

Annual Report 2009-2010

BOARD OF DIRECTORS

RAGHU MODY

CHAIRMAN

SHASHI MODY

VICE-CHAIRPERSON

KAPIL KAUL

A C CHAKRABORTTI

N G KHAITAN

R S VAIDYANATHAN HARISH PAREKH VIJAI SINGH

COMPANY SECRETARY & VICE PRESIDENT

PARTHA CHAKRAVERTI

AUDITORS

LODHA & COMPANY

BANKERS

ALLAHABAD BANK ORIENTAL BANK OF COMMERCE

REGISTERED OFFICE:

RASOI COURT

20, SIR R.N. MUKHERJEE ROAD

KOLKATA-700 001

PHONE: 033-2248-0114/5 FAX: 033-2248-1200

e-mail: secdept@rasoigroup.in Website: www.rasoigroup.in

WORKS:

Post: Banganagar

P.S.: Falta Dist.: 24 Pgs (S) Pin: 743513 West Bengal

EQUITY SHARES LISTED ON

BOMBAY AND CALCUTTA STOCK EXCHANGE

REGISTRAR & SHARE TRANSFER AGENT

C B MANAGEMENT SERVICES (PVT) LTD. P-22 BONDEL ROAD, KOLKATA-700 019

PHONE: 033 40116700/11/18

FAX: 033-228-0263 e-mail:rta@cbmsl.com

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Cash Flow Statement

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NOTICE

NOTICE is hereby given that 106th Annual General Meeting of RASOI LIMITED will be held on Thursday, the 9th day of September, 2010 at 4 P.M., at Kalakunj (Kalamandir Basement), 48, Shakespeare Sarani, Kolkata 700 017 to transact the following business:

ORDINARY BUSINESS

- 1. To receive, consider and adopt the Audited Profit and Loss Account of the Company for the financial year ended 31st March, 2010 and the Balance Sheet as at that date together with the Reports of the Directors and Auditors thereon.
- 2. To appoint a Director in place of Shri N.G. Khaitan, who retires by rotation and being eligible, offers himself for re-appointment.
- 3. To appoint a Director in place of Shri R.S. Vaidyanathan who retires by rotation and being eligible, offers himself for re-appointment.
- 4. To declare a Dividend.
- 5. To appoint Auditors and fix their remuneration.

SPECIAL BUSINESS

- 6. To consider and, if though fit to pass, with or without modification(s), the following resolution as an Ordinary Resolution: "RESOLVED THAT Shri Harish Parekh, be and is hereby appointed as a Director, liable to retire by rotation."
- 7. To consider and, if though fit to pass, with or without modification(s), the following resolution as an Ordinary Resolution: "RESOLVED THAT Shri Vijai Singh, be and is hereby appointed as a Director, liable to retire by rotation."

Registered Office: By Order of the Board

'Rasoi Court' 20,Sir R N Mukherjee Road Kolkata 700 001 Dated:the 19th day of May,2010 PARTHA CHAKRAVERTI
Company Secretary
&
Vice President

Notes:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING 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. Members are requested to bring their copies of the Annual Report, as copies of the Report will not be distributed at the Meeting.
- 3. The Register of Members and Share Transfer Books of the Company will be closed from Thursday the 2nd September, 2010 to Thursday the 9th September, 2010 (both days inclusive) in connection with the Annual General Meeting.
- 4. Members seeking any information with regard to the accounts of the Company are requested to write to the Company so as to reach at its registered office at least 10 days before the date of meeting to enable the Management to keep the information ready.

Rasol

Annual Report 2009-2010

- 5. The relevant documents are available for inspection by the Members of the Company at the Registered Office from 10.30 a.m. to 12.30 p.m. on any working day, except Saturdays upto the date of the Annual General Meeting.
- 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 CB Management Services Pvt. Ltd., P-22, Bondel Road, Kolkata 700 019 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 dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
- 9. Pursuant to 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 **Investors 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, 2004 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.
- 10. Explanatory Statement pursuant to section 173(2) of the Companies Act, 1956 relating to the Special Business to be transacted at the Meeting is annexed hereto.

