

19TH

Annual Report
2012-2013

SPECTRUM FOODS LIMITED

L-5, B - II, KRISHNA MARG, C-SCHEME, JAIPUR - 302001

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BOARD OF DIRECTORS

Shri Girdhar Gopal Saboo

Director (Executive) (w.e.f. 23.01.2013)

Shri Atul Kharbanda

Director (Executive)

Shri Vijay Kumar

Director (Non- Executive)

Shri Navrsinh Pathusingabhai Parmar

Director (Non- Executive)

COMPLIANCE OFFICER

Mr. Rohit Pareek

Statutory Auditors

N.Kataria & Associates

Chartered Accountants

710, Paris Point, Collectorate Circle
Bani Park, Jaipur-302016

Corporate Advisors

Naredi Vinod & Associates

Company Secretaries ,
Jaipur Tower, M.I.Road
Jaipur-302 001

Registered Office

L-5, B – II, Krishna Marg,
C-Scheme, Jaipur 302001,
(RAJASTHAN)

Bankers

HDFC Bank Ltd
State Bank of Bikaner & Jaipur

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-110062
Tel: 011 2996 1281/82 Fax: 011 2996 1284

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that 19th Annual General Meeting of the members of **Spectrum Foods Limited**, will be held on Monday, the 16th day of September, 2013 at 11:00 A.M. at L-5, B - II, Krishna Marg, C-Scheme, Jaipur-302001, 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, 2013, Profit and Loss Account for the year ended on that date and the Reports of Directors and Auditors thereon.
2. To appoint M/s. N. Kataria & Associates, Chartered Accountants, the retiring Auditors of the Company, who shall hold office from the conclusion of Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.
3. To appoint a Director in place of Shri Atul Kharbanda who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS

4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as ordinary resolution:

“RESOLVED THAT Shri Girdhar Gopal Saboo, who was appointed as an Additional Director of the Company under Section 260 of the Companies Act, 1956 on 1st October, 2012 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.”

Date: 26.08.2013
Place: Jaipur

BY ORDER OF THE BOARD

Sd/-
(Atul Kharbanda)

Director

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY AND VOTE ON POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. The register of Members and Share Transfer Books of the Company will remain closed from 10th September, 2013 to 16th September, 2013 (both days inclusive).
3. Non-Resident Indian Shareholders are requested to inform M/s Beetal Financial & Computer Services (P) Ltd., the Registrar and Share Transfer Agent of the Company immediately about:
 - a.) The change in the Residential status on return to India for permanent settlement.
 - b.) The particulars of the Bank Account maintained in India with complete name, branch, account type, account number and address of the Bank, if not furnished earlier.
4. Members requiring information on the accounts are requested to write to the Company at least 7 (Seven) days before the date of the meeting to enable the Company to furnish the information.
5. 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.
6. Members are requested to intimate Beetal Financial & Computer Services (P) Ltd. the following:
 - i) Change in their Registered Addresses, if any, in respect of Equity Shares held in electronic form (Dematerialized form) to their Depository Participant(s).
 - ii) Any change in their Registered Addresses in respect of equity shares held in physical form.
 - iii) Quote the registered folio number / DP-ID and CL-ID in all future correspondence
 - iv) Particulars of their Bank account, in case the same have not been furnished earlier, and

- v) Share Certificate 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.
7. Members are requested to please bring their copies of Annual Report at the meeting.
8. Members and Proxies attending the meeting are requested to bring the attendance slip duly filled in for attending the meeting.
9. Members are informed that in case of Joint holders attending the meeting, only the joint holder higher in the order of the names will be entitled to vote.
10. Corporate members are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
11. The shareholders, who have not converted their shares in demat form, are requested to do so.
12. 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.
13. As required under Clause 49 of the Listing Agreement, the Particulars of Director proposed to be appointed/re-appointed are being published in this Annual Report as Annexure "A".
14. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of the Special Business mentioned under item no. 4 of the Notice is annexed hereto.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF COMPANIES ACT, 1956.

