

# *Rasoi Limited*



Annual Report  
2012-2013



**BOARD OF DIRECTORS**

RAGHU MODY	CHAIRMAN
SHASHI MODY	VICE-CHAIRPERSON
A C CHAKRABORTTI	
N G KHAITAN	
BRIJ GOPAL ROY	
R S VAIDYANATHAN	
HARISH PAREKH	
VIJAI SINGH	
KAPIL KAUL	
M K PANDITA	

**COMPANY SECRETARY &  
VICE PRESIDENT**

PARTHA CHAKRAVERTI

**CHIEF FINANCIAL OFFICER &  
VICE PRESIDENT – FINANCE  
& CORPORATE AFFAIRS**

MANOJ SUREKA

**AUDITOR**

LODHA & COMPANY

**BANKERS**

ALLAHABAD BANK  
ORIENTAL BANK OF COMMERCE

**REGISTERED OFFICE :**

‘RASOI COURT’  
20, SIR R N MUKHERJEE ROAD  
KOLKATA 700 001  
PHONE : 033 22480114 / 5  
FAX : 033 22481200  
e-mail : secdept@rasoigroup.in  
Website : www.rasoigroup.in

**WORKS :**

Post : Banganagar  
P.S. : Falta  
Dist : 24 Pgs. (S)  
Pin : 743 513  
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 / 22806692 / 22823643  
FAX : 033 40116739  
Email : rta@cbmsl.com

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## NOTICE

Notice is hereby given that the 109th Annual General Meeting of the members of Rasoi Limited will be held on Tuesday, the 24th day of September, 2013 at 3.30 pm at Kala Kunj (Kala Mandir 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, 2013 and the Balance Sheet as at that date together with the Reports of the Directors' and Auditor's thereon.
2. To declare dividend.
3. To appoint Director in place of Mr Harish Parekh, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Director in place of Mr Vijai Singh, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Director in place of Mr AC Chakrabortti, who retires by rotation and being eligible, offers himself for re-appointment.
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 an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of 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 Mr Kapil Kaul as Whole-time Director designated as Director – Vanaspati Division of the company for a period of 3 (three) years with effect from 1st January, 2013 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/ revise the terms and conditions of the appointment of Mr 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."

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

**"RESOLVED THAT** pursuant to the provisions of section 293 (1)(e) and other applicable provisions, if any, of the Companies Act, 1956, as originally framed or any other law for the time being in force (inclusive of any statutory modification/s or amendment/s thereto or re-enactment thereof for the time being in force), the postfacto approval of the company be and is hereby accorded to the Board of Directors of the Company to the contribution made to Manoj Mody Foundation, a charitable organisation, upto a total sum of ₹ 5,00,000/- (Rupees Five Lakhs only) in the financial year 2012-13, which do not directly relate to the business of the Company or the welfare of its employees, notwithstanding that such amount may exceed the limits stipulated in the said section."

Registered Office:  
'Rasoi Court'  
20, Sir R N Mukherjee Road,  
Kolkata – 700 001  
Dated : 29th day of May, 2013

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.
3. The Register of Members and Share Transfer Books of the company will remain closed from Wednesday, the 18th of September, 2013 to Tuesday, the 24th of September, 2013 (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 the 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, 2006 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.

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Vice President- Corporate Affairs



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**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 Statements set out all material facts relating to the item nos. 7 & 8 as mentioned under the heading SPECIAL BUSINESS of the accompanying Notice dated 29.05.2013.

**ITEM NO. 7**

Mr Kapil Kaul was appointed as the Additional Director in the Board of the company in the board meeting held on 10.11.2012 under section 260 of the Companies Act, 1956 read with Article 83 of the Articles of Association of the company.

Mr Kaul possesses 33 years of knowledge and experience of Vanaspati and edible oil market.

The Board strongly feels that the induction of Mr Kaul in the Board will be beneficial for the company in the long run.

Accordingly, the Board of Directors of your company in its meeting held on 25.01.2013 has appointed Mr Kapil Kaul as Whole-time Director, designated as Director – Vanaspati Division of the company subject to the approval of the Members of the company for a period of 3 (three) years from 01.01.2013 on the following terms and conditions:

**REMUNERATION**

Salary – ₹ 36,500/- to ₹ 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.

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#### **MINIMUM REMUNERATION**

In the event of loss or inadequacy of profits in any financial year during the currency of tenure of Mr 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.

The Board commends the resolution for approval.

None of the Directors, save Mr Kapil Kaul, is in any way, concerned or interested in the said resolution except to the extent of the respective shareholding in the company.

