, on the death of joint holders of shares or debentures become entitled to all the rights of the deceased holder or, as the case may be, of all the deceased joint holders, in such shares or debentures, to the exclusion of all other persons, unless the nomination is varied or cancelled in the manner prescribed under the provisions of the Act.

- (4) Where the nominee is a minor, it shall be lawful for the holder of the shares or debentures, to make the nomination to appoint, in the manner prescribed under the provisions of the Act, any person to become entitled to shares in, or debentures of the Company, in the event of his death, during the minority".
- (5) The provisions of the Article shall apply mutatis mutandis to a depositor of money with the Company as per the provisions of Section 58A of the Act."

"11B. TRANSMISSION IN THE NAME OF THE NOMINEE

1. Any person who becomes a nominee by virtue of Article 11A, upon production of such evidence as may be required by the Board and subject as hereinafter provided, elect, either –
 - a) To register himself as holder of the shares or debentures, as the case may be; or
 - b) to make such transfer of the shares or debentures, as the case may be, as the deceased shareholder or debentureholder, could have made.
2. If the nominee elects himself to be registered as holder of the shares or debentures, as the case may be, he shall deliver or send to the Company, a notice in writing signed by him stating that he so elects and such notice shall be accompanied by the certificate of death of the deceased holder and the certificate (s) of shares or debentures, as the case may be held by the deceased in the Company.
3. Subject to the provisions of Sec. 109B (3) of the Act, and these Article, the Board may register the relevant shares or debentures in the name of the nominee or the transferee as if the death of the registered holder of the shares or debentures had not occurred and the notice of transfer where a transfer signed by the holder.
4. A nominee on becoming entitled to any shares or debentures by reason of the death of the holder or joint holders shall be entitled to the same dividends and other advantages to which he would have been entitled if he was the registered holder of the shares or debentures, except that he shall not, before being registered as a holder of such shares or debentures be entitled in respect of them to exercise any right conferred on a member or debenture holder in relation to meetings of the Company.
5. The Board may, at any time, give notice requiring any such person to elect either to register himself or to transfer the shares or debentures, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses, interest or other moneys payable or rights accrued or accruing in respect of the relevant shares or debentures, until the requirements of the notice have been complied with."
7. To consider and, if thought fit, to pass, with or without modification, the following resolution as a SPECIAL RESOLUTION :
 "RESOLVED that the existing Article 127 of the Articles of Association of the Company be substituted by the following :
 Article 127 : Any dividend which remains unpaid or unclaimed shall be dealt with by the Company in accordance with the provisions of Sec. 205A of the Companies Act, 1956 or any statutory modification or re-enactment thereto."
8. To consider and, if thought fit, to pass, with or without modification, the following Resolution as an ORDINARY RESOLUTION :
 "RESOLVED that the consent of the Company be and is hereby accorded in terms of Section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956, to the Board of Directors of the Company to mortgage,



hypothecate and/or to create charge by equitable mortgage through deposit of title deeds or in any other manner, the moveable and immoveable properties of the Company and its Plant and Machinery, both present and future, in order to secure the amounts to be borrowed by the Company from time to time upto a limit of Rs. 40 Crores.

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

"RESOLVED THAT in supersession of the Resolution passed at the Annual General Meeting held on 3rd, March 1987, consent be and is hereby accorded to the Board of Directors of the Company pursuant to Section 293 (1) (d) of the Companies Act, 1956, for borrowing from time to time any sum or sums of money which together with the money already borrowed by the Company (apart from temporary loans obtained from the Bankers of the Company in ordinary course of the business) shall not exceed in the aggregate at any one time Rs. 40 Crores."

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. The proxies to be effective should be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the meeting.
2. An Explanatory Statement pursuant to Section 173 of the Companies Act, 1956, relating to the Special Business to be transacted at the meeting is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will be closed from 11th August, 2000 to 16th August, 2000 (both days inclusive) in connection with the Annual General Meeting.
4. Members are requested to bring their copies of the Annual Report, as copies of the Report will not be distributed again at the Meeting.
5. Members seeking any information with regard to the accounts of the Company are requested to write to the Company at its Registered Office so as to reach at least 10 days before the date of Meeting to enable the Management to keep the information ready.
6. Intimation of any change in address of Members should be sent to the Company immediately.

Registered Office :

Rasoi Court
20, Sir R. N. Mukherjee Road
Calcutta - 700 001
Date : 24th April, 2000

By Order of the Board

S. SUBRAMANIAN
Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SEC 173 (2) OF THE COMPANIES ACT, 1956**RESOLUTION AT ITEM NO. 5**

Shri Haigreave Khaitan was appointed as an Additional Director of the Company with effect from 21st January, 2000, in terms of Sec 260 of the Companies Act, 1956 and Article 83 of the Articles of Association of the Company. He vacates his office at this General Meeting. Notice under Section 257 of the Companies Act, 1956 has been received by the Company from a member proposing the appointment of Shri Haigreave Khaitan, as a Director of the Company at this Annual General Meeting, liable to retire by rotation.

The Board of Directors recommend the Resolution for approval of the shareholders.

