

BOARD OF DIRECTORS

Mr. H. B. Patel - **Chairman**
 Mrs. Smita Patel - **Whole-Time Director**
 Mr. P. J. Patel - **Director**
 Mr. A. N. Nopany - **Director**

COMPANY SECRETARY

Mr. Vasant Goray

AUDITORS

Alladi Krishnan & Kumar
 4, Marshal Mogal Lane,
 Mahim, Mumbai - 400 016.

BANKERS

Canara Bank,
 Tamarind Lane Branch,
 Calcot House, Fort,
 Mumbai - 400 023.

REGISTRAR AND TRANSFER AGENTS

Adroit Corporate Services Pvt. Ltd.,
 19/20, Jaferbhoy Industrial Estate,
 1st Floor, Makwana Road,
 Marol Naka, Andheri (E),
 Mumbai – 400 059.

REGISTERED OFFICE

612, Veena Killedar Industrial Estate,
 10/14, Pais Street, Byculla (W),
 Mumbai – 400 011.

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WORKS

Survey No. 381, Causeway Road
 Village Kachigam, Taluka Daman
 Union Territory of Daman & Diu.

Plot No.277/3/3,
 Dadra Demni Road
 U.T. Of Dadra & Nagar Haveli



NOTICE

Notice is hereby given that the 26th Annual General Meeting of Rishi Packers Limited will be held on Tuesday, the 14th day of September, 2010 at 11.30 a.m. at Indian Merchants' Chamber, H. T. Parekh Conference Room, 4th Floor, IMC Marg, Churchgate, Mumbai - 400020 to transact the following business:

As ordinary Business

1. To receive, consider and adopt the Audited Balance Sheet as on 31st March 2010 and the Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Pranav Patel, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration.

As Special Business

- 4 To consider and if thought fit, to pass with or without modifications the following Resolution as a Special Resolution.

Resolved that pursuant to the Provisions of sections 198, 269, 309, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, the Company hereby approves the Re-appointment of Mrs. Smita Patel as Whole - Time Director of the Company, for a period of Three Years from 1st of October, 2010, on remuneration and Perquisites and other terms and conditions not exceeding the maximum limits specified in Schedule XIII as set out in the Draft of the Agreement to be entered into between the Company and Mrs. Smita Patel, placed before this Meeting and initialed by the Chairman for identification and the Board of Directors be and is hereby authorised, with the acceptance of Mrs. Smita Patel and with the consent of Central Govt., or any other authorities, where necessary, to vary or increase or enhance the Scope of the Remuneration or Perquisites as and when deem fit.

Resolved Further that the Secretary be and is hereby authorised to do all such Acts, Deeds, Matters and things as may be considered necessary, proper and expedient to give effect to this resolution.

Resolved Further that in the event of loss or inadequacy of profits Mrs.Smita Patel be paid Remuneration to the extend provided in Schedule XIII.

Registered Office:

612, Veena Killedar Industrial Estate,
10-14, Pais Street, Byculla (W), Mumbai - 400011

By Order of the Board

Vasant Goray
Company Secretary

Dated : 29th May, 2010

NOTES

- A 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.
- B. Register of Members and Share Transfer Books of the Company will remain closed from 7th September to 14th September 2010 (both days inclusive).
- C. Re-appointment of Director
Mr. Pranav Patel, aged 41 years is a commerce graduate with over 20 years business experience. He has been acting as Director since September, 2002. He retires by rotation and is eligible for reappointment. He is presently the Managing Director of M. P. Dychem Industries Pvt. Ltd. He holds 1767 shares in the Company.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 OF THE COMPANIES ACT 1956**Item No. 4**

Mrs. Smita Patel Aged 47 years was appointed as Whole-Time Director of the Company with effect from 1st October, 2007. Mrs. Smita Patel is a graduate and has been associated with the development of Shade Nets. She has over Nine years experience in this field.

Rishi Packers is engaged in the manufacture of Woven Sacks and Shade Nets. The Manufacturing unit of the Company is situated at Union Territory of Daman. The performance of the Company in the last two years suffered due to the recessionary conditions. Besides, the cost of raw materials went up in the last year which affected profitability. However, the company has not suffered any cash Losses. Steps are being taken by the Directors to improve the working in the current year.

