



# Annual Report 2010-2011

## 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

## CONTENTS

Page No. (s)	
Notice .....	2
Directors' Report .....	6
Management Discussion & Analysis Report.....	12
Corporate Governance Report.....	13
Financial Highlights .....	23
Auditors Report .....	24
Balance Sheet .....	27
Profit & Loss Account .....	28
Schedules A to S .....	29 - 49
Cash Flow Statement .....	50
Subsidiary Company .....	51 - 62



## NOTICE

**Notice** is hereby given that 107<sup>th</sup> Annual General Meeting of Rasoi Limited will be held on Friday, the 5th day of August, 2011 at 5 p.m. at Kala Kunj (Kalamandir Basement), 48 Shakespeare Sarani, Kolkata – 700 017 to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the audited Profit & Loss account of the company for the financial year ended 31st March, 2011 and the Balance Sheet as at that date together with the Reports of the Directors and Auditors thereon.
2. To appoint Director in place of Shri Raghu Mody, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Director in place of Shri Amal Chakrabortti, who retires by rotation and being eligible offers himself for re-appointment.
4. To declare dividend
5. To appoint Auditors and fix their remuneration.

### SPECIAL BUSINESS

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

“RESOLVED THAT pursuant to sections 198, 269, 309 and 314 read in conjunction with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 (as originally framed and altered from time to time and for the time being in force) consent of the company be and is hereby accorded to the appointment of Shri Kapil Kaul as Whole-time Director designated as Director – Vanaspati Division of the company for a period of 3 (three) years with effect from 1<sup>st</sup> September, 2011 on the terms and conditions of the appointment and remuneration, as set out in the explanatory statement attached to the notice under section 173(2) of the Companies Act, 1956.”

‘FURTHER RESOLVED THAT the Board of Directors of the company be and is hereby authorised to revise the terms and conditions of the re-appointment of Shri Kapil Kaul including his basic salary, allowances, perquisites etc within the overall ceiling prescribed under the Companies Act, 1956, as originally framed and amended from time to time 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 interest of the Company.”

7. To consider and, if thought fit to pass, with or without modification(s) the following resolution as a Special Resolution :

“RESOLVED THAT pursuant to the provisions of Section 309 and all other applicable provisions, if any, of the Companies Act, 1956 and subject to the approval of the shareholders in the ensuing AGM by Special Resolution a sum not exceeding @ 1% per annum of the net profits of the Company calculated in accordance with the provisions of Sections 198, 349 and 350 of the Companies Act, 1956 be paid as commission to Non-Executive Directors of the Company in such form/manner as may be decided by the Board and such payments shall be made out of the profits of the Company of each year for a period of five years commencing from 1<sup>st</sup> April, 2011.”

Registered Office:  
‘Rasoi Court’  
20, Sir, R.N.Mukherjee Road  
Kolkata – 700 001  
Dated: 21<sup>st</sup> day of May, 2011

By Order of the Board  
Partha Chakraverti  
Company Secretary  
&  
Vice President – Corporate Affairs.

### 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 at the meeting. Please note that the copies of the report will NOT be distributed and / or be made available at the meeting.



## Annual Report 2010-2011

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3. The Register of Members and Share Transfer Books of the company will remain closed from Friday, the 29th July, 2011 to Friday, the 5th August, 2011 (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 its registered office at least 10 days before the date of the meeting to enable the Management to keep information ready.
5. The relevant documents are available for inspection by the members of the company at the registered office from 10.30 am to 12.30 pm on any working day, except Sundays 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 C B 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 filled up and signed as per 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 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, 2004 or any subsequent financial years are requested to prefer 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.

Registered Office:  
'Rasoi Court'  
20, Sir, R.N.Mukherjee Road  
Kolkata – 700 001  
Dated: 21<sup>st</sup> day of May, 2011

By Order of the Board  
Partha Chakraverti  
Company Secretary  
&  
Vice President – Corporate Affairs.

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

As required by section 173(2) of the Companies Act, 1956 (hereinafter referred to as the "Act"), the following Explanatory Statement set out all material facts relating to the business mentioned under item no 6 mentioned under the heading as SPECIAL BUSINESS of the accompanying Notice dated 21<sup>st</sup> May, 2011.

#### ITEM NO 6

Shri Kapil Kaul was appointed as the Whole-time Director w.e.f 1<sup>st</sup> September 2005 at the annual general meeting held on 21<sup>st</sup> September, 2005. Upon expiry of his term on 31<sup>st</sup> August, 2008, he was reappointed for a further period of 3 years w.e.f. 1<sup>st</sup> September, 2008 till 31<sup>st</sup> August, 2011 in the annual general meeting held on 25th September 2008.