None of the Directors other than Shri Haigreave Khaitan to the extent of his appointment as Director, is interested or concerned in the above resolution.

RESOLUTION AT ITEM NO. 6

The Companies Act, 1956, as amended by the Companies (Amendment) Act, 1999 has provided to every holder of securities of and every depositor with Companies an option to nominate a person to whom the rights of the holders of any securities of, or of the depositor with a Company shall vest in the event of the death of the holder of such securities or of the depositor.

Necessary amendments are proposed in the Articles to provide for the nomination facility to the holder of the securities of and the depositors with the Company.

None of the Directors of your Company is interested or concerned in this resolution.

RESOLUTION AT ITEM NO. 7

The existing Article 127 of the Articles of Association provides that in case any dividend remains unclaimed for more than one year after its declaration, it may be invested or otherwise utilised by the Board for the benefit of the Company until claimed and any such dividend till the claim thereto becomes barred by law, may be forfeited by the Board for the benefit of the Company.

Accordingly, it is proposed to delete the existing Article 127 and the new Article would provide for the Company to deal with the unclaimed or unpaid dividend as per the provisions of the Companies Act, 1956.

The resolution at Item No 7 is accordingly recommended for approval of the shareholders.

None of the Directors of your Company is interested or concerned in the said Resolution.

A copy of the Articles of Association of the Company along with the proposed changes is available for inspection by the members at the Registered Office of the Company on any working day during usual business hours and will also be available for inspection at the Meeting.

RESOLUTION AT ITEM NO. 8

At present, the Board of Directors of the Company has power to mortgage the property of the Company upto a sum of Rs. 10 Crores. The Company would be needing additional funds for its expansion plans. Hence the power to mortgage/hypothecate the property of the Company in relation to the amount to be borrowed from time to time requires to be increased to Rs. 40 Crores.

None of the Directors of your Company is interested or concerned in this Resolution.

RESOLUTION AT ITEM NO. 9

Pursuant to the provisions of clause (d) of sub-section (1) of Sec 293 of the Companies Act, 1956, the Board of Directors cannot borrow more than the aggregate amount of the paid up capital of the Company and its free reserves at any one time except with the consent of the shareholders of the Company in the General Meeting. At the Annual General Meeting of the Company held on 3rd March, 1987, consent of the members had been obtained for the Directors to borrow upto the maximum amount of Rs. 20 Crores. The Company would be needing substantial amount of funds for financing its capital expenditure in respect of the proposed new project in the absence of internal resources, the requirement has to be met by way of additional borrowings, in view of which the borrowing limit of the Company of Rs. 20 Crores approved by the shareholders is likely to be exceeded soon. Your Directors, therefore, place before you the proposal to increase the maximum borrowing limit upto Rs. 40 Crores.

None of the Directors of your Company is interested or concerned in this Resolution.

Registered Office :
Rasoi Court
20, Sir R. N. Mukherjee Road
Calcutta - 700 001
Date : 24th April, 2000

By Order of the Board

S. SUBRAMANIAN
Company Secretary

DIRECTORS' REPORT TO THE MEMBERS

The Directors have pleasure in presenting the Ninety-sixth Annual Report of the Company together with the Audited Accounts for the year ended 31st March, 2000

FINANCIAL RESULTS

	1999-2000 (Rs. Lacs)	1998-1999 (Rs. Lacs)
Sales and Other Income / Receipts	8779	12150
Profit before Interest, Depreciation & Taxation	334	276
Interest	(14)	(24)
Depreciation	(43)	(43)
Profit before Taxation	277	209
Excess /Short Provision for Taxation relating to earlier years	7	(8)
Provision for Taxation	(94)	(70)
Profit available for appropriation	190	131
Appropriations :-		
Dividend	45	45
Dividend Tax	5	4
Transfer to General Reserve	20	15
Balance carried to Balance Sheet	120	67
	190	131

DIVIDEND

An interim dividend of Rs. 2.50 per share amounting to Rs. 45 Lacs, was declared by the Board of Directors on 27th March, 2000

RESERVES AND SURPLUS

The Balance in Reserves and Surplus stands at Rs. 1168.94 Lacs (Previous Year Rs. 1028.95 Lacs) after the appropriation as mentioned above.

PERFORMANCE

During the year under review the management of your Company took several pro-active steps to enable your company to profitably compete with increasing imports by global companies.

Your Directors are pleased to inform you that in the year under review the company has achieved the highest production since its inception. You will observe that the production has increased from 27781 MT in the financial year 1998-99 to 29025 MT in the current financial year registering an increase

of 4.47%. But for the unhindered flow of cheaper vanaspati from Nepal under the Indo-Nepal Trade Treaty of December 1996, your company would have definitely achieved even higher turnover during the year under review.

Whilst your Company wishes to willingly participate in the process of ensuring India's economic success and defence preparedness, it is hoped that the policy makers in the centre will influence the Trade Treaty terms between India and Nepal so that the local industries can compete on an equal footing.

The Edible Oil Industry in the Eastern Region has revived due to import of raw material (RBD palmolein) from Malaysia. It has also enabled your company to stabilise its raw material sourcing at globally competitive prices.

