



TRANSLOCBE FOODS LTD.

ANNUAL REPORT : 1998-99

TRANSGLOBE FOODS LTD.

Board Of Directors :

Shri Rameshbhai A. Khakhar (Chairman)

Shri Rasbiharibhai A. Khakhar

Shri Jagdishbhai A. Khakhar

Shri Dilipbhai A. Khakhar

Shri Jayvantkumar N. Udani

Shri Kantibhai G. Bhojani

Shri Surendrasinh S. Jadeja

Shri Rameshbhai Karia

Shri Bhagwanjibhai R. Patel

Registered Office :

Plot No. 205/A,

Rajkot - Gondal Highway,

Veraval (Shapar)

Tal. Kotda Sangani

Dist. Rajkot.

Bankers :

The Citizens Co-op. Bank Ltd.

Auditors :

R. P. Saglani & Co.
(Chartered Accountants)

TRANSGLOBE FOODS LTD.

Regd.Off.: Plot No. 205/A, Rajkot-Gondal Highway, Veraval (Shapar), Tal. Kotda Sangani, Dist. RAJKOT.

NOTICE

NOTICE is hereby given that the THIRTEENTH ANNUAL GENERAL Meeting of the Members of TRANSGLOBE FOODS LIMITED will be held at Plot No. 205/A, Veraval (Shapar), Tal. Kotda Sangani, Dist. Rajkot on Thursday, 30th September, 1999 at 11.00 a.m.to transact the following business :

ORDINARY BUSINESS :

- 1) To receive, consider and adopt the Audited Balance Sheet as at March 31, 1999 and the Profit and Loss Account for the Financial year ended on that date and the Reports of the Directors and Auditors thereon.
- 2) To appoint a Director in place of Shri Rameshbhai A. Khakhar, who retires by rotation and being eligible offers himself for reappointment.
- 3) To appoint a Director in place of Shri Rasbiharibhai A. Khakhar, who retires by rotation and being eligible offers himself for reappointment.
- 4) To appoint Auditors and fix their remuneration.

SPECIAL BUSINESS :

- 5) To Consider and if thought fit to pass with or without modification the following resolution as ordinary Resolution;

"Resolved that, in accordance with the provisions of Section 198, 269,309,311 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956, and Article 161 to 167 of the Articles of Association of the Company, Shri Dilipbhai A. Khakhar be and is hereby appointed as Managing Director for a period of two years commencing from 26th August, 1999."

"Further resolved that approval of the Members be given for the payment of remuneration to Shri Dilipbhai A. Khakhar, Managing Director as;

- 1) Salary Rs. 9000/- p.m. for First year
Rs. 9900/- p.m. for Second year
- 2) Perquisites :
(A) Car : Company Car with Maintenance
(B) Telephone : Free Cellular Phone facility

and be and is hereby approved."

"Resolved further where in any financial year, during the currency of tenure of the said Managing Director, the Company has no profits or its profits are inadequate, the Company will pay Shri Dilipbhai A. Khakhar, Managing Director, remuneration mentioned above not exceeding the limits specified under part II of Schedule XIII of the Companies Act, 1956, including any Statutory modifications reenactments thereof for the time being in force.

"Resolved further that the Board of Directors be and are hereby authorised to do all such acts, deeds, matters and things as may be considered appropriate and desirable to give effect to this resolution."

Place : Rajkot
Date : 14th August, 1999

By order of the Board of Directors
For, **TRANSGLOBE FOODS LIMITED**

R. A. Khakhar
(Chairman)

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TRANSGLOBE FOODS LTD.

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TRANSGLOBE FOODS LTD.

Regd. Off.: Plot No. 205/A, Rajkot-Gondal Highway, Veraval (Shapar), Tal. Kotda Sangani, Dist. RAJKOT.

Notes :-

- 1) The Explanatory Statement pursuant to Section 173 of the Companies Act, 1956 is annexed hereto.
- 2) 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. The deed of proxy shall be received by the Company at least 48 hours before the meeting.
- 3) The Register of members and Share Transfer Books of the Company shall remain closed from Tuesday, 28th September, 1999 to Thursday, 30th September, 1999 (Both days inclusive).
- 4) Members are requested to send their queries, if any, ten days in advance of the meeting, so that the information can be made available at the time of the meeting.

Annexure to Notice

Explanatory Statement :

Pursuant to Section 173 of the Companies Act, 1956.

- 5) Shri Dilipbhai A. Khakhar was appointed as Director on 21st March 1996. Shri Dilipbhai A. Khakhar is looking after the day to day affairs of the Company. Shri Dilipbhai A. Khakhar is of 45 years old and his qualification is B. Sc. (Chemistry) and has an experience of 22 years in Food/Hotel /Trading Industry. Considering the requirements to have Full time Director to control day to day business affairs, the Board of Directors consider that it will be in the interest of the company to appoint Shri Dilipbhai A. Khakhar as a Managing Director for a period of two years at a remuneration as referred in the resolution proposed.

