

*A N N U A L  
R E P O R T  
2 0 0 4 - 2 0 0 5*



***Rasoi Limited***



## Annual Report 2004-2005

### BOARD OF DIRECTORS

RAGHU MODY  
SHASHI MODY  
KAPIL KAUL  
A C CHAKRABORTTI  
SUDHIR JALAN  
N G KHAITAN  
R S VAIDYANATHAN  
YOGENDRA GOENKA

**CHAIRMAN**  
**VICE-CHAIRPERSON**  
**DIRECTOR CORPORATE AFFAIRS**

**ADDITIONAL DIRECTOR**

### COMPANY SECRETARY

S SUBRAMANIAN

### AUDITORS

LODHA & COMPANY

### BANKERS

ALLAHABAD BANK  
ORIENTAL BANK OF COMMERCE

### SOLICITORS

KHAITAN & COMPANY

Report  junction.com

### REGISTERED OFFICE

RASOI COURT  
20, SIR R N MUKHERJEE ROAD  
KOLKATA-700 001  
PHONE : 033 2248 0114/5  
FAX-033 2248 1200  
e-mail : rasoiro@vsnl.net  
Website : www.therasoi group.com

### EQUITY SHARES LISTED ON

CALCUTTA AND MUMBAI STOCK EXCHANGE

### REGISTRAR & SHARE TRANSFER AGENT

C B Management Services(Pvt)Ltd  
P-22 Bondel Road,Kolkata - 700019.  
PHONE : 033 2248 6692/93/95/2486/2937  
FAX-033 2287 0263  
Email-cbmsl1@cal2.vsnl.net.in

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## NOTICE

**NOTICE** is hereby given that the One Hundred First Annual General Meeting of RASOI LIMITED will be held on Wednesday, the 21st day of September, 2005 at 4.00 p.m., at Kalakunj (Kalamandir Basement), 48 Shakespeare Sarani, Kolkata 700 017, to transact the following business.

1. To receive, consider and adopt the Audited Profit and Loss Account of the Company for the financial year ended 31st March 2005 and the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.
2. To declare a Dividend.
3. To appoint a Director in place of Shri A C Chakraborti, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri N G Khaitan, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Auditors and 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 Shri Yogendra Goenka, be and is hereby appointed as a Director of the Company, liable to retire by rotation".
7. To consider and, if thought fit, to pass, with or without modification, the following resolution as an ORDINARY RESOLUTION.  
**"RESOLVED** that pursuant to the provisions of Sections 198, 269, 309, 310 and 311 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof, for the time being in force) and subject to all such sanctions as may be found necessary the consent of the Company be and is hereby accorded to the appointment of Shri Yogendra Goenka as a Whole-time Director designated as Director Operations of the Company for a period of 3 (three) years effective from 27th day of May 2005 on the following terms and conditions:

#### REMUNERATION:

Salary - Rs 20,500/- per month with an annual increase, which may be decided by the Board of Directors from time to time within the limits, specified in Schedule XIII of the Companies Act, 1956.

#### PERQUISITES & AMENITIES:

- a) **MOTOR CAR:**  
 Provision of Motor Car with Driver for the Company's business.
- b) **COMMUNICATION FACILITIES**  
 Provision of telephone, telefax and other communication facilities at the residence.
- c) **PROVIDENT AND OTHER FUNDS:**  
 Company's contribution towards provident fund, pension fund/superannuation fund as per the rules of the company.
- d) **EX-GRATIA**  
 Ex-gratia equal to one month's salary.
- e) **GRATUITY**  
 15 days salary for every completed years of service subject to the limit as prescribed under Payment of Gratuity Act, 1972.
- f) **LEAVE ENCASHMENT**  
 Encashment of Leave accumulated as per the rules of the Company

#### 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.

#### 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.

#### MINIMUM REMUNERATION

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the term of the office of Shri Yogendra Goenka, the profits are inadequate, the Company will pay remuneration by way of salary, perquisites and allowances as specified above.



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"Resolved further that the Board be and is hereby authorized to alter and vary the terms and conditions of the said appointment and/or Agreement in such manner as may be agreed to between the Directors and Shri Goenka and to do all such acts, deeds, matters and things, as it may, at its absolute discretion, consider necessary, expedient or desirable, to give effect to the foregoing Resolution or otherwise considered by it to be in the interests of the Company."