EXPLANATORY STATEMENT

<u>ITEM NOS. 6 & 7</u>

PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

The Board of Directors of the company has appointed Shri Harish Parekh and Shri Vijai Singh as Additional Directors in the Board of the company in the Board Meeting held on 11th December, 2009 under section 260 of the Companies Act, 1956 read in conjunction with Article 83 of the Articles of Association of the company. They hold office till the date of the ensuing Annual General Meeting and are eligible for appointment. The company has received notice in writing along with the requisite deposit from member pursuant to section 257 of the Companies Act, 1956 proposing the candidature of Shri Harish Parekh and Shri Vijai Singh for the office of Director.

Both Shri Parekh and Shri Singh posses varied experience in the finance and administrative fields and the Board felt that their induction will be immensely beneficial for the future of the company.

Shri Parekh and Shri Vijai Singh apart, none of the Directors is concerned or interested in the said resolution.

The Board commends the resolution for approval.

None of the Directors is, in any way, concerned or interested in the said resolution except to the extent of the respective shareholding in the Company.

Registered Office: By Order of the Board

'Rasoi Court' 20,Sir R N Mukherjee Road Kolkata 700 001 Dated:the 19th day of May, 2010 PARTHA CHAKRAVERTI
Company Secretary
&
Vice President



Resol Limited

| Particulars o | Particulars of the Directors to be appointed/re-appointed at the ensuing Annual General Meeting pursuant to revised Clause 49 of the Listing Agreement | cointed at the ensuing Annual Gene | ral Meeting pursuant to revised Clar | use 49 of the Listing Agreement |
|---|---|---|--|--------------------------------------|
| Name of Director | Shri N. G. Khaitan | Shri R. S. Vaidyanathan | Shri Harish Parekh | Shri Vijai Singh |
| Date of Birth | 21.05.1951 | 27.12.1934 | 13.03.1939 | 10.03.1939 |
| Date of Appointment | 27.11.2002 | 28.10.2003 | 11.12.2009 | 11.12.2009 |
| Qualification | - Graduate in Commerce - Attorney at Law | - Graduate in Oil Technology - Chartered Chemist - Associate Member of Institute of Chemical Engineers | -Graduate in Commerce | - Graduate in Arts |
| Nature of expertise in specific functional areas | A noted Solicitor and Advocate having more than 3 decades of experience. | Wide experience as an oil technologist | Wide and varied experience in accounts discipline. | Experience in general administration |
| Directorship held in other Companies Companies | - Chase Bright Steel Ltd Gobind Suger Mills Ltd HSIL Ltd. (Formerly Hindustan Sanitary ware & Industries Ltd.) - JK Lakshmi Cement Ltd Mangalam Cement Ltd Naga Dhunseri Group Ltd Naga Dhunseri Group Ltd Reliance Chemotex Industries LTd Reliance Chemotex Industries LTd Rowdon Business Pvt. Ltd CD Equifinance Pvt. Ltd Ushodaya Marketing Pvt. Ltd. | NL | - The Methoni Tea Co. Ltd Gujarat Tea Processor & Packers Ltd Rossel Tea Ltd Trans Global Logistics (India) Ltd Diana Tea Co. Ltd Williamson Magor & Co. Ltd Williamson Magor & Co. Ltd Gillanders Arbuthnot & Co. Ltd Peria Karamalai Tea & Produce Co. LTd Quality Tea Plantations Pvt. Ltd. | Blacker & Co. Pvt. Ltd. |
| Committees of other committees of other companies in which the Director is a Member/ Chairman | Audit Committee - Mangalam Timber Products Ltd. Member - JK Lakshmi Cement Ltd JK Lakshmi Cement Ltd HSIL Ltd Reliance Chemotes Industries Ltd Mangalam Cement Ltd. Share Transfer Committee - Mangalam Timber Products Ltd. Shareholder/Investor Grievance Committee - JK Lakshmi Cement Ltd JK Lakshmi Cement Ltd HSIL Ltd Gobind Suger Mills Ltd Gobind Suger Mills Ltd Gobind Suger Mills Ltd HSIL Ltd HSIL Ltd. | | Shareholder Grievance & Share Transfer Committee - Rossel Tea Ltd. Remuneration Committee - Peria Karamalai Tea & Produce Co. Ltd. Member Audit Committee - Rossel Tea Ltd Diana Tea Co. Ltd Williamson Magor & Co. Ltd Williamson Magor & Co. Ltd Peria Karamalai Tea & Produce Co. Ltd Peria Karamalai Tea & Produce Co. Ltd Peria Karamalai Tea & Produce Co. Ltd Diana Tea Co. Ltd Cillander Arbuthnot & Co. Ltd Co. Ltd. | |
| No. of shares held in the Co. | NIL | 10 | NIL | ΞZ |
| | | | | |



Annual Report 2009-2010

REPORT OF THE BOARD OF DIRECTORS

Your Directors present the 106th Annual Report for the financial year 2009-2010.