The terms and conditions of her appointment are set out in the Agreement to be entered into between the Company and the Whole-Time Director. The draft Agreement contains interalia, the following terms and conditions

1. Period	Three years with effect from 1 st October, 2010.
2. Remuneration	
salary per month	Not exceeding Rs.1,50,000/- to be decided by the Board.
Commission	Not exceeding 1% of Net profits.
Perquisites	Perquisites will be limited to an amount equal to salary.
Housing	House rent allowance up to 50% of salary. In case of rented accommodation, rent up to 50% of Salary will be paid to the Managerial Person.
Expenses on Gas Electricity, water and Furnishing	Not exceeding 10% of salary (valued as per Income Tax Rules).
Leave	One month for every eleven months of service. Leave accumulated and not availed can be encashed at the end of each year or at the end of tenure.
Medical Reimbursement	Reimbursement of expenses incurred for self and family.
Leave travel concession	Plane fare for self and family once in a year to any Place within the country.
Personal Accident Insurance	Personal Accident Insurance for an amount, the Annual premium of which does not exceed Rs.10000/-.
Provident Fund	a) Company's contribution towards PF-not exceeding 12% of salary b) Company's contribution towards Superannuation fund as per the rules of the Company.
Gratuity	One months' salary for each completed year of service.



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Car	Free use of Company maintained car with chauffeur
Telephone	Free Mobile phone and basic telephone facility at home.
Performance Bonus	As may be decided by the Board based on the performance but not exceeding an amount equal to salary.

Family means the Spouse, the dependent children and dependent parents of the Managerial person.

Contribution towards PF, Gratuity and Superannuation fund will not be included in the Computation of ceiling on perquisites to the extent these either singly or taken together are not taxable under the Income Tax Act.

- 3) The Special Resolutions contained in item no. 4 of the Notice seeks to approve the Re-appointment of Whole-Time Director on remuneration and terms set out in the draft of the proposed Agreement between the Company and the Whole - Time Director, a copy of which will be available for inspection at the registered office of the Company on any working day up to the date of Annual General Meeting between 11.00 a.m. and 1.00 p.m excluding Saturdays, Sundays and Holidays.
- 4) The above shall be treated as abstract of the draft Agreement between the Company and the Whole –Time Director pursuant to Section 302 of the Companies Act, 1956.
- 5) In case of absence or inadequacy of profits in any financial year, the remuneration stated above subject to limits specified in Schedule XIII will be paid as Minimum Remuneration to the Whole-Time Director.

The Board recommends her appointment. No Director other than Mr. Harshad Patel and Mrs. Smita Patel is interested in the Resolution.

Registered Office :-

612, Veena Killedar Industrial estate,
10-14, Pais Street , Byculla (W),
Mumbai 400011.

**By Order of the Board
For Rishi Packers Ltd.**

**Vasant Goray
Company Secretary**

Dated 29th May 2010

DIRECTORS' REPORT**FINANCIAL RESULTS :**

	Rs. in Lacs	
	2009-10	2008-09
Total Income	2242.53	2123.31
Earning before Interest & Depreciation	264.48	265.59
Interest	151.52	160.71
Depreciation	141.95	142.36
Profit before Tax	(28.99)	(37.48)
Provision for Tax	--	1.37
Profit after Tax	(28.99)	(38.85)

OPERATING RESULTS

During the year the turnover of the Company went up from 2123.31 Lacs to Rs. 2242.53 Lacs, showing an increase of 5.6% over previous year. However, the EBIDT is lower than that in the previous year mainly on account of higher material consumption cost. After providing for Rs. 151.52 Lacs towards interest and Rs. 141.95 Lacs towards Depreciation, the operations of the Company resulted in a loss of Rs. 28.99 Lacs as Compared to a Loss of Rs. 37.48 Lacs suffered in the previous year.

DIVIDEND

In view of inadequacy of profits, the Directors regret their inability to declare dividend.

CURRENT YEAR

The Sales during the period upto the date of this Report are Rs. 321 Lacs as compared to Rs. 367 Lacs in the same period in the previous year.

INSURANCE

All the properties of the Company have been adequately insured against fire, riot, earthquake, and various other risks.

FIXED DEPOSITS

During the period under report, the Company has Renewed Fixed Deposits amounting to Rs.11.84 Lacs. The total deposits outstanding at the end of the year amounts to Rs. 64.01 Lacs.

DIRECTORS

Mr. Pranav Patel retires by rotation and being eligible, offers himself for re-appointment.

DIRECTORS RESPONSIBILITY STATEMENT

Your Directors hereby Report:

- A. That in the preparation of Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departure, if any.
- B. That the Directors have selected such Accounting policies and applied them Consistently and made judgment and estimates that are reasonable and prudent so as to give a true and fair view of the State of Affairs of the Company as at March 31, 2010 and of Profit and Loss account for the year ended March 31, 2010.