The term of Shri Kapil Kaul expires on 31<sup>st</sup> August, 2011.

The Board of Directors of your company at its meeting held on 21<sup>st</sup> May, 2011 has reappointed Shri Kapil Kaul as Whole-time Director, designated as Director – Vanaspati Division subject to the approval of the Members of the company for a period of 3 years from 1<sup>st</sup> September, 2011 on the following terms and conditions:

#### REMUNERATION

Salary – Rs 31,500/- to Rs 60,000/- per month, which may be decided, altered, increased or decreased 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 rules of the company.
- E) EXGRATIA.  
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 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

In the event of loss or inadequacy of profits in any financial year during the currency of tenure of Shri Kapil Kaul, 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.

None of the Directors, save Shri Kapil Kaul, are concerned or interested in this resolution.

## ITEM NO. 7

Section 309 of the Companies Act, 1956 provides, that a Director who is neither in the whole time employment of the Company nor a Managing Director may be paid remuneration by way of commission, if the Company by Special Resolution, authorize such payment.

The said section provides that a commission not exceeding 1% per annum of the net profits of the Company calculated in accordance with the provisions of sections 198, 349 and 350 of the Companies act, 1956 can be paid to the non-executive directors.

Save and except Shri Kapil Kaul, all the directors will be deemed to be interested in the resolution.

The Board commends the resolution for approval as Special Resolution.

Registered Office:  
'Rasoi Court'  
20 , Sir, R.N.Mukherjee Road  
Kolkata – 700 001  
Dated: 21<sup>st</sup> day of May,2011

By Order of the Board  
Partha Chakraverti  
Company Secretary  
&  
Vice President – Corporate Affairs.

# Annual Report 2010-2011



Particulars of the Directors to be appointed/re-appointed at the ensuing Annual General Meeting pursuant to revised Clause 49 of the Listing Agreement					
Name of Director	Shri Raghu Mody	Shri A. C. Chakrabortti	Shri Kapil Kaul		
Date of Birth	18.02.1939	02.10.1930	10.04.1956		
Date of Appointment	01.04.1978	03.12.1987	31.08.2000		
Qualification	- Senior Cambridge	- F.C.A. (England & Wales) - F. C.A. (ICAI)	- Graduate in Commerce - Diploma in Marketing Management		
Nature of expertise in specific functional areas	40 years of experience as an Industrialist	More than 20 years of experience in Accounts, Audit, Finance & Taxation.	Wide experience in Strategic Marketing.		
Directorship held in other Companies	<ul style="list-style-type: none"> <li>- J L Morison (India) Ltd.</li> <li>- Hindustan Composites Ltd.</li> <li>- The Prabhukripa Overseas Ltd.</li> <li>- The West Coast Paper Mills Ltd.</li> <li>- Rasoi Express Pvt. Ltd.</li> </ul>	<ul style="list-style-type: none"> <li>- La Opala Glass Ltd.</li> <li>- United Nano-Tech Products Ltd.</li> <li>- Grindwell Norton Ltd.</li> <li>- Peerless Fund Management Co. Ltd.</li> <li>- Jagsonpal Pharmaceuticals Ltd.</li> <li>- Texmaco Rail &amp; Engineering Ltd.</li> <li>- Peerless General Finance &amp; Investment Co. Ltd.</li> <li>- Binani Industries Ltd.</li> <li>- Chandras' Chemicals Ltd.</li> <li>- Denso India Ltd.</li> <li>- Madhya Pradesh Madhya Kshetra Vidyut Vitaran Co. Ltd.</li> <li>- Emars Mining &amp; Construction Pvt. Ltd.</li> </ul>	<ul style="list-style-type: none"> <li>- Eastern India Edible Oils and Food Products Ltd.</li> <li>- Leaders Healthcare Pvt. Ltd.</li> </ul>		
Names of Committees of other Companies in which the Director is a Member/ Chairman	<p><b>Chairman</b> Share Transfer Committee - J L Morison (India) Ltd.</p> <p><b>Member</b> <u>Audit Committee</u> - Hindustan Composites Ltd.</p>	<p><b>Chairman</b> <u>Audit Committee</u> - Peerless General Finance &amp; Investment Co. Ltd. - Grindwell Norton Ltd. - Denso India Ltd.</p> <p><b>Member</b> <u>Audit Committee</u> - Binani Industries Ltd. - La Opala Glass Ltd. - Jagsonpal Pharmaceuticals Ltd. - Texmaco Rail &amp; Engineering Ltd.</p>	NIL		
No. of shares held in the Company	5628	NIL	NIL		



## REPORT OF THE BOARD OF DIRECTORS

Your Directors take pleasure in presenting the 107<sup>th</sup> Annual Report for the financial year 2010-2011.