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

"RESOLVED that pursuant to the provisions of Sections 198, 269, 309, 310 and 311 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof, for the time being in force) and subject to all such sanctions as may be found necessary the consent of the Company be and is hereby accorded to the re-appointment of Shri Kapil Kaul as a Whole-time Director designated as Director Corporate Affairs of the Company for a period of 3 (three) years effective from 1st September 2005 on the following terms and conditions:

### REMUNERATION:

Salary - Rs 25,500/- per month with an annual increase, which may be decided by the Board of Directors from time to time within the limits, specified in Schedule XIII of the Companies Act, 1956.

### PERQUISITES & AMENITIES:

#### a) ACCOMMODATION:

Free furnished accommodation and reimbursement of expenses pertaining to Gas, Electricity, Water, other utilities, upkeep and maintenance etc.

#### b) MOTOR CAR:

Provision of Motor Car with Driver for the Company's business.

#### c) COMMUNICATION FACILITIES

Provision of telephone, telefax and other communication facilities at the residence.

#### d) PROVIDENT AND OTHER FUNDS:

Company's contribution towards provident fund, pension fund/superannuation fund as per the rules of the company.

#### e) EX-GRATIA

Ex-gratia equal to one month's salary.

#### f) GRATUITY

15 days salary for every completed years of service subject to the limit as prescribed under Payment of Gratuity Act, 1972.

#### g) LEAVE ENCASHMENT

Encashment of Leave accumulated as per the rules of the Company

### 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.

### 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.

### MINIMUM REMUNERATION

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the term of the office of Shri Kapil Kaul, the profits are inadequate; the Company will pay remuneration by way of salary, perquisites and allowances as specified above.

"Resolved further that the Board be and is hereby authorized to alter and vary the terms and conditions of the said appointment and/or Agreement in such manner as may be agreed to between the Directors and Shri Kaul and to do all such acts, deeds, matters and things, as it may, at its absolute discretion, consider necessary, expedient or desirable, to give effect to the foregoing Resolution or otherwise considered by it to be in the interests of the Company."

**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 10th September, 2005 to 21st September, 2005 (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 are requested to write to the Company at an early date so as to enable the Management to keep the information ready.
6. Members are requested to notify immediately any change of address to their Depository Participants (DPs) in respect of their holding in electronic form and to C B Management Services Pvt Ltd, P-22 Bondel Road, Kolkata 700019 in respect of their physical share folios, if any.
7. Members are requested to produce the enclosed attendance slip duly signed as per the specimen signature recorded with the Company for admission to the meeting hall.
8. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
9. Members holding shares in electronic form may kindly note that their Bank details as furnished by the respective Depositories to the Company will be printed on their dividend warrants as per the applicable regulations of the Depositories, and that the Company will not entertain any direct request from such members for deletion or/change in such Bank details. Further, instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to dividend paid on shares in electronic form. Members may, therefore, give instructions regarding Bank accounts in which they wish to receive dividend, directly to their Depository Participants.
10. Pursuant to the provisions of Section 205A(5) of the Companies Act, 1956 dividends which remain Unpaid/Unclaimed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company shall be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. Shareholders who have not encashed the dividend warrant(s) so far for the financial year ended March 31, 1999 or any subsequent financial years are requested to make their claim to C B Management Services Pvt Ltd. Shareholders are requested to note that no claims shall lie against the said Fund or the Company in respect of any amounts transferred to IEPF.

**Registered Office :**

Rasoi Court  
 20 Sir R N Mukherjee Road  
 KOLKATA 700 001  
 Date : 27th May 2005

By Order of the Board

S SUBRAMANIAN  
 Company Secretary



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### EXPLANATORY STATEMENT UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956

#### Item 6 and 7.

At their meeting held on 27th May 2005, your Board appointed Shri Yogendra Goenka as an Additional Director in terms of the provisions of the Companies Act, 1956 and Article 83 of the Articles of Association of the Company. Before joining the Board Shri Yogendra Goenka, was the Vice President of the Company in-charge of the factory.