The terms of remuneration as set out in the resolution may be treated as an abstract of the terms and condition of appointment and memorandum of Interest under Section 302 of the Companies Act 1956.

None of the Directors other than, Shri Rameshbhai A. Khakhar, Shri Rasbiharibhai A. Khakhar and Shri Jagdishbhai A. Khakhar, Directors being relatives and Shri Dilipbhai A. Khakhar himself considered to be interested in passing of the said resolution.

Place : Rajkot
Date : 14th August, 1999

By order of the Board of Directors
For, **TRANSGLOBE FOODS LIMITED**

R. A. Khakhar
(Chairman)

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TRANSGLOBE FOODS LTD.

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DIRECTORS' REPORT

To,
The Members,

Your Directors have pleasure in presenting the THIRTEENTH Annual Report of your Company with Audited Accounts for the year ended 31st March, 1999.

FINANCIAL RESULTS :

(Rs. in Lacs)

Sales & Gross Income	232.64
Interest	18.11
Cash Profit	7.97
Depreciation	5.91
Net Profit	2.06

OPERATION :

The turnover of the Company during the year was Rs. 232.64 lacs against last year's Rs. 155.20 lacs. The Company has incurred Net Profit of Rs. 2.06 lacs as against last years Profit of Rs. 1.09 lacs. Apart from Marketing our products in local market, the Company has marketed its products through Merchant Exporter in the International market and the Total Sales through Merchant Exporter amounted to Rs. 84.79 lacs which is 37.28% of the Total Sales. The Company is expecting to increase the volume through Merchant Exporters in the year under review.

DIVIDEND :

Your Directors regret their inability to recommend Dividend in view of inadequacy of Profits and carry forward losses, in year under review.

FINANCE :

The Company is enjoying credit facilities of Rs. 75 lacs with Bankers, The Citizens Co-op. Bank Ltd., Rajkot who has sanctioned additional facilities of Rs. 15 lacs in May' 99.

DIRECTORS :

At the Annual General Meeting Shri Rameshbhai A. Khakhar and Shri Rasbiharibhai A. Khakhar, Directors, are retiring by rotation and being eligible offers themselves for reappointment. The Board of Directors recommends their reappointment. Shri Dilipbhai A. Khakhar is appointed as Managing Director on 14th August, 1999 w.e.f. 26th August, 1999.

AUDITORS :

M/s. R. P. Saglani & Co., Chartered Accountants, the Auditors of the Company will retire on conclusion of the forthcoming Annual General Meeting and being eligible offer themselves for reappointment.

PARTICULARS OF EMPLOYEE :

Disclosure required under Section 217(2A) of the Companies Act 1956 read with the Companies Particulars of Employees Rules as amended up to date is not applicable since your company has no such employees.

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TRANSGLOBE FOODS LTD.

YEAR 2000 (Y2K) COMPLIANCE :

The Hardware and Software of our Company are Y2K complied. We do not expect any disruption of working in the Year 2000. The Company did not incur or expect to incur any additional cost to address the Year 2000 issue.

CONSERVATION OF ENERGY :

The Company is making efforts to conserve energy and to improve efficiency in the production process. At present no further investments are contemplated for reduction of consumption of energy. A Statement giving particulars regarding conservation of Energy are annexed and form part of this report.

RESEARCH & DEVELOPMENT AND TECHNOLOGY ABSORPTION :

No Specific Research & Development activities are being carried on by the company. However the company has Quality control Department to check/improve the Quality of the products manufactured. The manufacturing process and technology does not involve any imported technology.

FOREIGN EXCHANGE EARNINGS AND OUTGO :

There were no foreign exchange inflows (earnings) or outgo during the year. There are no direct exports.

APPRECIATION :

The Directors wish to express their sincere appreciation to all the Employees for their contribution and thanks to our valued clients and Bankers for their continued support.

REPORT ON CONSERVATION OF ENERGY FORMING PART OF THE DIRECTORS' REPORT :**FORM - A**

Form for disclosure of particulars with respect to conservation of energy.

(A) Power & Fuel Consumption		Current Year	Previous Year
1. Electricity :-			
(a) Purchased :			
Units		31,580	22,540
Total Amount Rs		2,26,204	2,19,886
Rate per Unit Rs.		7.16	9.75
(b) Own generation		NIL	NIL
2. Furnace Oil :-			
Quantity (ltr.)		33,800	22,713
Total Amount Rs.		3,32,661	2,06,694
Average Rate (Rs. per ltr.)		9.84	9.10
(B) Consumption per unit of production	Standard	Current Year	Previous Year
Foods Products :-			
Electricity (Units)	Kg/Ltr	0.06	0.05
Furnace Oil (ltr)	Kg/Ltr	0.05	0.05

For and on Behalf Board of Directors

Place : Rajkot.
Date : 14th August, 1999

R. A. KHAKHAR
(Chairman)

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