### FINANCIAL HIGHLIGHTS:

	(Rs. in Lacs)	
	31 <sup>st</sup> March, 2011	31 <sup>st</sup> March, 2010
Production (in Mt)	20926	15559
Sales and Other Income/Receipts	12717	10375
Treasury Operations	1114	352
Profit/(Loss) before Interest, Depreciation & Taxation	1421	1616
Interest	(91)	(90)
Depreciation	(198)	(198)
Profit before Taxation	1132	1328
Provision for Taxation	(190)	(562)
Provision for Deferred Tax	(20)	(580)
Profit after Tax	922	186
Add: Balance Brought Forward		
From Last Account	350	195
Profit available for Appropriation	1272	381
Proposed Dividend	48	19
Dividend Tax	8	3
Transfer to General Reserve	93	9
Balance carried to Balance Sheet	1123	350

### DIVIDEND

The Directors are happy to recommend a dividend of Rs 2.50/- being 25 % of the paid-up equity share capital of the company, out of the profits of the year (previous year – 10%)

### RESERVE AND SURPLUS

The balance in Reserves and Surplus stands at Rs. 10417 lakhs (previous year Rs. 9556 lakhs).

### OPERATIONS – CHALLENGES, OUTLOOK AND EXPANSION

On a review, it would appear that extreme volatility in raw oil prices that has been plaguing the edible Oil Industry in recent times will continue and this will be a major factor which your Company will have to contend with in the coming years. This phenomenon of volatility coupled with foreign exchange

fluctuations may result in losses, even though one is to buy the crude palm oil at the correct time and right place, thus indicating the presence of considerable risk inherent in this Industry.

Your company had a very difficult period ever since the global economic crash of 2008. In the circumstance, it was imperative that we tread the waters very carefully in buying the crude palm oil from south east Asia. This naturally led to cut back of production and also operation at sub optimal levels with the result that our client base was affected. The Management is aware of the problems and has therefore initiated appropriate measures on both the fronts so that the future operations are carried out at optimum levels to meet the demand for our products.

The growth in turnover has been 41.05% over the previous financial year and the PBT has witnessed a profit of Rs. 1132 lakhs as against PBT of Rs. 1328 lakhs in the previous financial year.

Your company has also successfully established the Rasoi Gold Vanaspati, which has been tailor-made to suit the requirements of the industrial consumers. Rasoi continues to enjoy a substantial premium in the market over its competitors.

India is witnessing one of the highest economic growth rate on a global scale, and is currently growing @ 8.5% p.a. This has contributed to change in life style, higher income levels in some of the sectors with consequential upsurge and boom in consumer demand. As a result, fast food chains, restaurants, confectionery and bakery businesses are witnessing phenomenal growth rates.

This has resulted in the edible oil business seeing a very good growth potential. In West Bengal alone, Vanaspati business in the sweets and bakery segment is seeing a resurgence specially as bakery fats. The bakery and confectionery businesses are growing at an annualized rate of 12% and the Indian confectionery business in West Bengal is thriving. The Vanaspati business is increasingly becoming a high volume business. This falls in line with our strategy to optimize use of oil resources, which will have added leverage due to Rasoi's Brand advantage. This strategy will also minimize the risk inherent in the global commodity business.

We are confident that, in the coming years, Rasoi, as a brand, will give the shareholders of the company added value and better returns.

### SECRETARIAL COMPLIANCE CERTIFICATE

As required under section 383A of the Companies Act, 1956, Secretarial Compliance Report for the financial year 2010-2011 is annexed forming part of the report.

### DIRECTORS

In terms of section 256 of the Companies Act, 1956, Shri Raghu Mody, Shri Amal Chakrabortti retire at the



## Annual Report 2010-2011

forthcoming Annual General Meeting and being eligible, offer themselves for re-appointment.

### AUDITORS

At the 106<sup>th</sup> Annual General Meeting held on 9<sup>th</sup> September 2010, M/s Lodha & Co. was reappointed as auditors of your company until the conclusion of the 107<sup>th</sup> 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 2009-10.