Item No. 4

Shri Girdhar Gopal Saboo was appointed as an Additional Director of the Company in the Board Meeting held on 1st October , 2012. As per the provisions of Section 260 of the Act read with Article 78 of the Articles of Association of the Company, the director shall hold office only upto the date of the forthcoming Annual General Meeting of the Company, and is eligible for appointment as a Director.

The Company has received a Notice in writing from a Member along with a deposit of Rs. 500/- proposing the candidature of Shri Girdhar Gopal Saboo for the office of Director of the Company, under the provisions of Section 257 of the Companies Act, 1956.

It will be in interest of the Company that Shri Girdhar Gopal Saboo is appointed as Non-Executive Director, who if appointed, shall be liable to retire by rotation, in accordance with the provisions of the Companies Act, 1956 and the Articles of Association of the Company.

Save and except Shri Girdhar Gopal Saboo, as appointee, none of the Directors of the Company are in any way, concerned or interested in this Resolution.

The Board recommends the Ordinary Resolution for approval.

GENERAL INFORMATION:

Nature of Industry	Salt Industry FMCG
Financial Performance	26,85,149
Export Performance	Nil
Foreign Investment	Nil

INFORMATION ABOUT THE APPOINTEE:

Background Details	Mr. Girdhar Gopal Saboo, a Chemical Engineer, who is a dynamic, ambitious and very aggressive young entrepreneur,
Recognition of Awards	N.A.
Job Profile and his suitability	Mr. Girdhar Gopal Saboo ex-alumni of Mayo College, Ajmer and Chemical Engineering Graduate is a dynamic, ambitious and very aggressive young entrepreneur
Pecuniary Relationship Directly/ Indirectly with the Company	N.A.

Date: 26.08.2013
Place: Jaipur

BY ORDER OF THE BOARD

Sd/-
(Atul Kharbanda)
Director

ANNEXURE “A” TO THE NOTICE OF 19th AGM

Details of Directors seeking appointment/re-appointment in the Annual General Meeting to be held on Monday, 16th September, 2013, pursuant to Clause 49 of Listing Agreement:

Name of Director	Shri Atul Kharbanda	Shri Natvar Singh Parmar	Shri Vijay Kumar	Shri Girdhar Gopal Saboo
Date of Birth	17.04.1974	16.07.1967	15.06.1972	09.12.1967
Date of Appointment	30.01.2009	12.04.2011	13/01/2011	01.10.2012
Designation	Director	Director	Director	Director
Qualifications	Graduate	Graduate	Graduate	Engineer
Directorship held in other Public Limited companies	Nil	Nil	Nil	Yes
Membership/Chairmanship of Committees of other public companies	Nil	Nil	Nil	Nil

DIRECTORS' REPORT

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

Your Directors are pleased to present the 19th Annual Report and the Audited Accounts of the Company for the year ended 31st March, 2013

FINANCIAL RESULTS

The financial result of the Company for the year ended 31st March, 2013 under report as compared to the previous year are summarised below:

Particulars	Financial year ended 31st March, 2013	Financial year ended 31st March, 2012
Total Income	26,85,149	1,41,26,328
Profit before depreciation and taxation	2,73,196	12,15,458
Depreciation	- -	- -
Profit before tax	2,73,196	12,15,458
Taxation (including Deferred Taxation and Short/Excess Provision for Earlier year)	1,65,988	2,25,000
Profit (loss) after Tax	1,07,208	9,90,458

TURNOVER, PROFITS & FUTURE PROSPECTS

The total income during the year under review was Rs 26,85,149 as against Rs 1,41,26,328 in the previous year. The Company incurred a loss Rs. 1,07,208 as against Rs. 9,90,458 last year.

DIVIDEND

In view of the financial position of the Company, the Directors do not recommend payment of any dividend for the year ended on 31st March, 2013.

BOARD OF DIRECTORS

In accordance with the provisions of the Companies Act, 1956 and the Articles of Association, Shri Atul Kharbanda retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

In accordance with the provisions of the Companies Act, 1956, and the Articles of Association of the Company, Shri Girdhar Gopal Saboo, who was appointed as an Additional Director under Section 260 of the Act and is liable to hold office upto the ensuing Annual General Meeting, being eligible offers himself for re-appointment. The Company has received necessary notice under Section 257 of the Act. The Board of Director recommends his re-appointment.