FINANCIAL HIGHLIGHTS:

(Rs. in Lacs)

| | 31 st March, | 31st March, |
|------------------------------------|-------------------------|-------------|
| | 2010 | 2009 |
| | | |
| Production (in Mt) | 15559 | 27728 |
| Sales and Other Income/Receipts | 10533 | 16027 |
| Profit/(Loss) before Interest | | - |
| Depreciation & Taxation | 1616 | (689) |
| Interest | (90) | (221) |
| Depreciation | (198) | (199) |
| Profit before Taxation | 1328 | (1109) |
| Provision for Taxation | (562) | - |
| Provision for Deferred Tax | (580) | 446 |
| Fringe Benefit Tax | - | (2) |
| Profit after Tax | 186 | (665) |
| Add: Balance Brought Forward | | |
| From Last Account | 195 | 860 |
| Profit available for Appropriation | 381 | 195 |
| Proposed Dividend | 19 | - |
| Dividend Tax | 3 | - |
| Transfer to General Reserve | 9 | - |
| Balance carried to Balance Sheet | 350 | 195 |
| | 381 | 195 |

DIVIDEND

The Directors are happy to recommend a dividend of Re. 1 being 10% of the paid-up equity share capital of the company, out of the profits of the year (previous - nil)

RESERVE AND SURPLUS

The balance in Reserves and Surplus stands at Rs. 9483 Lacs (Previous Year Rs. 1611 Lacs).

OPERATIONS - CHALLENGES, OUTLOOK & EXPANSION

This year was marked by extreme volatility, with the prices of Crude Plam Oil rising and falling very sharply on a daily basis. However, the price of Crude Palm Oli was substantially lower than in the previous financial year. As a result, there was a value drop in the group's Sales and other income/receipts by 34%.

Your Company having suffered serious financial reversals for the first time in its history last year, it had to tread very cautiously in this continuing highly volatile environment. The company had to restrict the quantity of Crude Palm Oil it imported at any given shipment since there was an inherent risk in losing money for no fault of the management. As a result the Production Volumes also dropped by 44% in this Financial Year. Coupled with this in recent months the market has been flooded with cheap imitation Vanaspati, this has made it virtually impossible to sell genuine Vanaspati because the trade is readily selling products that are much cheaper than our Vanaspati.

Despite this, your company has been selling its Vanaspati to its traditional loyal customers, and has launched a new brand Rasoi Gold that is made specifically to cater to the needs of some institutional consumers. It has been well accepted by the consumer and the trade.

While all food products in India have witnessed a sharp increase in the prices to the consumer, edible oils has been the sole item that has not witnessed a substantial increase in the consumer price of the commodity. The country has witnessed a surge in imports of Palm Oil and many variants of Palm Oil have virtually flooded the market, which have kept the price of edible oils not only down but in fact not remunerative. There has been huge disparity between the surge in the prices in Indonesia and Malaysia and uncharacteristically a fall in the prices of the refined vegetable oils at the retail level.

As a result, your company has been disadvantaged and hemmed in by these facts, which are beyond its control, and has suffered an operational loss. Even though this loss is lower than the previous year none the less, it is a cause for concern, and the management is taking steps to mitigate these losses in future, and to bring the company back to operational profits.

Despite new competitors, having come into the Eastern Zone markets, the demand for Rasoi branded edible oils and Vanaspati still has a loyal customer base. Your company is proactively exploring ways and means of hedging the inherent risk in the commodity markets and regaining its volumes, which it has lost because of the conditions as mentioned earlier in the report.



Reset Limited

There is still a huge latent demand for Rasoi branded edible oils and Vanaspati and the company's management is taking effective steps to exploit the brand's potential to the fullest.

