



# Rasoya Proteins Ltd.

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16<sup>th</sup> Annual Report

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## DIRECTORS

**Mr. A.N. Lonkar**  
Chairman & Managing Director

**Mr. P.G. Duchakke**  
Executive Director

**Mr. A.K. Singh**  
Executive Director

**Mr. V.D. Bhagade**  
Independent & Non-Executive Director

**Mr S.R. Khankhoje**  
Independent & Non-Executive Director

**Mr. A.N. Deshpande**  
Independent & Non-Executive Director

### REGISTERED OFFICE & WORKS

Village - Wanjari, Taluka - Wani  
Dist - Yavatmal (M.S.) - 445 304

### HEAD OFFICE

Rasoya House, Plot No.20/21, Sita Nagar,  
Near New Sneha Nagar, Nagpur - 440 025

### SHARE REGISTRAR & TRANSFER AGENT

**M/s. System Support Services**  
209, Shivaji Ind. Estate, Near Parke-Davis,  
89, Andheri - Kurla Road, Sakinaka,  
Mumbai - 400 072

### AUDITORS

**M/s. V.N. Bhuwania & Co.**  
Chartered Accountants, Mumbai

### BANKERS

State Bank of India  
IFB, Bharat Nagar, Nagpur

I.D.B.I.

Wani Branch, Wani

I.D.B.I.

Dharampeth Branch, Nagpur

Bank of India  
Corporate Banking Branch, Nagpur

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# A.G.M. Notice

Notice is hereby given that the 16th **Annual General Meeting** of the Members of **Rasoya Proteins Limited** will be held at **Village-Wanjari, Taluka-Wani, Dist. Yeotmal, on Friday, 28<sup>th</sup> July 2008 at 3.00 p.m.** for the purpose of transacting the following business:

1. To receive, consider and adopt the Audited Accounts of the Company and the Reports of the Directors and Auditors for the year ended 31st March 2008.
2. To appoint a Director in place of **Mr. S. R. Khankhoje**, who retires by rotation and being eligible, offers him self for reappointment.
3. To declare Final Dividend for the financial year ended 31<sup>st</sup> March 2008
4. To appoint Auditors and to fix their remuneration.

## SPECIAL BUSINESS :

5. 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 198, 269,309,310 read with schedule XIII and other applicable provisions, if any of the Companies Act, 1956, approval be and is hereby given to the reappointment of Mr. Anil Narayan Lonkar, as Managing Director of the Company for a period of 5 years from 1st July 2008 to 30th June 2013 upon the terms, conditions and stipulations contained in an agreement to be entered into between the company and Mr. A. N. Lonkar, a copy of which is placed before the meeting and is initialed by the chairman for the purpose of identification and the Board of Directors be and is hereby authorized to vary the terms and conditions of the said appointment provided the variations referred above are in compliance with the provisions of the companies Act, 1956.

By Order of the Board of Directors,  
For Rasoya Proteins Ltd.,



(A.N. LONKAR)  
Managing Director

Place: Nagpur

Date : 12th May 2008.

**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 such proxy need not be a member of the Company. The proxy form must be lodged at the Registered Office of the Company at least Forty-eight hours before the time of the meeting.
2. Members are requested to intimate to the Company changes, if any, in their registered address along with the PIN code numbers immediately.
3. Members /proxies should bring the attendance slip duly filled in for attending the meeting.
4. Shareholders seeking any information with regards to Accounts are requested to write to the Company at an early date so as to enable the management to keep the relevant information ready.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 22nd July 2008 to 28th July 2008 (both days inclusive).

By Order of the Board of Directors,

For Rasoya Proteins Ltd.,



(A.N. LONKAR)

Managing Director

Place: Nagpur

Date: 12th May 2008.

# Explanatory Statement (Pursuant to section 173 [2] of the Companies Act, 1956)

## ITEM NO. 5

The tenure of **Mr. A.N. Lonkar** as a Managing Director of the Company will expire on 30th June 2008. He is the Managing Director of the company since inception and has rendered valuable guidance and advice to the company. Under his dynamic leadership the company has made remarkable progress and has shown better financial performance. Owing to his vast experience and incessant hard work your company has been able to undertake various diversification and expansion programs.

