

TARAI FOODS LIMITED



Report Junction.com

Tarai

19TH ANNUAL REPORT 2008 - 2009

Tarai Foods Limited

TARAI FOODS LIMITED

Board of Directors	Mr. Gurprit Singh Sandhu Mrs. Kiran Sandhu Mr. N.K. Bharti Mr. Vijay Jolly	(Managing Director) (Director) (Director) (Director)
--------------------	-------------------------------------------------------------------------------------	---------------------------------------------------------------

Audit Committee, Investors	Mr. N.K. Bharti
Grievances Committee & Remuneration	Mrs Kiran Sandhu
& Recruitment Committee	Mr. Vijay Jolly

Auditors	M/s Jolly & Oberoi 13, Hanuman Road, Connaught Place New Delhi-110001
----------	--------------------------------------------------------------------------------

Bankers	Axis Bank Ltd. B-6, Lajpat Nagar-II, New Delhi-110024
---------	-------------------------------------------------------------

Regd. Office	13, Hanuman Road, Connaught Place New Delhi-110001
--------------	----------------------------------------------------------

Head Office : (Plant)	Village Fazilpur Meharola Tehsil Kiccha Rudrapur Distt. Udham Singh Nagar, Uttrakhand
--------------------------	---------------------------------------------------------------------------------------------------

Share Transfer Agent	Beetal Financial & Computer Services (P) Ltd. 99, Madangir, Beetal House Behind Local Shopping Centre Near Dada Harsukhdas Mandir New Delhi-110062 Tel.: 29961281/2
----------------------	-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

ISIN No.	INE906C01016
----------	--------------

INDEX

Contents.....	Page No.
Notice	1
Directors Report.....	3
Auditors Report.....	12
Balance Sheet	15
Profit & Loss Account	16
Schedule '1' to '20'	17-24
Balance Sheet Abstract.....	25
Cash Flow Statement	26

Tarai Foods Limited

NOTICE

Notice is hereby given that the 19th Annual General Meeting of the members of Tarai Foods Limited will be held on Tuesday, the 29th day of September, 2009 at Elcina House, 422, Okhla Industrial Estate, Phase-III, New Delhi-110 020 at 9.00 a.m. to transact the following businesses :

AS ORDINARY BUSINESS :

1. To receive, consider and adopt the Balance Sheet as on 31st March, 2009 and the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Vijay Jolly, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Statutory 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 authorise the Board of Directors to fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution** :

"Resolved that M/s. Jolly & Oberoi, 13, Hanuman Road, Connaught Place, New Delhi, Chartered Accountants, the retiring Statutory Auditors of the Company be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be fixed by the Board of Directors of the Company".

AS SPECIAL BUSINESS :

4. **APPOINTMENT OF MR. G.S. SANDHU AS MANAGING DIRECTOR :**

To consider and if, thought fit, to pass the following resolution as an **Ordinary Resolution** :

"Resolved that pursuant to the provisions of Section 198, 269, 310 and other applicable provisions, if any, read with Schedule XIII of the Companies Act, 1956, the approval of the members of the Company be and is hereby accorded to the re-appointment of Shri G.S. Sandhu as Managing Director of the Company for a period of five years without salary."

By order of the Board
For Tarai Food Limited

Place: NEW DELHI
Date : 24/08/2009

Sd/-
G. S. Sandhu
Managing Director

Tarai Foods Limited

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES, IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF THE MEETING.
2. The Register of Members and Share Transfer Books of the Company will remain closed on 28/09/2009 to 29/09/2009 (both days inclusive).
3. Members seeking further information about the accounts are requested to write at least 10 days before the date of meeting so that it may be convenient to get the information ready at the meeting.
4. Members/Proxies should bring the attendance slips duly filled in for attending the meeting. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
5. Members are requested to bring their copies of Annual Report to the meeting. No copies will be made available at the meeting venue.

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

Item No.-4

Mr. Gurprit Singh Sandhu was re-appointed as Managing Director of the Company for a period of 5 years w. e. f. 27th June, 2008 by the Board of Directors of the Company subject to the approval of members of the Company.

Your Directors recommend the above resolution for approval of the members.

Except Mr. G. S. Sandhu & Mrs. Kiran Sandhu, no other Director of the Company is concerned or interested in the above resolution.

By order of the Board
For Tarai Foods Limited

Place: NEW DELHI
Date : 24/08/2009.

sd/
G. S. Sandhu
Managing Director

Tarai Foods Limited

DIRECTORS' REPORT

Dear Members,

Your Directors present the 19th Annual Report together with the Audited Financial Accounts for the year ended 31st March, 2009.