Unfortunately with the increase in import duties from 16.5% to 27.5% on imported RBD Palmolein which amounts to an increase of approximately Rs. 2/- per kg, the differential between cheaper imports from Nepal and local production has further increased.

Your Directors have the pleasure in announcing that, to meet the challenge of imports as per the WTO norms, your company has embarked upon establishing a New Unit in the outskirts of Calcutta, for the manufacture of Vanaspati and Refined Oil.

By taking this action, your Company will successfully address the following issues which will ensure its profitability and continued success over the years :

- Increase production capacity of both Vanaspati & Refined Oils, thereby bringing better economies of-scale and product portfolio.
- Improve production process and reduce production cost, by installing modern technology in the new unit.
- Contribute positively to the environmental well-being of the society as a whole and specifically in the area of its operations.

In the area of sales and marketing, your company has started holding periodic conferences with its distributors and retailers in order to better understand the requirements of the customers and trade, which has in fact enabled your company to improve its profitability despite falling retail prices of vanaspati.

We are extremely grateful to the Government of West Bengal in extending its full co-operation and assistance in order to address our operational concerns in the globalised scenario.

We are confident that your company in the year to come will perform much better in all spheres of its operation.

DIRECTORS' REPORT

CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION

In accordance with the requirements 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 forming 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. 11.94 Lacs (Previous Year Rs. 20.66 Lacs) in foreign exchange during the year.

AUDITORS' REPORT

The observations made by the Auditors in their Report is self-explanatory and has also been further clarified in Schedule S to the Accounts.

CASH FLOW STATEMENT & DISCLOSURE OF STATUS ON Y2K

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.

Your Company entered the new millennium in a smooth manner, without facing any problem in respect of Y2K issue. Software and hardware susceptible to malfunction, were either suitably modified or replaced without incurring any major expenditure.

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, 2000 and accordingly Shri T. P. Acharyya, a qualified Cost Accountant of Calcutta, has been appointed the Cost Auditors.

PUBLIC DEPOSITS

Two Deposits from Public aggregating to Rs. 3,000/- due for repayment were unclaimed by the depositors as at 31.03.2000.

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 S. P. Bagaria, resigned as a Director of your Company with effect from 12th October, 1999. The Board accepted with regret the resignation of Shri S. P. Bagaria and placed on record its appreciation of the valuable services rendered by him during his tenure.

Shri Pramod Khaitan, resigned as a Director of your Company with effect from 12th October, 1999. The Board accepted with regret the resignation of Shri Pramod Khaitan and placed on record its appreciation of the valuable services rendered by him during his tenure.

In terms of the provisions of the Articles of Association, Shri A. C. Chakraborti and Prof M. M. Chakraborty would retire at the forthcoming Annual General Meeting and being eligible, offer themselves for re-appointment.

Shri Haigreave Khaitan, was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on January 21, 2000. Shri Haigreave Khaitan holds office upto the date of the ensuing Annual General Meeting. Notice has been received from a member pursuant to Sec 257 of the Companies Act, 1956, proposing the appointment of Mr Haigreave Khaitan, as a Director of the Company in the ensuing Annual General Meeting.

AUDITORS

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

LISTING ARRANGEMENTS

The Company's share are listed on the Calcutta, Mumbai and Delhi Stock Exchanges. The Annual Listing Fees in respect of all the exchanges have been paid upto date.

ACKNOWLEDGEMENTS

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

SUBSIDIARY COMPANIES

Alipore Consultants Ltd, which became a subsidiary of the Company in 1984 has been restructured in the year under review. As a consequence, the company's holding in Alipore Consultants Ltd has been reduced below 50%.

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

On behalf of the Board of Directors

Calcutta
the 24th day of April, 2000

SHASHI MODY
Vice-Chairperson



ANNEXURE TO DIRECTORS' REPORT

Particulars of Employees in terms of 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 31st March, 2000.

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	6,78,893	B. A. 10 Years	42	02.04.1990	—
2. Shri D. S. Jain	Managing Director	7,96,536	M.Com. 40 Years	59	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 Shri Raghu Mody.
 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. 50,000/- 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 31st March 2000.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS & OUTGO

	Current Year	Previous Year
Conservation of Energy & Technology Absorption		
(A) Power & Fuel Consumption		
1. Electricity		
(a) Purchased		
Unit ('000)	7,689	7,302
Total Amount (Rs./Lacs)	349.95	339.79
Rate/ Unit (Rs.)	4.55	4.65
(b) Own Generation		
Through Diesel Generator		
Unit ('000)	39	24
Units per Ltr. of Diesel oil	1.41	1.44
Cost / Unit (Rs.)	8.20	6.90
2. Coal		
Quantity (M/T)	10,595	9,929
Total Cost (Rs./Lacs)	188.55	174.36
Avg. Rate (Rs.)	1,780	1,756
3. Furnace Oil	Nil	Nil
4. Other/ Internal Generation	Nil	Nil
(B) Consumption per Unit of Production		
Electricity (in Units)	265	264
Furnace Oil (in Ltrs.)	Nil	Nil
Coal (in Kgs.)	365	357

Technology Absorption

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

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