#### **ITEM NO. 8**

As per the provisions of section 293(1)(e) of the Companies Act, 1956, the Board of Directors of a public company shall not, except with the consent of such public company in a general meeting contribute to charitable and other funds not directly related to the business of the company or the welfare of its employees any amounts the aggregate of which will, in any financial year is in excess of ₹ 50,000 or 5% of its average net profits as determined in accordance with the provisions of section 349 and 350 of the Companies Act, 1956 during the three financial years immediately preceding, whichever is greater.

Section 293(1)(e), however, permits such contribution in excess of the limits specified in this section if shareholders accord their approval to the same.

Your company has contributed an amount of ₹ 5,00,000/- (Rupees Five Lakhs) to Manoj Mody Foundation, a charitable organisation, not directly related to the business of the Company or the welfare of its employees, which is in excess of the financial parameters mentioned in the said section.

The said contribution was made by the company as part of its corporate social responsibility.

The Board now seeks the postfacto approval of the members of the company for the said contribution.

The Board commends the resolution for approval of the members.

None of the directors, is, in any way, concerned or interested in the resolution except to the extent of their respective shareholding in the company.

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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	Mr Harish Parekh	Mr Vijai Singh	Mr A C Chakrabortti	Mr Kapil Kaul
Date of Birth	23.03.1937	10.03.1939	02.10.1930	10.04.1956
Date of Appointment	11.12.2009	11.12.2009	03.12.1987	10.11.2012
Qualification	Graduate in Commerce	Graduate in Arts	- F.C.A (England & Wales) - F.C.A (ICAI)	- Graduate in Commerce - Diploma in Marketing Management
Nature of expertise in specific functional areas	Wide and varied experience in accounts discipline.	Experience in general administration.	More than 22 years of experience in Accounts, Audit, Finance & Taxation.	33 years of experience in Strategic Marketing.
Directorship held in other companies	- The Methoni Tea Co. Ltd. - Rossel Tea Ltd. - Diana Tea Co. Ltd. - The Grob Tea Co. Ltd. - Williamson Magor & Co. Ltd. - Gillanders Arbuthnot & Co. Ltd. - Peria Karamalai Tea & Produce Co. Ltd. - BMG Enterprises Ltd. - Quality Tea Plantations Pvt. Ltd.	Blacker & Co. Pvt. Ltd.	- La Opala Glass Ltd. - Peerless Fund Management Co. Ltd. - Texmaco Rail & Engineering Ltd. - Peerless General Finance & Investment Co. Ltd. - Chandras' Chemicals Enterprise Pvt. Ltd. - Denso India Ltd. - Madhya Pradesh Madhya Kshetra Vidyut Vitaran Co. Ltd.	- Pallawi Trading & Manufacturing Company Ltd.
Names of Committees of other companies in which the Director is a Member/ Chairman	<b>Chairman</b> Shareholder Grievance & Share Transfer Committee - Rossel Tea Ltd. - Gillanders Arbuthnot & Co. Ltd. Audit Committee - Gillanders Arbuthnot & Co. Ltd. Remuneration Committee - Peria Karamalai Tea & Produce Co. Ltd. <b>Member</b> Audit Committee - Rossel Tea Ltd. - Diana Tea Co. Ltd. - Williamson Magor & Co. Ltd. - Peria Karamalai Tea & Produce Co. Ltd. Remuneration Committee - Rossel Tea Ltd. - Diana Tea Co. Ltd. - Gillanders Arbuthnot & Co. Ltd.	NIL	<b>Chairman</b> Audit Committee - Peerless General Finance & Investment Co. Ltd. - Denso India Ltd. - Texmaco Rail & Engineering Ltd. <b>Member</b> Audit Committee - Madhya Pradesh Madhya Kshetra Vidyut Vitaran Co. Ltd. - La Opala Glass Ltd.	NIL
No. of shares held in the company	NIL	NIL	NIL	NIL



**DIRECTORS' REPORT**

Your Directors hereby present the 109th Annual Report for the accounting year 2012-2013.