As per the provisions of Sec 260 of the Companies Act, 1956 and as per the Articles of Association of the Company Shri Yogendra Goenka will be holding office as Director only up to the date of this meeting. His candidature for Directorship of the Company has been proposed by a shareholder pursuant to Sec 257 of the Companies Act, 1956 along with a deposit of Rs 500/-. The Board considers that the Company will benefit from the association of Shri Yogendra Goenka and recommends the resolution for your approval.

Shri Yogendra Goenka was also appointed as a Whole time Director of the Company for a period of three years with effect from 27th May, 2005, on the terms and conditions detailed in the resolution at Item No 7.

None of the Directors of the Company are concerned or interested in this resolution. Shri Yogendra Goenka may, however, be deemed to be concerned or interested in this resolution and his appointment.

This should be considered as an abstract of the terms of the contract for the appointment of Shri Yogendra Goenka as Wholetime 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 Sec 302 of the Companies Act, 1956.

#### Item 8

Shri Kapil Kaul was appointed as a Whole time Director for a period of 5 years with effect from 1st September 2000 at the Annual General Meeting held on 21st September, 2001. The term of Shri Kapil Kaul as Whole time Director expires on 31st August 2005.

The Board of Directors of your Company at its meeting held on 27th May 2005, has re-appointed Shri Kapil Kaul as Whole time Director, designated as Director Corporate Affairs subject to the approval of the Members of the Company for a period of 3 years from 1st August 2005 on the terms and conditions detailed in the resolution at Item No 8.

None of the Directors of the Company are concerned or interested in this resolution. Shri Kapil Kaul may, however, be deemed to be concerned or interested in this resolution and his re-appointment.

This should be considered as an abstract of the terms of the contract for the re-appointment of Shri Kapil Kaul as Wholetime 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 Sec 302 of the Companies Act, 1956.

#### Registered Office :

Rasoi Court  
20 Sir R N Mukherjee Road  
KOLKATA 700 001  
Date : 27th May 2005

By Order of the Board

S SUBRAMANIAN  
Company Secretary




**Rasei Limited**

## DIRECTORS' REPORT TO THE MEMBERS

Your Directors have pleasure in presenting their 101st Annual Report and Audited Accounts for the year ended 31st March 2005.

### FINANCIAL HIGHLIGHTS:

|   | (Rs in Lacs.)    |                  |
|---|------------------|------------------|
|   | 31st March, 2005 | 31st March, 2004 |
| Production (in Mt)                              | 30542            | 37038            |
| Sales and Other Income/Receipts                 | 14574            | 16256            |
| Profit before Interest                          |                  |                  |
| Depreciation & Taxation                         | 665              | 716              |
| Interest  | (120)            | (115)            |
| Depreciation                                    | (174)            | (144)            |
| Profit before Taxation                          | 371              | 457              |
| Provision for Taxation                          | 27               | 34               |
| Provision for Deferred Tax                      | 44               | 91               |
| Profit after Tax                                | 300              | 332              |
| Add : Balance Brought Forward from Last Account | 460              | 199              |
| Profit Available for Appropriation              | 760              | 531              |
| <b>APPROPRIATIONS</b>                           |                  |                  |
| Proposed Dividend                               | 36               | 36               |
| Dividend Tax                                    | 5                | 4                |
| Transfer to General Reserve                     | 10               | 30               |
| Balance carried to Balance Sheet                | 689              | 461              |
|   | 760              | 531              |

### DIVIDEND

The Directors are happy to recommend a dividend of Rs 2/- being 20% of the paid-up equity capital of the Company, out of the profits for the year (Previous year – 20%).

### RESERVES AND SURPLUS

The Balance in Reserves and Surplus stands at Rs.1571.65 Lacs (Previous Year Rs 1313.05 Lacs) after the appropriation as mentioned above.

### OPERATIONS

During the year under review your company recorded a total production of 30542 MT as compared to 37038 MT recording a decrease of 17.50 %. The turnover also decreased by 12.58 % from Rs 157.44 Crores to Rs137.64 Crores.

