

20TH

Annual Report
2013-2014

SPECTRUM FOODS LIMITED

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

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BOARD OF DIRECTORS

Shri Girdhar Gopal Saboo
Shri Atul Kharbanda
Shri Vijay Kumar
Shri Navrsinh Pathusingabhai Parmar
Shri Pradeep Saxena

Director (Executive)
Director (Non-Executive)
Director (Non- Executive)
Director (Non- Executive)
Additional Director

COMPLIANCE OFFICER

V.P GAGRANI

STATUTORY AUDITORS

N.Kataria & Associates
Chartered Accountants
710, Paris Point, Collectrot Circle,
Banipark Jaipur

CORPORATE ADVISORS

Naredi Vinod & Associates
Company Secretary
56, Rameshwar Dham,
Murlipura jaipur-302013

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", 3-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 20th Annual General Meeting of the members of **Spectrum Foods Limited**, will be held on Monday, the 29th day of September, 2014 at 1:00 P.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, 2014, 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 Vijay Kumar 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 pursuant to the provisions of Section 152, 161 and any other applicable provisions of the Companies Act, 2013 and any rules made thereunder read with Schedule IV to the Act, Mr. Pradeep Saxena , who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. March 24, 2014 and who holds office up to the date of this Annual General meeting and in respect of whom the Company has received a notice in writing from a member proposing the candidature of Mr. Pradeep Saxena for the office of the Director of the Company, be and is hereby elected and appointed as an Independent Non-Executive Director, whose period of office shall not be liable to determination by retirement of directors by rotation.”

5. Re-Issue of forfeited equity Shares of the Company on Preferential Basis to the promoters and non promoters.

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

“RESOLVED THAT pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013 read together with relevant Rules there under and other applicable provisions, if any, of the said Act, SEBI (Issue of Capital and Disclosure Requirements) Regulations, [“SEBI (ICDR) Regulations Board of Directors of the Company be and is hereby authorized and consent of the members of the company be and is hereby accorded to the Board to re-issue and allot 2437952 Nos. of forfeited shares at a price to be determined as per SEBI(ICDR) Regulations face value of Re. 10/- each at a price of Rs.11.11 per Equity share (inclusive of a Share premium of Rs. 1.11 per Equity Share) determined in accordance with SEBI (ICDR) Regulations 2009 or any amendment thereof to the below mentioned allottees , on preferential allotment basis in accordance with all applicable laws, rules and regulations for the time being in force.

Name of the Proposed Allottee	Category (Promoter/ Non - Promoter)	If allottee is not a natural person, identity of the natural person who are the ultimate beneficial owner of the shares proposed to be issued, if applicable	No. of securities to be allotted
GIRDHAR SABOO	PROMOTER	NA	612952
GIRDHAR GOPAL SABOO	PROMOTER	NA	200000
NAWA HOTELS AND RESORTS PVT. LTD.	NON-PROMOTER	Pradeep Saxena (Director)	755000
TIGER SALT PRIVATE LTD.	NON-PROMOTER	Pradeep Saxena (Director)	755000
NAWA SALTS PVT. LTD.	NON-PROMOTER	Atul Kharbanda (Director)	115000
			2437952

Date : 18.8.2014

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 18th September, 2014 to 29th September, 2014 (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 102(1) of the Companies Act, 2013, in respect of the Special Business mentioned under item no. 4 of the Notice is annexed hereto.
 15. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 20th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):
 16. The instructions for members for voting electronically are as under:-
 - (i) The voting period begins on 23/Sep/2014 at 10:00 a.m. and ends on 25/Sep/2014 at 6:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 15/Aug/2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter:
 - (ii) Log on to the e-voting website www.evotingindia.com
 - (iii) Click on "Shareholders" tab.
 - (iv) Now, select the "Spectrum Foods Ltd." from the drop down menu and click on "SUBMIT"
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- (v) **Now Enter your User ID**
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below::

PAN*	For Members holding shares in Demat Form and Physical Form
	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Physical Shareholders who have not updated their PAN with the Company are requested to use the first two letters of their name in Capital Letter followed by 8 digits folio no in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the folio number. Eg. If your name is Ramesh Kumar with folio number 1234 then enter RA00001234 in the PAN field
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. # Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then reach directly the Company selection screen.
- (xi) Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xii) You can also update your mobile number and E-mail ID in the user profile details of the folio, which may be used for future Communication(s).
- (xiii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this AGM Notice.
- (xiv) Click on the EVSN (Electronic Voting Sequence Number) of "Spectrum Foods Ltd. to vote.

(xv) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xvi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolutions.

(xvii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xviii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xix) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

(xx) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code (Image Verification Code) and click on Forgot Password & enter the details as prompted by the system.

(xxi)) Note for Non-Individual Shareholders & Custodians

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com

After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote

They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same

(c) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com

(b) The voting period begins on September 23, 2014 at 10.00 A: M. and ends on September 25, 2014 at 6:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of August 15, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

17. The e-voting period ends on September 25, 2014 at 6:00 P.M. In case you have any queries or issues regarding e-voting, please contact helpdesk.evoting@cdslindia.com.

18. The Company has appointed Mr. Vinod Naredi , Company Secretary in whole time practice as Scrutinizer, for conducting the process in a fair and transparent manner.

19. Voting rights will be reckoned on the paid-up value of the shares registered in the name(s) of the public shareholder(s) on the cut-off date i.e. August 15, 2014.

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20. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
 21. The Scrutiniser will submit his report addressed to the Board of Directors of the Company, Mr. Atul Kharbanda , the Chairman appointed by the Company in this regard or to any other person duly authorized in this behalf by the Chairman, after completion of scrutiny of including e-voting in a fair and transparent manner. The results of the will be announced by the Chairman appointed by the Company in this regard or by the Person authorized in this behalf by the Chairman on the date of AGM September 29th , 2014 at 1:00 P.M. at the Registered Office of the Company and will also be published in newspapers and communicated to the Stock Exchanges where the Company's shares are listed.
 22. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
 23. As per the provision of clause 49 of the Listing Agreement, particulars of Directors to be appointed / re-appointed at the 20st Annual General Meeting are given separately in the notice.
 24. Notice of Annual General Meeting will be sent to those shareholders/beneficial owners whose name will appear in the register of members/list of beneficiaries received from the depositories as on 15th day of August , 2014.
 25. The investors may contact the Compliance officer for redressal of their grievances/queries. For this purpose, they may either write to him at the Registered office address or e-mail their grievances/queries to the Compliance officer at the following e-mail address: account@suryasalt.com
 26. 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".
 27. Queries on account 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.
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