**FINANCIAL HIGHLIGHTS -**

	(₹ in Lakhs)	
	<b>31st March 2013</b>	31st March 2012
Sales and Other income/receipts	<b>14,847</b>	15,382
Treasury Operations	<b>1,038</b>	1,170
Profit/(Loss) before Interest, Depreciation & Amortisation Expenses & Taxation	<b>670</b>	1,027
Finance cost	<b>(103)</b>	(112)
Depreciation & Amortisation Expenses	<b>(212)</b>	(210)
Profit before Taxation	<b>355</b>	705
Tax Expenses	<b>(21)</b>	(126)
Profit after Tax	<b>376</b>	579
Add: Surplus Balance as per last Balance Sheet	<b>1,602</b>	1,123
Profit available for Appropriation	<b>1,978</b>	1,702
Proposed Dividend	<b>(19)</b>	(39)
Dividend Tax	<b>(4)</b>	(6)
Transfer to General Reserve	<b>(10)</b>	(55)
Net Surplus in the statement of Profit & Loss	<b>1,945</b>	1,602

**DIVIDEND**

The Directors are happy to recommend a dividend of ₹ 1/- per share being 10% of the paid-up equity share capital of the company, out of the profits of the year (previous year – ₹ 2/- (20%) per share).

**RESERVE AND SURPLUS**

The balance in Reserves and Surplus stands at ₹11275 lakhs (previous year ₹ 10947 lakhs).

**OPERATIONS**

During the year under review, the operations of the company continued to face considerable stress and difficulties due to volatile high cost of the palm oil imports, which form the bulk of raw material consumed, unpredictable fluctuation in foreign exchange and high cost push due to inflation. As a result, the margins were under pressure and the increase in costs could not be passed wholly on to the customers. Despite these adverse circumstances,

the company was able to hold on to its market-share and retained its 'niche' customers, which is indeed an encouraging feature. This has been possible due to high quality of our products and also the brand image of 'Rasoi'.

**OUTLOOK**

In order to meet the challenges for the future, the company is working in various directions to find out ways and means of changing the product-mix by taking recourse to domestic raw material sources, so that, on an overall basis, it is possible for the company to achieve higher profitability and enhance share holder value. In our view, such a change in approach will lead to higher sales volume and corresponding increase in profitability.

**SECRETARIAL COMPLIANCE CERTIFICATE**

The Secretarial Compliance Certificate as required under section 383A of the Companies Act, 1956, for the financial year 2012-2013 is annexed to this report and forms a part thereof.

**DIRECTORS**

In terms of section 256 of the Companies Act, 1956, Mr Harish Parekh, Mr Vijai Singh and Mr A C Chakraborti retire at the forthcoming Annual General Meeting and being eligible, offer themselves for re-appointment.

Mr Kapil Kaul resigned from the Board citing personal reasons with effect from the closing of business hours of 14th June, 2012. Subsequently, he made himself available for appointment and he was appointed as an additional director in terms of section 260 of the Companies Act, 1956 in the Board meeting held on 10.11.2012.

Thereafter in the Board meeting held on 25.01.2013 Mr Kapil Kaul, in view of his rich experience spanning over 33 years, has been appointed as the Wholtime Director designated as Director – Vanaspati Division & CEO w.e.f. 1st January, 2013 for a period of 3 (three) years subject to the approval of the shareholders at the annual general meeting.

The terms and conditions of appointment of Mr Kapil Kaul have been set out in the Notice convening the instant 109th annual general meeting.

**AUDITORS**

At the 108th Annual General Meeting held on 13th September 2012, M/s Lodha & Co, Chartered Accountants of 14, Government Place East, Kolkata



## Annual Report 2012-13

-700069, was reappointed as auditors of your company until the conclusion of the 109th 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 2011-12.

### **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 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 the applicable accounting standards with proper explanation relating to material departures, if any, in the preparation of the annual accounts,
- (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**

Corporate Social Responsibility is deeply embedded into your company's model and culture. Your company is well aware of its responsibilities towards the social community within which it functions and from which it draws the much needed elixir to sustain and improve upon its bottom line and growth. Your company is always society-centric and will ever remain so.

### **CORPORATE GOVERNANCE**

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

### **LISTING ARRANGEMENTS**

Your company has listing arrangements with Calcutta and Bombay Stock Exchanges. The Annual listing fees in respect of both these exchanges have been paid for the current financial year and are up to date.

### **ACKNOWLEDGEMENTS**

Your company salutes the cross-section of employees of your company at all levels who remained, as always, the chief source of strength of your company and your company would not have survived thus far without their unflagging enthusiasm, dedication and sincerity in these trying times.

Your company is deeply thankful to its dealers, distributors, customers, shareholders and bankers who extended their whole-hearted support despite all odds of the business environment. Your company is optimistic to have their continued support in the days ahead as well.

On behalf of the Board of Directors

Kolkata

The 29th day of May, 2013

**RAGHU MODY**

**CHAIRMAN**