

15th ANNUAL REPORT

2007-2008

**HILLOCK AGRO FOODS
(INDIA) LIMITED**

REGD.OFFICE : 9,SHIV SHANKALP SOCIETY,
NR.NARANPURA POST OFFICE,
NARANPURA,AHMEDABAD-380 013

WORKS : SANTEJ-VADSAR ROAD,
VILLAGE-SANTEJ,
TA.KALDEL, DIST. GHANDHINAGAR.

NOTICE

NOTICE is hereby given that the Fifteenth Annual General Meeting of Hillock Agro Foods (India) Limited will be held on 30th September, 2008, Saturday at 10.30 a.m. at 9, Shiv Shankalp Society, Nr. Naranpura Post Office, Naranpura, Ahmedabad - 380 013 to transact the following business :

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Profit and Loss Account for the year ended March 31, 2008, the Balance-sheet as at that date and the reports of the Directors and Auditors there on.
2. To appoint a Director in place of Mr. Dinesh Raval who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint Auditors and fix their remuneration :

SPECIAL BUSINESS

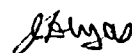
4. To consider and if thought fit, to pass with or without modifications, the following resolution as **Ordinary Resolution** :

"RESOLVED THAT pursuant to section 269,198,309 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956(including any statutory modification or re-enactment thereof) and subject to such other approvals if any, as may be required the consent and approval of the company be and is hereby accorded to the reappointment of Mr. Pradip Vyas as Managing Director of the company for a period of 5 years w.e.f. 01.08.2008.

5. To consider and if thought fit, to pass with or without modifications, the following resolution as **Ordinary Resolution** :

"RESOLVED THAT pursuant to section 269,198,309 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956(including any statutory modification or re-enactment thereof) and subject to such other approvals if any, as may be required the consent and approval of the company be and is hereby accorded to the reappointment of Mr. Harshad Vyas as Jt. Managing Director of the company for a period of 5 years w.e.f. 01.08.2008.

By order of the Board


J. D. Vyas
(Chairman)

Date : 3rd September 2008
Place : Ahmedabad

Registered Office
9, Shiv Shankalp Society,
Nr. Natanpura Post Office,
Naranpura, Ahmedabad - 380 013.

NOTES

- a) A member entitled to attend and vote is entitled to appoint a proxy or proxies to attend and on a poll, to vote instead of himself. A proxy need not be a member.
- b) Explanatory Statement pursuant to 173 (2) of the Companies Act, 1956 is annexed as a part of this Notice.
- c) Members/Proxies should bring the attendance slip, duly filled in for attending the meeting.
- d) Members/Proxies attending the meeting should bring their copy of the Annual Report for reference at the meeting.
- e) The Register of members and Share Transfer Books of the Company shall remain closed From Saturday 20th September, 2008 to Tuesday 30th September, 2008 (both day inclusive).

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EXPLANATORY STATEMENT

[pursuant to Section 173 (2) of the Companies Act, 1956]

ITEM NO. 4

The Board of Directors of the company has been reappointed on revised salary of Mr. Pradip Vyas a Managing Director of the company w. e. f. 1st August, 2008 subject to approval of the members in the Annual General Meeting. Mr. Pradip Vyas has been on Board of Directors since long and looking after Administrative & HR functions of the company.

Mr. Pradip Vyas, Managing Director be paid monthly remuneration upto Rs.30,000/- p.m. and Board of Directors have authority to revised remuneration as and when need arises during his tenure for the period of 5 years.

Accordingly the resolution at item no.4 is proposed for approval of the Members for payment of remuneration to Mr. Pradip Vyas as Director.

Mr. Pradip Vyas is interested in the proposed resolution as it pertains to his own appointment Mr. Jashvant Vyas and Mr. Harshad Vyas are interested in resolution being relative of Mr. Pradip Vyas.

ITEM NO. 5

The Board of Directors of the company has been reappointed on revised salary of Mr. Harshad Vyas as Jt. Managing Director of the company w. e. f. 1st August, 2008 subject to approval of the members in the Annual General Meeting. Mr. Harshad Vyas has been on Board of Directors since long and looking after Administrative & HR functions of the company.

Mr. Harshad Vyas, Jt. Managing Director be paid monthly remuneration upto Rs.30,000/- p.m. and Board of Directors have authority to revised remuneration as and when need arises during his tenure for the period of 5 years.

Accordingly the resolution at item no.5 is proposed for approval of the Members for payment of remuneration to Mr. Deepak Mehta as Executive Director:

Mr. Harshad Vyas is interested in the proposed resolution as it pertains to his own appointment Mr. Jashvant Vyas and Mr. Pradip Vyas are interested in resolution being relative of Mr. Harshad Vyas.

NOTES

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Mr. Harshad Vyas, Jt. Managing Director be paid monthly remuneration upto Rs.30,000/- p.m. and Board of Directors have authority to revised remuneration as and when need arises during his tenure for the period of 5 years.

Accordingly the resolution at item no.5 is proposed for approval of the Members for payment of remuneration to Mr. Deepak Mehta as Executive Director.