### REQUIREMENTS UNDER SECTION 217 OF THE COMPANIES ACT, 1956

A) SUB-SECTION- (2A)- PARTICULARS OF EMPLOYEES  
None of the 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) SUB-SECTION (1)(e) – CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

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) SUBSECTION (2AA) – DIRECTORS RESPONSIBILITY STATEMENT

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

(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 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

Responsibility to the community in which it functions is imbedded in the very culture of your company, which your company never loses sight of. Your company always wants to see itself as the constructive partner in the development of the community which has helped it to prosper and blossom and will always strive towards this end. Your company firmly believes that corporate social responsibility is not an end in itself, it is the means to an end – to persistently work for the betterment of the society. At different times your company has extended its helping hand for the needy and will keep ensuring that they are well taken care of. Your company, within its means, is always upto improving upon its surroundings to make it a better place to live in.

### SHAREHOLDERS' FACTORY VISIT

There has been a persistent demand from the shareholders to organize a factory visit. In keeping with the commitment at the last annual general meeting, a factory visit was organized by the company on the 3<sup>rd</sup> of April, 2011. Around 74 shareholders visited the factory.

### 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.

### SUBSIDIARY COMPANY

As on March, 31, 2011 your company has Eastern India Edible Oils and Food Products Limited as its Subsidiary. Subsidiary was incorporated on 29th December 2010 and has become wholly owned Subsidiary on 19th January, 2011 on allotment of entire shares to the company.

The statement pursuant to Section 212 of the Companies Act, 1956, in respect of the above mentioned Subsidiary are attached in the Annual Report.

### ACKNOWLEDGEMENTS

Your Directors thankfully acknowledge the unstinted support & whole-hearted cooperation from cross-section of its employees at all levels without which it would have been extremely difficult for the company to turn around.

The dealers, distributors, customers, shareholders and bankers too were very supportive all through and the company looks forward to their similar continued support in the years to come.

On behalf of the Board of Directors

KOLKATA  
The 21<sup>st</sup> day of May, 2011

**RAGHU MODY**  
**CHAIRMAN**



## 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, 2011.

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

	Current Year	Previous Year
<b>Conservation Of Energy &amp; Technology Absorption</b>		
<b>(A) Power &amp; Fuel Consumption</b>		
<b>1 Electricity</b>		
(a) Purchased Unit ('000)	3,716	2,715
Total Amount (Rs./Lacs)	219.71	159.02
Rate/Unit (Rs.)	5.91	5.86
(b) Own generation Thorough Diesel Generator Unit ('000)	30	43
Units per Ltr. Of Diesel Oil	2.36	2.52
Cost / Units (Rs.)	16.89	13.66
<b>2. Coal</b>		
Quantity (M/T)	6,563	5,591
Total Cost (Rs./Lacs)	218.25	157.40
Avg. Rate (Rs.)	3,326	2,815
<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)	179	177
Furnance Oil (in Ltrs)	Nil	Nil
Coal (in Kgs.)	314	359

### 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 & Out go :

(A) Earning (Rs. in Lacs)	2.02	-
(B) Expenditure (Re. in Lacs)	1.11	1.13





## SECRETARIAL COMPLIANCE CERTIFICATE

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

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

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 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, 2011.

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 7 (Seven) times respectively on 19.05.2010, 08.07.2010, 14.08.2010, 09.09.2010, 26.10.2010, 04.12.2010, and 02.02.2011 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 02.09.2010 to 09.09.2010 during the financial year and duly complied with the provisions of the Act.
6. The Annual general meeting for the financial year ended on 31<sup>st</sup> March, 2010 was held on 9<sup>th</sup> September, 2010 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 complied the provisions of Section 295 of the Act.
9. The Company has complied the provisions 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 13.09.2010 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 14.10.2010.
  - (iv) Pursuant to the provisions of Sec 205A of the Companies Act, 1956, as amended, unclaimed dividend for the financial year ended 31<sup>st</sup> March, 2003 which remained unclaimed or unpaid for a period of seven years, have been transferred to the Investor Education & Protection Fund (IEPF) for Rs.346,102/- on 01.11.2010.
  - (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 the approvals of the Central Government 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.
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 as per the information given to me.

**For Rasoi Limited**

Partha Chakraverti  
Company Secretary  
&

Vice President

Membership No. F4861

Place: Kolkata

Date: 21<sup>st</sup> May, 2011