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- C. That the Directors have 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.
- D. That the Directors have prepared the Accounts on a going concern basis.

PARTICULARS OF EMPLOYEES

During the year under Report, no employee has drawn remuneration in excess of the limits laid down under Section 217 (2A) of the Companies Act, 1956.

THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988.

The information required to be disclosed is set out in Annexure.

AUDITORS

M/s. Alladi Krishnan & Kumar, Chartered Accountants, Statutory Auditors of the Company retire and offer themselves for re-appointment. The Company has obtained the requisite certificate required under section 224 of the Companies Act, 1956 to the effect that their re-appointment, if made, will be in conformity with limits specified in the said section.

APPRECIATIONS

The Directors place on record their appreciation of the efficient and loyal services rendered by the Staff and workmen as also help and guidance received from Canara Bank.

Place : Mumbai
Date : 29.05.2010

By Order of the Board
Harshad B. Patel
Chairman

ANNEXURE

THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS RULES, 1988)

(A) CONSERVATION OF ENERGY

The Company has installed a Monolayer Blown Film Line which is operationally faster than the existing machines and consumes less power and generates less wastage. The form 'A' prescribed under the rules is not applicable to the Company.

(B) TECHNOLOGY ABSORPTION

The company has been constantly improving the quality of the products to suit the requirements of customers. No specific amount is earmarked for R&D. The Company has installed new Machines as well as modified existing machines to improve the quality of its products.

TECHNOLOGY ABSORPTION, ADAPTION AND INNOVATION

The Company has not imported any Technology.

(C) FOREIGN EXCHANGE EARNINGS AND OUTGO

The earning in foreign exchange on Export of bags and fabrics amounts to Rs.469.23 Lacs. Expenditure in foreign currency on account of Travelling Rs.1.74 Lacs and on account of import of Raw Materials Rs.6.53 Lacs.

CORPORATE GOVERNANCE REPORT

STATEMENT ON COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company's Philosophy on Corporate Governance aims at attaining the highest level of Professionalism, honesty and integrity, besides transparency and accountability towards its stakeholders including shareholders, employees, the government and lenders. The Company has fully complied with the requirements of Corporate Governance under the revised clause 49 of the listing agreement.

BOARD OF DIRECTORS (As on 31.03.2010)

The Company has four Directors. There is no Nominee Director on the Board. There are two Promoter Directors and two independent Directors on the Board.

No Director of the Company is either member of more than ten committees and/ or Chairman of more than five committees across all Companies in which he is Director and necessary disclosures to this effect has been received by the Company from all the Directors.

During the year, in all Six Board Meetings were held i.e. on 23rd April, 2009; on 4th May, 2009; 30th June, 2009; on 24th July, 2009; on 30th October, 2009 and on 28th January, 2010. The time gap between any two meetings was not more than 4 months.

The details of Directors and their attendance record at Board Meetings held during the year, at last Annual General Meeting & number of other directorships and chairmanships/memberships of committees is given below

Name	Category	Other director Ships in public Co's	Committee Memberships/ Chairmanships (including RPL)#	Attendance At Board Meetings	Attendance atAGM	Share holding of Non executive Directors
Mr. H.B.Patel	Promoter/ Executive	1	2	6	Yes	N.A.
Mr. A.N.Nopany	Non-Promoter/Independent	Nil	3	1	No	Nil
Mr. P.J.Patel	Non-Promoter/Independent	2	3	6	No	1767
Mrs. Smita Patel	Promoter/ Executive	1	Nil	6	Yes	N.A.

While considering the memberships/chairmanships only Audit Committee and Shareholders and Investor Grievance Committee are considered.

Code of Conduct

The Board has laid down a Code of Conduct for all Board members and senior management personnel of the Company, which has been posted on the website of the Company www.rishipac.com.

All Board members and senior management personnel have affirmed compliance with the code for the year ended on March 31, 2010. Declaration to this effect signed by the Whole Time Director of the Company for the year ended on March 31, 2010 has been included elsewhere in this report.

COMMITTEES

1) Remuneration Committee

Remuneration Committee approves the remuneration payable to the Whole-Time Director and senior executives.

The Whole Time Director is paid remuneration. Other Directors are paid sitting fees of Rs. 500/ per Board Meeting.