Financial Results	(Rupees in lacs)	
Particulars	For the period ended 31-03-2009	For the period ended 31-03-2008
Gross Revenue	261	243
Operating Profit/(Loss) before Interest, Finance charges and Depreciation	46	20
Less: Interest & Finance Charges	808	736
Profit/(Loss) before Depreciation	(762)	(716)
Less : Depreciation	55	51
Net Profit (Loss) for the year	(817)	(767)
Less: Prior Year adjustments	-	(20)
Net Profit/(Loss) for the year	(817)	(747)
Less: Provision for Taxation	0.19	0.05
Net Profit/(Loss) after Taxation	(817)	(747)

MANAGEMENT DISCUSSION & ANALYSIS REPORT, REVIEW OF OPERATIONS DURING THE YEAR & FUTURE PLANS :

Although the company could procure and execute the job work for the product frozen peas but not for the entire capacity resulting in the reduction in the operating margins but could get good business in the form of cold storage rentals in the year under review. The company could concentrate and increase institutional sales for frozen sweet corn. The company is trying to launch new products in the markets like frozen tomato pulp. The management is trying to raise alternate debts to repay the existing lenders offering them negotiated settlement in order to reduce debt burden of the company.

DIVIDEND

Due to the losses incurred by your company, no dividend is recommended on the equity shares of the company.

AUDITORS

M/s. Jolly & Oberoi, 13, Hanuman Road, Connaught Place, New Delhi, Chartered Accountants, Auditors of the Company retire at the conclusion of the ensuing Annual General Meeting and offer themselves for re-appointment. The Company has received a Certificate from the Auditors to the effect that their reappointment, if made, would be in accordance with the provisions of Section 224 (1-B) of the Companies Act, 1956.

DIRECTORS

Pursuant to Section 256 of the Companies Act 1956, Mr. Vijay Jolly, Director of the Company retire by rotation and being eligible, offer himself for re-appointment.

FIXED DEPOSITS

The Company has not accepted any fixed deposits in terms of Section 58A of the Companies Act, 1956.

Tarai Foods Limited

EMPLOYEES

There are no employees whose particulars have to be submitted in accordance with provisions of Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

STOCK EXCHANGE LISTING

The shares of your Company are presently listed at The Stock Exchange, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001.

Securities and Exchange Board of India had conducted an investigation into the alleged irregularities in the trading in the shares of Tarai Food Limited during August 12, 2005 to September 15, 2005.

The Company has received the consent order from SEBI vide its letter no. CO/ID2/209/2009 dated 24/04/2009 and complied with the order of SEBI.

CONSERVATION OF ENERGY

The Company has provided energy saving devices and systems, wherever possible. The company is making efforts to keep its staff and workmen aware of energy conservation and is exploring alternative energy systems, wherever necessary.

TECHNOLOGY ABSORPTION

The technology used by the Company is purely indigenous. Continuous flow of information on latest development and improvement in technology absorption have been established.

FOREIGN EXCHANGE EARNINGS & OUTGO

During the year under review, the Company has neither earned any foreign exchange nor used any foreign exchange.

CORPORATE GOVERNANCE

A Comprehensive report on Corporate Governance as stipulated under Clause 49 of the Listing Agreement is attached to this report.

Your Company has obtained a certificate from the Statutory Auditor regarding compliance of conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement and the same is annexed.

DIRECTORS' RESPONSIBILITY STATEMENT UNDER SEC. 217(2AA)

Your Directors hereby state that:

1. In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
2. Such accounting policies had been selected and applied consistently and judgments and estimates are reasonable and prudent so as to give a true and fair view of the profit or loss of the Company at the end of the financial year and of the profit or loss of the company for that period;
3. Proper and sufficient care had been taken for the maintenance of adequate accounting records in accordance with the

Tarai Foods Limited

provisions of Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.

4. The annual accounts had been prepared on a going concern basis.

APPRECIATION

We wish to convey our sincere thanks to the Shareholders and various agencies of the Central Government, State Governments, Financial Institutions, Company's Banker and Business Associates for their continued cooperation extended to the Company. We also wish to record our deep appreciation of the contribution made by the employees at all levels.

For and on behalf of the Board of Directors

Place: NEW DELHI
Date: 24/08/2009

Sd/-
Kiran Sandhu
Director

sd/-
G. S. Sandhu
Managing Director

REPORT ON CORPORATE GOVERNANCE

1. BRIEF STATEMENT ON COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE :

Your Company strives to imbibe fairness, transparency, accountability and responsibility through the adoption of the practice of Corporate Governance. The Company has taken adequate steps to ensure that the conditions of corporate governance as stipulated in Clause 49 of the Listing Agreement of the Stock Exchanges are complied with.

The Company has the following committees viz. Audit Committee, Remuneration and Recruitment Committee and Investors'/ Shareholders' Grievances Committee to ensure the effective implementation of Clause 49 of the Listing agreement.