The Vanaspati Industry in Eastern India has been going through a very difficult phase during the past couple of years due to the dumping of Nepalese Vanaspati. Now Vanaspati, Refined Oils are also being dumped from Sri Lanka and Bangladesh respectively as a result it is becoming very difficult for the indigenous manufacturer to compete with them. This matter has been taken up with both the State and Central Government through Associations and at personal meetings at various levels – Your Company is hopeful of some favourable response.

The Government of West Bengal, in order to help the Vanaspati Industry has levied Value Added Tax (VAT) @ 12.75% on Vanaspati imported from outside India as compared to 4% on indigenous Vanaspati. Your Company is grateful for the kind help of the Government.

The Rice Bran Oil launched by your company under the brand name of "RASOI", has been well received by the consumers. Your Directors have the pleasure in announcing that, to meet the increasing demand of Rice Bran Oil, your company has put up a separate Rice Bran Oil Plant. The plant has commenced production in the month of March 2005.

The recent budget has deleted the levy of Excise Duty @ Rs 1.25/- per kg on Vanaspati and @ Rs 1/- per kg on Refined Oils in order to provide some relief to the common man.

Your Company has commenced trading in Salt, Sauces, Pickles, Honey etc. under its brand name in a selective manner. The consumer response to these new products has been encouraging. Your company is confident that in this day and age of mass consumerism – Brand Equity is the key to success in the market place.

### CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION

Information pursuant to Section 217(1)(e) of the Companies Act, 1956, is annexed hereto forming part of this report.

### FOREIGN EXCHANGE EARNINGS & OUTGO

During the year your Company earned foreign exchange amounting to Rs Nil (Previous Year Rs 17.69 Lacs) on account of Recovery of Insurance. Your Company also incurred an expenditure of Rs 324.07 Lacs (Previous Year Rs 2.13 Lacs) in foreign exchange during the year.

### SECRETARIAL COMPLIANCE CERTIFICATE

As required under Section 383A of the Companies Act, 1956, Secretarial Compliance Report for the financial year 2004-2005 is annexed forming part of this Report.

### PUBLIC DEPOSITS

The Company has not accepted any deposit during the year under review.

### PERSONNEL

During the year, there were no employees in respect of whom information as per Sec 217 (2A) of the Companies Act, 1956 is required to be annexed with this report.

### DIRECTORS

The Board records its appreciation for the valuable services rendered by Shri Manish Lohia, who resigned as Director of the Company owing to personal reasons.

The Board is pleased to appoint Shri Yogendra Goenka as an Additional Director of the Company with effect from 27th May 2005 and also as a Whole time Director. As an Additional Director under Article 83 of the Articles of Association of the Company, Shri Yogendra Goenka will hold office up to the date of the Annual General Meeting. Notice has been received from a member pursuant to Sec 257 of the Companies Act, 1956, proposing the appointment of Shri Yogendra Goenka, as a Director of the Company in the ensuing Annual General Meeting. The terms and conditions, on which Shri Yogendra Goenka has been appointed, are given in the Notice convening the Annual General Meeting of the Company.

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



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Shri Kapil Kaul's tenure of appointment as Director Corporate Affairs expires on 31st August, 2005 and it is proposed to re-appoint him in his existing capacity as Director Corporate Affairs on the terms and conditions as set out in the Notice of the Annual General Meeting.

### AUDITORS' REPORT

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

### DIRECTORS RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 217(2AA) of the Companies Act, 1956, your Directors state:

- i) That in the preparation of the annual accounts, the applicable accounting standards have been followed and wherever required, proper explanations relating to material departures have been given;
- ii) That they 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 they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for

safeguarding the assets of your Company and for preventing and detecting fraud and other irregularities;

- iv) That they have prepared the annual accounts on a going concern basis.

### AUDITORS

Ms Lodha & Co., retire as auditors of the Company and, being eligible, offer themselves for reappointment.

### LISTING ARRANGEMENTS

The Company's shares are listed on the Calcutta and Mumbai Stock Exchanges. The Annual Listing Fees in respect of all the exchanges have been paid up to date. The Company's shares have been delisted from the Delhi Stock Exchange since July 10, 2004.

