



Annual Report 2011-12

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	
BRIJ GOPAL ROY	
M K PANDITA	

COMPANY SECRETARY & VICE PRESIDENT

PARTHA CHAKRABERTI

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 : 033-40116739

e-mail : rta@cbmsl.com

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Rasoi Limited

NOTICE

Notice is hereby given that 108th Annual General Meeting of the members of Rasoi Limited will be held on Thursday, the 13th day of September, 2012 at 2.30 pm 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, 2012 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 N.G.Khaitan, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Director in place of Smt. Shashi Mody, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint Director in place of Shri R.S.Vaidyanathan, who retires by rotation and being eligible offers himself for re-appointment
5. To declare dividend
6. To appoint Auditors and fix their remuneration.

SPECIAL BUSINESS

7. To consider and if thought fit to pass, with or without modification(s), the following resolution as Ordinary Resolution:
"RESOLVED THAT Shri Brij Gopal Roy be and is hereby appointed as a Director, liable to retire by rotation"
8. 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 317 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 Maharaj Krishen Pandita as Whole-time Director designated as Director (Operation) of the company for a period of 3 (three) years with effect from 14th November, 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 fix the terms and conditions of the appointment of Shri Maharaj Krishen Pandita 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."

Registered Office
'Rasoi Court'
20, Sir, R.N.Mukherjee Road,
Kolkata – 700 001
Dated : 21st day of May, 2012

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 ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing the proxy should however be deposited at the registered office of the Company not less than 48 (forty eight) 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.
3. The Register of Members and Share Transfer Books of the company will remain closed from Thursday, the



6th September, 2012 to Thursday, the 13th September, 2012 (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 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, 2005 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 : 21st day of May, 2012

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

The following Explanatory Statement setting out all material facts relating to the special business as mentioned in the accompanying Notice dated 21.05.2012

ITEM NO. 7

Shri Brij Gopal Roy was appointed as the Additional Director in the Board of the company in the Board meeting held on 21.05.2012 under section 260 of the Companies Act, 1956 read with Article 83 of the Articles of Association of the company.

Shri Roy holds office till the date of the ensuing Annual General Meeting and is eligible for appointment.

Shri Roy, a Management Consultant and a Chartered Accountant by profession has held various senior positions in a leading German MNC - Siemens Ltd. in the areas of Finance, Accounting, Organisation, Telecom and General Management. He was also the Managing Director of Siemens Telematik Ltd., Calcutta and of Siemens Telecom Ltd., New Delhi at different times of his career and possesses rich and varied experience in senior management functions. He was also the Regional Director of the Calcutta chapter of Indo-German Chamber of Commerce.

The Board strongly feels that the induction of Shri Roy in the Board will give the company the much needed fillip which will augur well for the future.

Shri Roy 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.



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ITEM NO 8

Shri Maharaj Krishen Pandita was appointed as the President of the company's Factory at Banganagar w.e.f 01.04.2009 .

He has years of rich and varied experience in the factory operations and hence it was felt that his induction in the Board will be of immense benefit to the company.

Accordingly, the Board of Directors of your company in its meeting held on 14th November, 2011 has appointed Shri Maharaj Krishen Pandita as Whole-time Director, designated as Director (Operation) subject to the approval of the Members of the company for a period of 3 years from 14th November, 2011 till 13th November, 2014 on the following terms and conditions:

REMUNERATION

Salary – Rs 44000/- to Rs 65000/- 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 Maharaj Krishen Pandita , 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 Maharaj Krishen Pandita, is concerned or interested in this resolution.

The Board commends the resolution for approval.

Registered Office

'Rasoi Court'