2. BOARD OF DIRECTORS:

a) Composition and Category of Directors:

The Board of Directors of the Company consists of 4 directors whose category, attendance in Board meetings and in last AGM is as follows:

Sl. No.	Name of Directors	PD/ND*	ED/NED/ID*	Attendance in last AGM	Attendance in Board Meetings		Other Board	
					Held	Attended	Directorship	Committee Chairmanship
1.	Mr. Gurprit Singh Sandhu	PD	ED	Present	6	6	Director in Tarai Farmlands Pvt. Ltd. Tarai Agro Inds. Ltd. Suraiya Exports Pvt. Ltd	NIL

Tarai Foods Limited

2.	Mrs Kiran Sandhu	PD	NED	Absent	6	6	Director in Tarai Farmlands Pvt. Ltd. Tarai Agro- Inds. Limited Suraiya Exports Pvt. Ltd.	NIL
3.	Mr. Vijay Jolly	NPD	NED/ID	Absent	6	6	NIL	NIL
4.	Mr. N. K. Bharti	NPD	NED/ID	Present	6	6	NIL	NIL

* PD - Promoter Director ; NPD - Non Promoter Director ; ED - Executive Director ; NED - Non-Executive Director ; ID - Independent Director :

b) Details of Board Meetings held during the year :

During the year under review, 6 (Six) Board meetings were held and the dates of the board meetings and attendance at the board meetings were as follows :

Date of Board Meeting	Board Strength	No. of Directors Present
20/04/2008	4	4
30/06/2008	4	4
31/07/2008	4	4
03/09/2008	4	4
31/10/2008	4	4
31/01/2009	4	4

3. AUDIT COMMITTEE :

During the financial year 2008-09, the Members of the Audit Committee met 5 (Five) times. The dates of the meetings were 10/04/2008, 28/06/2008, 30/07/2008, 29/10/2008, 29/01/2009.

a) Composition of Committee and attendance of members :

SI. NO.	NAME OF DIRECTOR	POSITION	CATEGORY	NO. OF MEETINGS	ATTENDANCE
1.	Mr. N. K. Bharti*	Chairman	NED/ID	5	5
2.	Mrs. Kiran Sandhu	Member	NED	5	5
3.	Mr. Vijay Jolly	Member	NED/ID	5	0

* Mr. N. K. Bharti having the requisite qualification as required under Clause 49 (II) of the Listing Agreement is the Chairman of the Audit Committee.

Tarai Foods Limited

b) Terms of reference :

- To review the performance of Statutory Auditors and recommend their appointment and remuneration to the Board, considering their independence and effectiveness ;
- To review of internal controls, delegation of authority limits;
- To act as an interface between the management and the statutory and internal auditors overseeing the internal audit functions.
- To oversee the Company's financial statements, including annual and quarterly financial results, and financial accounting practices & policies.
- To review all internal systems, review the Company's financial and risk management policies, audit and control procedures of the company including but not limited to appointment of statutory/internal auditors from time to time and also to review the annual accounts, quarterly unaudited financial results and limited review report before they are put up to Board for its approval".

4. REMUNERATION & RECRUITMENT COMMITTEE :

During the financial year 2008-09, the Members of the Remuneration and Recruitment Committee met 3 (Three) times. The dates of the meetings were 10/04/2008, 29/10/2008 and 29/01/2009.

a) Composition of Committee and attendance of members :

SI. NO.	NAME OF DIRECTOR	POSITION	CATEGORY	NO. OF MEETINGS	ATTENDANCE
1.	Mr. N. K. Bharti	Chairman	NED/ID	3	3
2.	Mrs. Kiran Sandhu	Member	NED	3	3
3.	Mr. Vijay Jolly	Member	NED/ID	3	3

b) Terms of reference :

- To oversee the method, criteria and quantum of compensation for Executive and Non-Executive Directors;
- To review the recruitment of key management employees and their compensation;
- Formulation of initiatives leading to greater transparency and improved corporate governance.

c) Remuneration Policy:

No remuneration is paid to the Directors by the Company & there is no remuneration policy of the Company.

5. INVESTORS'/SHAREHOLDERS' GRIEVANCES COMMITTEE

During the financial year 2008-09, the Members of the Investors'/ Shareholders' Grievance Committee met 3 times. The dates of the meetings were 10/04/2007, 29/10/2008 and 29/01/2009.

a) Composition of Committee and attendance of members :

SI. NO.	NAME OF DIRECTOR	POSITION	CATEGORY	NO. OF MEETINGS	ATTENDANCE
1.	Mr. N. K. Bharti	Chairman	NED/ID	3	3
2.	Mrs. Kiran Sandhu	Member	NED	3	3
3.	Mr. Vijay Jolly	Member	NED/ID	3	3

- b) Mr. G. S. Sandhu , Managing Director, is the Compliance Officer of the Company.