### ACKNOWLEDGEMENTS

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

On behalf of the Board of Directors

Kolkata  
the 27th day of May, 2005

**RAGHU MODY**  
**CHAIRMAN**

### 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, 2005

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

##### Conservation of Energy & Technology Absorption

##### (A) Power & Fuel Consumption

|   | Current Year | Previous Year |
|---|--------------|---------------|
| <b>1 Electricity</b>                          |              |               |
| (a) Purchased                                 |              |               |
| Unit('000)                                    | 5,347        | 6,548         |
| Total Amount (Rs./Lacs)                       | 205.48       | 269.65        |
| Rate/Unit (Rs.)                               |              |               |
| (b) Own generation                            |              |               |
| Through Diesel Generator                      |              |               |
| Unit('000)                                    | 57           | 47            |
| Units per Ltr. Of Diesel Oil                  | 2.70         | 2.32          |
| Cost/ Unit (Rs.)                              | 8.94         | 9.22          |
| <b>2 Coal</b>                                 |              |               |
| Quantity (M/T)                                | 7,746        | 8,765         |
| Total Cost (Rs./Lacs)                         | 183.83       | 196.85        |
| Avg. Rate (Rs.)                               | 2,373        | 2,246         |
| <b>3 Furnace Oil</b>                          | Nil          | Nil           |
| <b>4 Other / Internal Generation</b>          | Nil          | Nil           |
| <b>(B) Consumption per Unit of Production</b> |              |               |
| Electricity (in Units)                        | 177          | 178           |
| Furnace Oil (in Ltrs)                         | Nil          | Nil           |
| Coal (in Kgs.)                                | 254          | 237           |

##### 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.




**Rasoi Limited**
**SECRETARIAL COMPLIANCE CERTIFICATE**

To  
The Members  
M/s. Rasoi Ltd  
20, Sir R N Mukherjee Road  
Kolkata 700001

Authorised Capital Rs.4.00 Crores  
Paid Up Capital Rs.1.80 Crores  
Registration No.21-01594

This is to hereby certify that the Company has maintained books, records and registers as required to be maintained under the Companies Act, 1956, (the Act) and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31<sup>st</sup> March, 2005.

1. The Company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions of the Act and the rules made there under and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made there under.
3. The Company, being a Public Limited Company, has the minimum prescribed paid up capital.
4. The Board of Directors duly met 5 (five) times respectively on 08.05.04, 29.07.04, 29.10.04, 08.12.2004 and 28.01.05 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed including the circular resolutions passed in the Minutes Book maintained for the purpose.
5. The Company has closed its Register of Members from 21.09.04 to 29.09.04 during the financial year and duly complied with the provisions of the Act.
6. The Annual General Meeting for the financial year ended on 31st March, 2004 was held on 29th September, 2004 after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. No extra Ordinary Meeting(s) was/were held during the financial year.
8. The Company has not advanced any loans to its directors or persons or firms or companies referred to under Section 295 of the Act.
9. The Company has not entered into contracts falling within the purview of Section 297 of the Act.
10. The Company has made necessary entries in the register maintained under section 301 of the Act.
11. As there were no instances falling within the purview of Section 314 of the Act, the Company has not obtained any approvals from the Board of Directors, Members or Central Government, as the case may be.
12. The Company has issued duplicate certificates during the financial year and duly complied with the provisions of the Act.
13. The Company has -
  - (i) Delivered all Certificates on allotment of securities and on lodgement thereof for transfer/transmission or any other purpose in accordance with the provisions of the Act.
  - (ii) Deposited the amount of Dividend in a separate Bank Account on 03.10.04 which is within five days from the date of declaration of such dividend.
  - (iii) Posted warrants for dividend to all the members within a period of 30 days from the date of declaration and that all unclaimed/unpaid dividend has been transferred to Unpaid Dividend Account of the Company with HDFC Bank on 04.11.04.
  - (iv) Pursuant to the provisions of Sec 205A of the Companies Act, 1956, as amended, unclaimed dividend for the financial year ended 31st March 1997, which remained unclaimed or unpaid for a period of seven years, have been transferred to the Investor Education & Protection Fund (IEPF) during the year.
  - (v) Duly complied with the requirements of section 217 of the Act.
14. The Board of Directors of the Company is duly constituted and the appointment of additional Directors, alternate Directors and Directors to fill casual vacancy during the financial year have been duly made.
15. The Company has not appointed any Managing Director/ Whole-time Director/Manager during the financial year.
16. The Company has not appointed any sole selling agents during the financial year.
17. The Company has applied on 7th April, 2005 to the Company Law Board u/s 141 for extension of time for filing of charge dated 9th December, 2004.
18. The Directors have disclosed their interest in other firms/ companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
19. The Company has not issued any shares, debentures or other securities during the financial year.
20. The Company has not bought back any shares during the financial year.
21. There was no redemption of preference shares or debentures during the financial year.
22. There were no transactions necessitating the company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. The Company has not invited/accepted any deposits including any unsecured loan falling within the purview of section 58A during the financial year.
24. The amount borrowed by the Company from Financial Institutions, Banks and others during the financial year are within the borrowing limits of the Company and that the necessary resolutions as per Section 293(1)(d) of the Act have been passed in the duly convened General Meeting of the Company.
25. The Company has made loans and investments, or given guarantees or provided securities to other bodies corporate in compliance with the provisions of the Act and has made