20, Sir, R.N.Mukherjee Road,

Kolkata – 700 001

Dated : 21st day of May, 2012

By Order of the Board

Partha Chakraverti

Company Secretary

&

Vice President- Corporate Affairs



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	Smt. Shashi Mody	Shri N. G. Khaitan	Shri R. S. Vaidyanathan	Shri Maharaj Krishen Pandita	Shri Brij Gopal Roy
Date of Birth	16.09.1958	21.05.1951	27.12.1934	25.10.1948	09.11.1939
Date of Appointment	25.07.1997	27.11.2002	28.10.2003	14.11.2011	21.05.2012
Qualification	- Bachelor of Arts	- Graduate in Commerce - Attorney at Law	- Graduate in Oil Technology - Chartered Chemist - Associate member of Institute of Chemical Engineers	- Bachelor of Engineering - Master of Business Management	- Graduate in Commerce - Chartered Accountant - Financial Management from IMD, Switzerland
Nature of expertise in specific functional areas	Experience as an industrialist for more than 2 decades	A noted Solicitor and Advocate having more than 3 decades of experience.	Wide experience as an Oil Technologist.	Rich and varied experience in the factory operations	- Practicing Chartered Accountant - Rich & wide experience in the areas of Management Consultants, Finance & Accounting for last 5 decades. - Last position held in Siemens Telecom Ltd., New Delhi as Managing Director - Held key position in various Chambers of Commerce.
Directorship held in other Companies	- Lotus Udyog Ltd. - Alipore Consultants Ltd. - Rasoi Express Pvt. Ltd.	- Chase Bright Steel Ltd. - Gobind Sugar Mills. Ltd. - HSIL Ltd. - JK Lakshmi Cement Ltd. - Mangalam Timber Products Ltd. - Mangalam Cement Ltd. - Naga Dhunseri Group Ltd. - Reliance Chemotex Industries Ltd. - DPSC Ltd. - Xenix Servis Pvt. Ltd. - Rowdon Business Pvt. Ltd. - CD Equifinance Pvt. Ltd. - Ushodaya Marketing Pvt. Ltd. - Srijan Overseas Pvt. Ltd.	NIL	- Axon Trading & Mfg. Co. Ltd.	- Otto Projects Pvt. Ltd. - Wizenmann India Pvt. Ltd. - Synergy Industrial Services Pvt. Ltd.

Names of Committees of other Companies in which the Director is a Member/Chairman	NIL	Chairman <u>Audit Committee</u> -Mangalam Timber Product Ltd. <u>Investment Committee</u> - Mangalam Cement Ltd. <u>Remuneration Committee</u> - DPSC Ltd. Member <u>Audit Committee</u> - JK Lakshmi Cement Ltd. - HSIL Ltd. - Reliance Chemotex Industries Ltd. - Mangalam Cement Ltd. - DPSC Ltd. <u>Share Transfer Committee</u> - Mangalam Timber Products Ltd. <u>Shareholder/Investor Grievance Committee</u> - JK Lakshmi Cement Ltd. - HSIL Ltd. - Gobind Sugar Mills Ltd. <u>Remuneration Committee</u> - HSIL Ltd. - Mangalam Cement Ltd.	NIL	NIL	NIL
No. of shares held in the Company	29065	NIL	10	02	NIL

**DIRECTORS' REPORT**

Your Directors hereby present the 108th Annual Report for the accounting year 2011-2012.

FINANCIAL HIGHLIGHTS -

	(Rs. in Lakhs)	
	31st March 2012	31st March 2011
Sales and Other		
income/receipts	15,382	12,703
Treasury Operations	1,170	1,115
Profit/(Loss) before Interest,		
Depreciation & Taxation	1,027	1,475
Finance cost	(112)	(145)
Depreciation	(210)	(198)
Profit before Taxation	705	1,132
Provision for Taxation	(135)	(190)
Provision for Deferred Tax	9	(20)
Profit after Tax	579	922
Add: Surplus Balance as per		
last Balance Sheet	1,123	350
Profit available for		
Appropriation	1,702	1,272
Proposed Dividend	(39)	(48)
Dividend Tax	(6)	(8)
Transfer to General Reserve	(55)	(93)
Net Surplus in the statement		
of Profit & Loss	1,602	1,123

DIVIDEND

The Directors are happy to recommend a dividend of Rs 2/- being 20 % of the paid-up equity share capital of the company, out of the profits of the year (previous year – 25%)

RESERVE AND SURPLUS

The balance in Reserves and Surplus stands at Rs. 10,947 lakhs (previous year Rs. 10417 lakhs).

OPERATIONS – CHALLENGES, OUTLOOK AND EXPANSION

Extreme volatility in the raw oil prices is now an embedded reality in the edible oil industry. As mentioned in our last year's report, the volatility in the Foreign Exchange markets has become even

more amplified than anticipated. Our worst fears materialized in the year under review, and your company alike similar import-dependent companies has faced an erosion in profitability.

The cautious approach of your company in buying imported crude palm oil, however has enabled the company to restrict its exposure on the foreign exchange front. Your company resorted to sourcing refined palm oil from domestic producers at times when it was felt to be not prudent to import crude palm oil. This has helped your company to limit its exposure on the foreign exchange front and thereby the losses to the barest minimum.