The terms and conditions of the re-appointment including the remuneration as Managing Director are subject to the approval of shareholders in the General Meeting. It is proposed to appoint him as the Managing Director of the company on the following terms and conditions:

The Managing Director shall be entitled to the following emoluments, benefits, and perquisites during the period of his employments subject to the ceiling laid down in section 198,309 and Schedule XIII of the Companies Act, 1956.

**Period of Appointment:** A period of 5 years commencing from 1st July 2008. Remuneration: Rs.75000/- (Rupees Seventy Five Thousand per Month)

The Managing Director shall be entitled to such annual increments as may be decided by the Board of Directors subject however to the compliance of Schedule XIII and other applicable provisions of the Companies Act, 1956.

None of the Directors of the company except Mr. Anil Narayan Lonkar, are concerned or interested in passing of above resolution.

The Directors recommended passing of the resolution set out at item number 5 of the accompanying notice.

The explanation together with the accompanying notice is to be regarded as an Abstract of Terms and Memorandum of interest under section 302 of the Companies Act 1956.

The said draft agreement referred to in the Resolution at Item No. 5 is available for inspection to the members at the Registered Office of the company on any working day (excluding Sunday) between 11.00 a.m. to 1.00 p. m. up to and including the day of Annual General Meeting.

By Order of the Board of Directors,  
For Rasoya Proteins Ltd.,



(A.N. LONKAR)  
Managing Director

Place : Nagpur

Date : 12th May 2008

Registered Office & Works :

Village Wanjari, Taluka Wani, Dist. Yavatmal (M.S.)

# Abstract of Memorandum & Memorandum of Interest

To,  
The Members of  
Rasoya Proteins Limited

## ABSTRACT OF MEMORANDUM UNDER SECTION 302 OF THE COMPANIES ACT 1956

The Board of Directors at its meeting held on 12th May 2008, has, subject to the approval of the members, has approved and recommended the reappointment of Mr. Anil Narayan Lonkar as the Managing Director of your company for further period of 5 years commencing from 1st July 2008 on a monthly remuneration of Rs. 75000/- ( Seventy Five Thousand) way of salary and the terms and conditions of his appointment such as Tenure of the Appointment, Nature of duties, other perquisites and allowances etc remains unchanged.

## MEMORANDUM OF INTEREST

Mr. Anil Narayan Lonkar the Managing Director of your company is concerned or interested in the re-appointment mentioned above.

Place : Nagpur  
Date : 12th May 2008  
Registered Office & Works :  
Village Wanjari, Taluka Wani, Dist. Yavatmal (M.S.)

By Order of the Board of Directors,  
For Rasoya Proteins Ltd.,



(A.N. LONKAR)  
Managing Director

# Director's Report

Dear members,

Your Director's have pleasure in presenting the 16th Annual Report together with the Audited Accounts of the Company for the year ended 31st March 2008

## FINANCIAL RESULTS :

| PARTICULARS   | FINANCIAL YEAR (Rs. in Lacs) |             |
|---|------------------------------|-------------|
|   | 2007 - 2008                  | 2006 - 2007 |
| Net Sales/Income from operations                        | 28102.62                     | 16532.15    |
| Other Income  | 13.85                        | 8.98        |
| Total Expenditure                                       | 26558.86                     | 15543.16    |
| Interest  | 508.60                       | 279.39      |
| Profit after interest but before Depreciation and taxes | 1049.02                      | 718.61      |
| Depreciation  | 118.90                       | 100.61      |
| Provision for Taxation (Including Deferred Tax and FBT) | 229.75                       | 167.10      |
| Net profit After Current Year Tax                       | 700.36                       | 450.87      |
| Short Provision of Tax (Earlier Year)                   | 73.54                        | 0.00        |
| Net profit  | 626.82                       | 450.87      |
| Transfer of profit to General Reserve                   | 15.67                        | 11.27       |
| Paid Up Capital   | 1057.29                      | 1057.29     |
| Reserves Excluding Revaluation Reserves                 | 2018.35                      | 1547.95     |
| Earning Per Share (Basic)                               | 5.93                         | 5.79        |
| Earning Per Share (Diluted)                             | 5.77                         | 5.77        |
| Cash Earning Per share (Basic)                          | 7.076                        | 7.08        |
| Cash Earning Per Share (Diluted)                        | 6.88                         | 7.06        |
| Dividend  | 12.50%                       | 12.50%      |