Mr. Harshad Vyas is interested in the proposed resolution as it pertains to his own appointment Mr. Jashvant Vyas and Mr. Pradip Vyas are interested in resolution being relative of Mr. Harshad Vyas.

DIRECTORS' REPORT

To,
Dear Members,

Your Directors are pleased to submit this Fifteenth Annual Report together with the audited accounts of the Company for year ended 31st March 2008.

FINANCIAL RESULTS

	Amount Rs. 2007-2008	Amount Rs. 2006-2007
Turn Over	51,28,505	50,95,271
Profit/Loss before Depreciation	45,78,746	(96,186)
Less : Depreciation	10,72,624	10,72,624
Profit/Loss before Tax	35,06,122	(9,76,438)
Provision for Taxation	NIL	NIL
Profit/Loss after Tax	35,06,122	(9,76,438)

DIVIDEND

The Directors do not recommended any dividend for the year under review.

OPERATIONS

The Company is continuing its efforts for the revival of the business. In spite of very difficult financial position of the Company all efforts are being made to continue operations of the Company. The Company is presently not doing its own business in view of the financial difficulties faced by the Company. However, Company continued with contractual work and has achieved turnover of Rs.51.28 lacks during the year. The Company is vigorously pursuing recovery from old debtors.

The company has sold surplus land at its factory site and repaid fully dues of Ahmedabad Peoples' Co-op Bank Ltd. Ahmedabad.

FINANCE

Your Directors have to report that the Ahmedabad Peoples' Co-op Bank Ltd. Ahmedabad has continued its co-operation. The Directors have settled the accounts with Ahmedabad Peoples' Co-op Bank Ltd. Ahmedabad and obtained their no due certificate.

EMPLOYEES

There was no employee drawing remuneration covered under Section 217(2A) of the companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

(7)

LISTING

The Company's equity shares have been listed the Stock Exchange at Ahmedabad (Regional), Mumbai and Chennai and the Company has not paid listing fees to the respective Stock Exchanges.

DIRECTORS

Mr. Dinesh Raval, Director of the company retires by rotation as Directors of the Company but being eligible offers themselves for re appointment.

AUDITORS

The present Auditors M/s Khandar & Parikh, Chartered Accountants, Ahmedabad, will retire at the Conclusion of the forthcoming Annual General Meeting. You are requested to consider their re-appointment.

The observation read with the notes to the accounts are self explanatory.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGES / OUTGO

Information under 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, is as per Annexure - "A" which is annexed herewith.

DIRECTORS RESPONSIBILITY STATEMENT

Your Directors confirm

- (i) That in the preparation of the Annual Accounts the applicable accounting standards have been followed.
- (ii) That the Directors have selected such accounting policies and applied them consistently subject to (i) and made judgments 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 ended 31st March 2008.
- (iii) That the Directors had 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.
- (vi) That the Directors have prepared the Annual Accounts on a going concern basis.

ACKNOWLEDGEMENT

Your Directors wish to thank the government authorities, bankers other business associates and shareholders for the co-operation and encouragement extended to the Company. The Directors also place on record their deep appreciation for the contribution made by the employees at all levels.

Place : Ahmedabad
Date : 03/09/08

For and On Behalf of the Board of Directors.

J. D. Vyas
J. D. Vyas
Chairman

ANNEXURE

(Disclosure of particulars in the Report of Board of Directors) Rules, 1988 :

A. Conservation of Energy :

Power and Fuel Consumption 07-08		Santej 06-07
Electricity		
Purchased Unit	6,55,278	
Total Amount	32,60,655	29,43,684
Rate / Unit	4.97 Rs.	

- a. Disclosure of Particulars with respect to Conservation of Energy
- b. Additional Investment & proposal : Nil
- c. Impact of the measures at (a) & (b) above and consequent impact on the cost of production of goods : N.A.
- d. Total energy consumption and energy consumption per unit of production : N.A.

B. Technology absorption

E Efforts made in technology absorption as per Form B.

C. Foreign Exchange Earning & Outgo :

- f. Activities relating to Exports etc. : Nil
- g. 1) Total foreign Exchange used : Nil
- 2) Total foreign Exchange Earned : Nil

FORM B

(Form for disclosure of particulars with respect to absorption)

Research and Development (R & D) :

1. Special areas in which R&D carried out by the Company.
2. Benefits derived as a result of the above R & D.
3. Future plan of action.

4. Expenditure on R & D.

Technology absorption, adaptation and innovation :

The production technology is Indigenously developed and the Company is carrying out its Activities with its trained and Experience staff.

There is no separate R & D.

1. Efforts, in brief, made towards technology absorption, adaptation and innovation.
2. Benefits derived as a result of the above efforts.

3. In case of imported technology:

- (a) Technology imported
- (b) Year of import
- (c) Has technology been fully absorbed?
- (d) If not fully absorbed, areas where
This has not taken place, reasons
Thereof and future plans of action.

The technology has been developed has fully absorbed the production indigenously and the company has technology. The company has not sued any Imported technology

For and On Behalf of the Board

J.D. Vyas
J.D. Vyas

Chairman & Mg. Director

Place : Ahmedabad
Date : 03/9/08

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