On the marketing front your company continues to make steady progress in selling its premium product - Rasoi Gold in West Bengal. This has helped your company in improving upon its bottomline.

During the year under review the Indian economy has witnessed a slow down due to various global, and domestic factors. Inflation continued, showing little signs of remission. This had impacted the consumer as well as trade sentiment. Caution was the watchword characterized by risk averseness, which is likely to continue in the coming months as well.

However it is pertinent to note that your company's volumes have remained unaffected despite slowdown. All efforts are being made to give the volumes a boost to encash its loyal customer base by beefing up its distribution system. This will also ensure fixed sales to a permanent customer base at better realizations.

Your company, as a policy, keeps assessing the changing socio-economic scenario from time to time and keep pace with these changes to meet the everchanging demands and needs of the customer community.

Your company hopes that these measures will help the company to improve upon its operational performance in the days ahead.

SECRETARIAL COMPLIANCE CERTIFICATE

The Secretarial Compliance Report, as required under section 383A of the Companies Act, 1956, for the financial year 2011-2012 is annexed to this report and forms a part thereof.

DIRECTORS

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

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Shri Jiten Patel, who was inducted as an independent non-executive director in the Board of the company under section 260 of the Companies Act, 1956 read with Article 83 of the Articles of Association of the company in the Board meeting held on 14th November, 2011, subsequently resigned from the Board.

Shri Brij Gopal Roy was inducted as an independent non-executive additional director in the Board of the company under section 260 of the Companies Act, 1956 read with Article 83 of the Articles of Association of the company in the Board meeting held on 21st May, 2012.

As per proviso to section 260 of the Companies Act, additional directors shall hold office upto the date of the ensuing 108th 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. Roy for the office of Director in the ensuing 108th Annual General Meeting. Shri Maharaj Krishen Pandita was inducted as a non-independent executive additional director in the Board of the company under section 260 of the Companies Act, 1956 read with Article 83 of the Articles of Association of the company in the Board meeting held on 14th November, 2011.

As per proviso to section 260 of the Companies Act, additional directors shall hold office upto the date of the ensuing 108th 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 Shri Pandita for the office of Director in the ensuing 108th Annual General Meeting. The terms and conditions on which Shri Pandita has been appointed are given in the Notice convening the 108th Annual General Meeting.

AUDITORS

At the 107th Annual General Meeting held on 5th August 2011, M/s Lodha & Co, Chartered Accountants of 14, Government Place East, Kolkata, was reappointed as auditors of your company until the conclusion of the 108th Annual General Meeting. The said M/s Lodha & Co, Chartered Accountants, retires at this Annual General Meeting and being eligible offer themselves for reappointment.

COST AUDIT

The Central Government had directed your company to conduct cost audit relating to Vanaspati pursuant

to the provisions of section 233B of the Companies Act, 1956. Your company has submitted the Cost Audit report duly audited by the Cost Auditor of the Company to the Central Government upto the year 2010-11.

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 the 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 the 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

Your company is never oblivious of its responsibility



towards the community which is the source of its very lifeblood of survival and prosperity. Your company firmly believes that its survival depends on the survival of the society and / or community of which your company is an inseparable part. It also recognizes the fact that business and society have to compliment and supplement each other for both to flourish.

Your company is ever responsive to emerging social priorities and expectations and is ever willing to act ahead of regulatory compulsions.

Your company continues, as always, to extend its helping hand for the downtrodden sections of the society and will continue to do so in the times 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.

SUBSIDIARY COMPANY

The subsidiary company was floated with the intention of starting some new business which could not be established despite exploring different available options due to adverse market conditions. Hence it was thought prudent not to continue with the

subsidiary company, so the company decided to dilute its 51% equity holding w.e.f. 29th March, 2012.

Eastern India Edible Oils and Food Products Ltd, therefore, ceases to be a subsidiary company of the Company w.e.f. 29th March, 2012 with the dilution of 51% equity holding of Rasoi Limited in the said company.

ACKNOWLEDGEMENTS

Your Directors thankfully acknowledge the unstinted support & whole-hearted cooperation from its employees at all levels without which it would have been extremely difficult for the company to survive in this volatile scenario amidst utmost unpredictability and uncertainty.

Your company is also grateful to its dealers, distributors, customers, shareholders and bankers who were extremely supportive during the trying times and looks forward to their continued support in the coming days as well.

On behalf of the Board of Directors

Kolkata

The 21st day of May, 2012

RAGHU MODY
CHAIRMAN