## PERFORMANCE REVIEW :

During the year under review the company achieved turnover of Rs. 281.02 Crores as against Rs 165.32 Crores in the previous year. Profit after interest but before depreciation and tax increased from Rs.7.19 Crores in year 2006-07 to Rs.10.49 crores in year 2007-08. There has been substantial improvement in the performance and profitability of the company during the year under review.



**DIVIDEND :**

In spite of substantial improvement in the performance and profitability during the year, however in view of expansion projects undertaken by your company, Directors has at its meeting held on 12th May 2008 recommended dividend of 12.50% for the financial year ended 31st March 2008.

**DIRECTORS :**

Mr. S.R. Khankhoje, the Director of the company, is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for reappointment.

**FUTURE OUTLOOK :**

- **Power Project :** Your Directors have pleasure in informing that, during the year under review your company has further made the progress in setting up of Co-generation captive power plant with a capacity of 10 MW as a step towards backward integration at Wani in Yavatmal District. All the financial and technical closures were done and the work is in full swing. The project is expected to complete in the financial year 2008-09.
- **Expansion of Solvent Extraction Plant and Oil Refinery :** Your Directors have pleasure in informing you that during the financial year under review your company has enhanced the capacity of Solvent Extraction Plant from 525 tons per day to 900 tons per day whereas the capacity of Oil Refinery has increased from 70 tons per day to 150 tons per day.
- Further your company's own branded consumer Soya bean oil in various oil packs has been receiving excellent response from all over Maharashtra and the market share in branded Soya edible oil segment has also increased substantially offering premium to your company.

**INSURANCE :**

All the assets (Fixed/Current) of your Company are adequately insured.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS/OUTGOINGS :**

Additional information in accordance with the provisions of Section 217 (1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988 and forming part of the Director's Report:

**1. CONSERVATION OF ENERGY -**

- a) The Company closely monitors energy-consuming equipment and makes optimum use of steam by reusing the condensates from

Solvent Plant for Boiler. The measures taken above for reduction in energy consumption are expected to bring about a saving in cost of production. Total energy consumption per unit of production is as follows:

**"FORM A"**

Form for Disclosure of Particulars with respect to Conservation of energy

**A) POWER AND FUEL CONSUMPTION**

| Sr. No. | PARTICULARS   | FINANCIAL YEAR         |                        |
|---------|---|------------------------|------------------------|
|         |   | 2007 - 2008            | 2006 - 2007            |
| 1       | <b>Electricity</b>                                    |                        |                        |
|         | a) Purchased units (K.W.H).                           | 5946260 Units          | 4233930 Units          |
|         | Total amount (Rs).                                    | Rs.25061997            | Rs.18939991            |
|         | Rate (Rs./Unit).                                      | Rs.4.21 Per Unit       | Rs.4.47 per unit       |
|         | b) Own Generation                                     | Nil                    | Nil                    |
| 2       | <b>Coal for generation of steam</b> (Usage in Boiler) |                        |                        |
|         | Quality of Coal used: "STEAM & ROM"                   |                        |                        |
|         | Quantity (in MT).                                     | 12628.370 Mt           | 9034.000 Mt            |
|         | <b>Total Cost (Rs.).</b>                              | <b>Rs. 31445341.00</b> | <b>Rs. 21151456.80</b> |
|         | Average Rate (Rs. /MT).                               | Rs.2490.055 Per Mt.    | Rs.2444.090 Per Mt.    |