

16TH

**Annual Report
2009 - 2010**

SPECTRUM FOODS LIMITED

L-5, B - II, Krishna Marg, C-Scheme, JAIPUR - 302001

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BOARD OF DIRECTORS

Shri Bhanwar Singh	<i>Whole-time Director (Executive)</i>
Shri Anuj Kumar Samdhani	<i>Director (Non-Executive)</i>
Shri Atul Kharbanda	<i>Director (Non-Executive)</i>
Shri Manish Saini	<i>Director (Non-Executive) (w.e.f 30.01.2010)</i>
Shri Prabhu Dayal Samdhani	<i>Director (Non-Executive)</i>

Shri Rohit Pareek	<i>Compliance Officer</i>
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Statutory Auditors

N. Kataria & Associates
Chartered Accountants
109-110, Pinkcity Towers,
Nr Petal Factory,
Jhotwara Road, Jaipur-302012

Corporate Advisor

V.M. & Associates
Company Secretaries
403, Royal World,
S.C. Road,
Jaipur-302001

Registrar & Share Transfer Agent

Beetal financial & Computer Services (P) Ltd.
Beetal House, 3rd Floor, 99, Madangir,
Behind Local Shopping Centre
Near Dada Harsukhdas Mandir, New Delhi-62
Tel : 011 2996 1281/82 Fax: 011 2996 1284

Bankers

HDFC Bank Ltd.
State Bank of Bikaner & Jaipur

Registered Office

'Surya House',
L—5, B – II, Krishna Marg,
C-Scheme, Jaipur – 302 001
RAJASTHAN

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that 16th Annual General Meeting of the members of Spectrum Foods Limited, will be held on Saturday, the 18th day of September, 2010 at 4:00 P.M. at Surya House, L-5, B - II, Krishna Marg, C-Scheme, Jaipur – 302 001, Rajasthan, to transact the following business :-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2010, Profit and Loss Account for the year ended on that date and the Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Atul Kharbanda, who retires by rotation, and being eligible offers himself for re-appointment.
3. To appoint M/s. N. Kataria & Associates, Chartered Accountants, the retiring Auditors of the Company, who shall hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS

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

“RESOLVED THAT Shri Bhanwar Singh, who was appointed as an Additional Director of the Company under Section 260 of the Companies Act, 1956 w.e.f 11th September, 2009 and who holds office upto the date of this Annual General Meeting in respect of whom Company has received a notice under Section 257 of the Companies Act, 1956 from a member, in writing, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

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, 349 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956, including any statutory modification(s) or re-enactment(s) thereof, the consent of the company be and is hereby accorded to the appointment of Shri Bhanwar Singh as Whole-time director of the company w.e.f 19th December, 2009 on the terms and conditions including remuneration as set out in explanatory statement annexed to the notice convening the meeting.

RESOLVED FURTHER THAT the board be and is hereby authorised to do all acts, deeds and things as may be necessary to give effect to this resolution.”

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

"RESOLVED THAT Shri Manish Saini, who was appointed as an Additional Director of the Company under Section 260 of the Companies Act, 1956 w.e.f 30th January, 2010 and who holds office upto the date of this Annual General Meeting in respect of whom Company has received a notice under Section 257 of the Companies Act, 1956 from a member, in writing, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation."

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

"RESOLVED THAT M/s V. M. & Associates, Company Secretaries, Jaipur be and is hereby appointed for the issuance of Compliance Certificate under section 383A of the Companies Act, 1956 and to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Board of Directors of the Company in consultation with the said firm."

Date : 31.07.2010

BY ORDER OF THE BOARD

Place : Jaipur

Sd/-

Bhanwar Singh
Whole Time Director

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. PROXY FORM, IN ORDER TO BE EFFECTIVE, SHOULD BE DULY STAMPED, FILLED AND SIGNED, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF MEETING.
2. Members and Proxies are requested to bring their admission slips duly filled in for attending the meeting.
3. The Explanatory statement pursuant to Section 173 of the Companies Act, 1956, in respect of business under Item No. 4, 5, 6 and 7 to be transacted at the 16th Annual General meeting is given below and forms part of the Notice.
4. Beetal Financial & Computer Services (P) Ltd. is the Registrar and Share Transfer Agent (RTA) for physical shares and is also the depository interface of the Company with both CDSL and NSDL.
5. Shareholders holding shares in the certificate form are requested to notify/send the followings to Beetal Financial & Computer Services (P) Ltd. to facilitate better servicing:
 - Any change in their address/ mandate/ bank details,
 - Particulars of their bank account, in case the same have not been furnished earlier, and
 - Share certificates held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such shareholdings into a single account.
6. The shareholders, who have not converted their shares in demat form, are requested to do so.
7. The documents referred to in the proposed resolutions are available for inspection at the registered office of the Company during working hours between 10.00 A.M. to 1.00 P.M. except on holidays.
8. Queries on accounts and operations may please be sent to the Company 7 days in advance of the Annual General Meeting so that the answers may be made available at the meeting.
9. The register of Members and Share Transfer Books of the Company will remain closed from Tuesday, the 14th day of September, 2010 to Saturday, the 18th day of September, 2010 (both days inclusive).
10. Members are requested to bring their personal copy of Annual Report to the Meeting.

Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956

ITEM NO. 4 & 5

The Board of Directors of the Company at its meeting held on 11th September, 2009 appointed Shri Bhanwar Singh as an Additional Director w.e.f 11th September, 2009 pursuant to the provisions of Section 260 of the Companies Act, 1956 read with Articles of Association of the Company.

In terms of the provisions of the Section 260 of the Companies Act, 1956, Shri Bhanwar Singh would hold office up to the date of ensuing Annual General Meeting.

The Company has received a notice in writing from a member alongwith deposit of Rs. 500/- for proposing the candidature of Shri Bhanwar Singh for the office of Director of the company under the provisions of Section 257 of the Act.

Further the board also appointed, subject to the approval of the members, Shri Bhanwar Singh as Whole-time Director of the Company w.e.f 19th December, 2009.

It is proposed to seek Members' approval for the appointment of and remuneration payable to Shri Bhanwar Singh as Whole Time Director, in terms of the applicable provisions of the Act.

Broad particulars of the terms of appointment of and remuneration payable to Shri Bhanwar Singh are as under:

Remuneration: Basic Salary : Rs. 7500/- P.M

Other : Nil

Shri Bhanwar Singh will perform the duties and exercise the powers, which from time to time may be assigned to or vested in him by the Board of Directors of the Company.

None of the Directors other than Shri Bhanwar Singh, being appointee is concerned or interested in the said resolution.

Your Directors recommend the ordinary resolutions at Item No. 4 & 5 for approval of members.

This should be treated as an abstract of the terms of appointment and payment of remuneration to Shri Bhanwar Singh and a memorandum as to the nature of the concern or interest of the Directors as required under Section 302 of the Companies Act, 1956.

Item No. 6

The Board of Directors in its meeting held on 30.01.2010 appointed Shri Manish Saini as an Additional Director. The aforesaid appointment was in pursuance of the provisions of Section 260 of the Companies Act, 1956 and Articles of the Articles of Association of the Company. He holds office up to the date of ensuing Annual General Meeting. The Company has received notice in writing from a member along with deposit of Rs. 500/- signifying his intention to propose the candidature of Shri Manish Saini as a Director of the Company in terms of Section 257 of the

***** SPECTRUM FOODS LIMITED *****

Companies Act, 1956. If appointed, Shri Manish Saini will act as a Non- executive independent Director liable to retire by rotation.

Your Directors recommend the ordinary resolution at Item No. 6 for approval of members.

None of the Directors of the Company other than Shri Manish Saini, being appointee is concerned or interested in the said Resolution.

Item No. 7

As per the requirements of Section 383A of the Companies Act, 1956 and (Companies Compliance) Certificate Rules, 2001 the Company has to obtain a certificate from Company Secretary whole time in Practice certifying that legal and procedural requirement under the Companies Act have been duly complied with by the Company. For which appointment of M/s V. M. & Associates, Company Secretaries, Jaipur for issue of Compliance Certificate u/s 383A of Companies Act, 1956 is sought.

Your Directors recommend the ordinary resolution at Item No. 7 for approval of members.

None of the directors is concerned or interested in passing the said resolution.

Date : 31.07.2010

BY ORDER OF THE BOARD

Place : Jaipur

Sd/-
Bhanwar Singh
Whole Time Director

ANNEXURE TO THE NOTICE OF 16TH AGM

Details of Directors seeking appointment/re-appointment in the Annual General Meeting to be held on 18th September, 2010, pursuant to Clause 49 of Listing Agreement:

Name of Director	Shri Atul Kharbanda	Bhanwar Singh	Shri Manish Saini
Date of Birth	17.04.1974	15.07.1978	25.10.1984
Date of Appointment	30.01.2009	11.09.2009	30.01.2010
Designation	Director	Whole Time Director	Director
Qualifications	Graduate	Graduate	Graduate
Directorship held in other Public Limited companies	Nil	Nil	Nil
Membership/Chairmanship of Committees of other public companies	Nil	Nil	Nil

Date : 31.07.2010

BY ORDER OF THE BOARD

Place : Jaipur

Sd/-
Bhanwar Singh
Whole Time Director

DIRECTORS' REPORT

To,
The Members,
Spectrum Foods Ltd.,
Jaipur.

Your Directors are pleased to present the 16th Annual Report and the Audited Accounts of the Company for the year ended March 31, 2010.

1. FINANCIAL PERFORMANCE

	(Rs. in lacs)	
Particulars	Financial Year 31.03.2009-10	Financial Year 31.03.2008-09
Total Income	23,383,955	19,663,703
Profit/(Loss) before Depreciation & Taxation	4210643	(766,333)
Depreciation	-	-
Profit before tax	4210643	(766,333)
Taxation (including FBT & Deferred Taxation)	558675	Nil
Profit/(loss) after tax	3651968	(766,333)

2. TURNOVER, PROFITS & FUTURE PROSPECTS

The total income during the year under review was Rs 23,383,955/- as against Rs. 19,663,703/- in the previous year. The Company incurred a profit of Rs. 36,51,968/- as against a loss of Rs 7,66,333/-last year.

3. DIVIDEND

In view of conserving the profits for the future, your Directors do not recommend payment of any dividend for the financial year ended on 31st March, 2010.

4. BOARD OF DIRECTORS

Shri Bhanwar Singh was appointed as an Additional Director of the Company on the meeting of Board of Directors of the Company held on 12th August , 2009.

He was not regularized as a Director at the Annual General Meeting, hence ceased to be a Director under Section 260 of the Companies Act, 1956.