Your company is fortunate to have built over that past many decades a Sales and Distribution system, which has been loyal to the brand and your company, would like to thank its distributors and dealers of the support and confidence in Rasoi as a brand and company. Rasoi has passed through difficult times in the past as well, and has weathered many a strom, and while other traditional competitors have had to exit, the business Rasoi has always found the means and resources to continue its operations, and to give good and consistent returns to its valued shareholders.

We wish to thank our shareholders for their unstinting support and understanding.

Disposal of New Alipore property

In order to have adequate resources for improving the operations of the company by converting idle assets into liquid assets, the company disposed off its New Alipore property during the year under report at a consideration of Rs. 8500 Lakhs. The company hopes to get better results in future due to strategic deployment of funds received from the aforesaid sale.

SECRETARIAL COMPLIANCE CERTIFICATE

As required under section 383A of the Companies Act,1956, Secretarial Compliance Certificate for the financial year 2009-2010 is annexed forming part of the report.

DIRECTORS

In terms of section 256 of the Companies Act, 1956 Shri N.G. Khaitan and Shri R.S. Vaidyanathan retire at the forthcoming Annual General Meeting and being eligible, offer themselves for re-appointment.

Shri Harish Parekh and Shri Vijai Singh were appointed as Additional Directors in the Board of the company in the Board Meeting held on 11th December 2009 in terms of section 260 of the Companies Act, 1956 read in conjunction with Article 83 of the Articles of Association of the company.

As per *proviso* to section 260 of the Act, additional directors shall hold office upto the date of the ensuing annual general meeting of the company.

Notice has been duly received under section 257 of the Companies Act along with the requisite deposit proposing candidature of Mr. Parekh and Mr. Singh for the office of Director.

AUDITORS

At the 105th Annual General Meeting held on 15th September 2009, M/s Lodha & Co. was reappointed as auditors of your company until the conclusion of the 106th Annual General Meeting. The said M/s Lodha & Co. retires at this Annual General Meeting and being eligible offer themselves for reappointment.

COST AUDIT

Pursuant to the provisions of section 233B of the Companies Act, 1956, the Central Government had directed your company to conduct cost audit relating to Vanaspati. The company has submitted the Cost Audit report duly audited by the Cost Auditor of the Company to the Central Government upto the year 2008-2009.

REQUIREMENTS UNDER SECTION 217 OF THE COMPANIES ACT.1956

A. SECTION (2A) - PARTICULARS OF EMPLOYEES

None of employees are covered by the provisions of section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules 1975, as amended.

B. <u>SUB-SECTION(1)(e)</u> – <u>CONSERVATION OF ENERGY</u>, <u>TECHNOLOGY ABSORPTION, FOREIGN</u> <u>EXCHANGE EARNINGS AND OUTGO</u>

Particulars in respect of conservation of energy, technology absorption, foreign exchange earnings and outgo, as required under section 217(1)(e) of the Companies Act, 1956 read with Rule 2 of the Companies (Disclosure of Particulars in the report of the Board of Directors) Rules, 1988 are annexed to this report.

C. <u>SECTION (2AA)</u> – DIRECTORS RESPONSIBILITY STATEMENT

As stipulated in section 217(2AA) of the Companies Act, 1956 your Directors confirm having:



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- (I) followed in the preparation of the annual accounts, the applicable accounting standards with proper explanation relating to material departures, if any.
- (II) 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 your company at the end of the financial year and of the profit/loss for that period.
- (III) 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 and
- (IV) prepared the Annual Accounts of your company on a going concern basis.

CORPORATE RESPONSIBILITY STATEMENT

Being a part and parcel of the society, your company has always been live and responsive to the needs and requirements of the society and is fully aware of its responsibilities towards the society. From time to time, your company has donated to different charitable institution for the sole purpose and objective of helping out the poor and the needy and will keep on discharging its responsibilities in the years to come.

CORPORATE GOVERNANCE

Corporate Governance and Management Discussion & Analysis is attached and forms a part of this report.

LISTING ARRANGEMENTS

Your company's shares are listed on Calcutta and Bombay Stock Exchanges. The Annual listing fees in respect of all the exchanges have been paid up to date.

ACKNOWLEDGEMENTS

Your Directors gratefully acknowledge the support & cooperation from its dealers, distributors, employees, shareholders and bankers and look forward to their continued support.