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Whole Time Directors Remuneration

Period	Three years from 1.10.2007
Salary	Not Exceeding Rs. 90,000 per month
HRA	50% of salary per month

Besides the above, the Whole-Time Director is entitled to perquisites such as PF, Gratuity, Medical, LTA, Telephone, Car, Accident Insurance.

Total Remuneration received by the Whole Time Director during the year 2009-10 amounts to Rs.11.51 lacs.

2) Audit Committee

The Audit Committee consists of three Directors, Mr.P.J.Patel, Mr. Arvind N. Nopany and Mr.Harshad Patel out of which two are independent Directors.

The terms of reference to the Committee broadly are as under

1. Reviewing the quarterly and annual financial statements before submission to the Board.
2. Recommending to the Board the appointment, reappointment of the statutory auditors and fixing their remuneration.
3. Reviewing the internal control system and internal audit function.
4. Discussing with internal auditors failure in internal control system and recommending measures for improvement.
5. Discussing with statutory auditors about the nature and scope of audit and post audit discussions on any area of concern.
6. To look into any defaults in payment to depositors, shareholders and creditors.

The Committee met on 30.6.2009 to consider the Annual Accounts for the year ended 31.3.2009, on 23.7.2009 to consider quarterly unaudited results for the quarter ended 30.6.2009, on 29.10.2009 to consider the half yearly results for the half year ended 30.9.2009 and on 28.1.2010 to consider the Nine months unaudited results for the period ended 31.12.2009.

3) Shareholders/ Investors Grievance Committee

The Committee consists of two independent Directors, Mr.Arvind N. Nopany and Mr. Pranav Patel. The Committee has been constituted to look into redressal of shareholders complaints and correspondence with SEBI and the Stock Exchange.

There are no complaints pending with the company.

General Meetings

- 23rd AGM - Tuesday, 25.9.07 at 1.00 p.m - Killachand Conference Room, IMC, Churchgate, Mumbai 400020.
24th AGM - Tuesday, 29.9.08 at 1.00 p.m - Killachand Conference Room, IMC, Churchgate, Mumbai 400020.
25th AGM - Wednesday, 23.9.09 at 4.30 p.m. - Killachand Conference Room, IMC, Churchgate, Mumbai 400020
26th AGM - Tuesday, 14.9.10 at 11.30 a.m. Indian Merchants' Chamber, H. T. Parekh Conference Room, 4th Floor, IMC Marg, Churchgate, Mumbai 400020.

Special Resolutions

In the 23rd Annual General Meeting, no special Resolutions were passed.

In the 24th Annual General Meeting Special Resolution was passed for Appointment and Payment of Remuneration to Whole –Time Director.

In the 25th Annual General Meeting, no Special Resolutions were passed.

Postal Ballot

No Resolution was put through postal ballot last year.

Disclosures

There are no transactions of material nature with the Promoters, the Directors or the Management, their Subsidiaries or relatives, etc. that had any potential conflict with the interest of the Company at large.

There were no cases of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange or SEBI or by any statutory authority, on any matter relating to Capital market.

The Company follows Accounting Standards issued by the Institute of Chartered Accountants of India and in the preparation of financial statements, the company has not adopted a treatment different from that prescribed in any Accounting Standard.

The Managing Director and the Finance Officer have certified to the Board in accordance with clause 49(V) of the Listing Agreement pertaining to CEO/CFO certification for the financial year ended 31.3.2010.

A certificate from the Auditors of the Company regarding compliance of Corporate Governance clause 49 of listing Agreement is annexed herewith.

Means of Communication

The Company has been publishing the Unaudited Quarterly and Audited Annual results in Free Press Journal and Navshakti.

General Shareholder Information

26th Annual General Meeting

Date : 14.09.10

Time : 11.30 a.m.

Venue : Indian Merchants' Chamber, H. T. Parekh Conference Room, 4th Floor, IMC Marg, Churchgate, Mumbai - 400020

Financial Calendar

Publication of Unaudited Results.

Quarter Ending

June, 30th 2010 45 days from the end of quarter

September, 30th 2010 45 days from the end of quarter

December, 31st 2010 45 days from the end of quarter

March, 31st 2011 45 days from the end of quarter or 60 days from the end of quarter in case of Audited Results.

Book Closure Date

07.09.2010 to 14.09.2010 (both days inclusive)

Factory Visit

In the month of January 2010 the Company arranged for factory visit (at Daman) for Shareholders who had attended the last AGM.

Listing on Stock Exchange

The shares of the Company are listed on the Mumbai Stock Exchange
CDSL/NSDL ISIN NO. : INE989D01010