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- necessary entries in the register kept for the purpose during the financial year.
26. The Company has not altered the provisions of the memorandum with respect to situation of the Company's registered office from one state to another during the year under scrutiny.
  27. The Company has not altered the provisions of the memorandum with respect to the objects of the Company during the year.
  28. The Company has not altered the provisions of the memorandum with respect to name of the Company during the year under scrutiny.
  29. The Company has not altered the provisions of the memorandum with respect to share capital of the Company during the year under scrutiny.
  30. The Company has not altered its articles of association during the financial year.
  31. There was no notice received by the Company, during the financial year, under section 234 of the Act.
  32. The Company has not received any money as security from its employees during the financial year.
  33. The Company has deposited both employer's and employee's contribution towards Provident Fund with prescribed authorities during the financial year pursuant to Section 418 of the Act.

Place : Kolkata  
Date : the 27th day of May, 2005

For Rasoi Limited  
S Subramanian  
Company Secretary  
ACS 9620

### Annexure 'A'

Registers as maintained by the Company

1. Register of Members u/s 150
2. Index of Members u/s 151.
3. Register of Transfers
4. Register & Return u/s 163
5. Books of Accounts u/s 210.
6. Register of Directors, Managing Director & Secretary u/s 303.
7. Register of Director Shareholding u/s 307.
8. Register of Directors' Attendance
9. Minute Book of Directors & Members u/s 193.
10. Register of Contracts u/s 301.
11. Register of Loans & Investments u/s 372A.

### Annexure 'B'

Forms and Returns as filed by the Company with Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ended 31st March 2005.

| Sl | Form No/<br>Return        | Filed<br>u/s | For  | Filed within<br>due date | Additional Filing<br>Fees Paid |
|----|---------------------------|--------------|--|--------------------------|--------------------------------|
| 1. | Form No 8/13              | 125/135      | Creation/Modification of Charges on 30.08.2004<br>filed on 06.09.2004                    | YES                      | NO                             |
| 2. | Compliance<br>Certificate | 383A         | The Financial Year ended 31st March 2004, AGM held<br>on 29.09.2004 filed on 07.10.2004  | YES                      | NO                             |
| 3. | Balance Sheet             | 220          | The Financial Year ended 31st March 2004, AGM held<br>on 29.09.2004 filed on 07.10.2004  | YES                      | NO                             |
| 4. | Form 32                   | 303(2)       | Change in Director on 29.09.2004 filed on 14.10.2004.                                    | YES                      | NO                             |
| 5. | Annual Return             | 161          | The Financial Year ended 31st March 2004, AGM held<br>on 29.09.2004, filed on 18.11.2004 | YES                      | NO                             |
| 6. | Form No 8/13              | 125/135      | Creation/Modification of Charges on 30.09.2004 filed<br>on 01.11.2004                    | YES                      | NO                             |
| 7. | Form No 8/13              | 125/135      | Creation/Modification of Charges on 10.11.2004 filed<br>on 06.12.2004                    | YES                      | NO                             |
| 8. | Form No 17/13             | 135/138      | Satisfaction of Charges on 19.11.2004 filed<br>on 02.12.2004                             | YES                      | NO                             |