On behalf of the Board of Directors

Kolkata the 19th day of May, 2010 RAGHU MODY CHAIRMAN



Reset Limited

ANNEXURE TO DIRECTOR'S 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 Director's Report for the year ended 31st March, 2010

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

| | | Current Year | Previous Year |
|------|---|--------------|---------------|
| Cons | ervation of Energy & Technology Absorption :- | | |
| (A) | Power & Fuel Consumption | | |
| | 1. Electricity | | |
| | (a) Purchased | | |
| | Unit ('000) | 2,715 | 3,500 |
| | Total Amount (Rs./Lacs) | 159.02 | 154.00 |
| | Rate/Unit (Rs.) | 5.86 | 4.40 |
| | (b) Own generation | | |
| | Through Diesel Generator | | |
| | Unit ('000) | 43 | 223 |
| | Units per Ltr. Of Diesel Oil | 2.52 | 2.46 |
| | Cost/Units (Rs.) | 13.66 | 15.62 |
| | 2. Coal | | |
| | Quantity (M/T) | 5,591 | 8,290 |
| | Total Cost (Rs./Lacs) | 157.40 | 227.71 |
| | Avg. Rate (Rs.) | 2,815 | 2,747 |
| | 3. Furnace Oil | Nil | Nil |
| | 4. Other/Internal Generation | Nil | Nil |
| (B) | Consumption per Unit of Production | | |
| | Electricity (in Units) | 177 | 134 |
| | Furnace Oil (in Ltrs.) | Nil | Nil |
| | Coal (in Kgs.) | 359 | 299 |

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.

Foreign Exchange Earnings & Outgo :-

| (A) | Earnings (Rs. in Lacs) | - | 5. 81 |
|-----|---------------------------|------|-------|
| (B) | Expenditure (Rs. in Lacs) | 1.13 | 1.83 |



SECRETARIAL COMPLIANCE CERTIFICATE

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

This is to certify that the Company has maintained the registers, records, books and papers as required to be maintained under the Companies Act, 1956, (the Act) and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2010.

- 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 thereunder and all entries therein have been duly recorded.
- 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 thereunder.
- 3. The Company, being a Public Limited Company, has the minimum prescribed paid up capital.
- 4. The Board of Directors duly meet 9 (Nine) times respectively on 02.04.2009, 28.05.2009, 30.07.2009, 17.08.2009, 31.08.2009, 30.10.2009, 11.12.2009, 11.01.2010 and 30.01.2010 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.
- The Company has closed its Register of Members from 08.09.2009 to 15.09.2009 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, 2009 was held on 15th September, 2009 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 General Meeting(s) was/were held but Special Resolution was passed U/s 372A read with 192A.

Authorised Capital Rs.4.00 Crores Paid Up Capital Rs.1.932 Crores CIN No.L01132WB1905PLC001594

The Companies (Passing of the resolution by Postal Ballot) Rules, 2001 the result of which was declared on 19.02.2010 during the financial year and duly complied with the provisions of the Act.

- 8. The company has not advanced any loans to its directors or person or firms or Companies referred to under Section 295 of the Act.
- 9. The company has not entered into any 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) Not deposited any amount in a separate Bank Account as no dividend was declared during the financial year.
 - (iii) Not posted warrants to any member of the company as no dividend was declared during the financial year.
 - (iv) Pursuant to the provisions of Sec 205A of the Companies Act, 1956, as amended, unclaimed dividend for the financial year ended 31st March, 2002, which remained unclaimed or unpaid for a period of seven years, have been transferred to the Investor Education & Protection



Rasei Limited

Fund (IEPF) during the year an amount of Rs.89,013/- on 14.11.2009.

Note: Unclaimed dividend for the financial year ended 31st March, 1996 which remained unclaimed or unpaid due to dispute from bank, has been resolved and transferred to the investor Education & Protection Fund (IEPF) during the year amounting to Rs. 56,639/- on 28.05.2009.

- (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 or resignation of Directors, Additional Directors, Alternate Directors and Directors to fill casual vacancy during the financial year have been duly complied with.
- 15. The company has not appointed 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 obtained approvals of the Ministry of Corporate Affairs and/or such authorities prescribed under the various provisions of the Act. and duly complied the same.
- 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/ 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 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 under scrutiny.
- 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.
- 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 as per the information given to me.

For Rasoi Limited Partha Chakraverti

Company Secretary &

Place: Kolkata

Date: the 19th day
of May, 2010

A

Vice President
Membership No.F4861

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