



Annual Report 2010-2011

BOARD OF DIRECTORS

RAGHU MODY CHAIRMAN
SHASHI MODY VICE-CHAIRPERSON
KAPIL KAUL
A C CHAKRABORTTI
N G KHAITAN
R S VAIDYANATHAN
HARISH PAREKH
VIJAI SINGH

COMPANY SECRETARY & VICE PRESIDENT

PARTHA CHAKRAVERTI

AUDITORS

LODHA & COMPANY

BANKERS

ALLAHABAD BANK
ORIENTAL BANK OF COMMERCE

REGISTERED OFFICE :

"RASOI COURT"
20, SIR R.N. MUKHERJEE ROAD
KOLKATA-700 001
PHONE : 033-2248-0114/5
FAX : 033-2248-1200
e-mail : secdept@rasoigroup.in
Website : www.rasoigroup.in

WORKS :

Post : Banganagar
P.S.: Falta
Dist. : 24 Pgs (S)
Pin : 743513
West Bengal

EQUITY SHARES LISTED ON

BOMBAY AND CALCUTTA STOCK EXCHANGE

REGISTRAR & SHARE TRANSFER AGENT

C B MANAGEMENT SERVICES (PVT) LTD.
P-22 BONDEL ROAD, KOLKATA-700 019
PHONE : 033 40116700/11/18
FAX : 033-228-0263
e-mail : rta@cbmsl.com

CONTENTS

Page No. (s)	
Notice	2
Directors' Report	6
Management Discussion & Analysis Report.....	12
Corporate Governance Report.....	13
Financial Highlights	23
Auditors Report	24
Balance Sheet	27
Profit & Loss Account	28
Schedules A to S	29 - 49
Cash Flow Statement	50
Subsidiary Company	51 - 62



NOTICE

Notice is hereby given that 107th Annual General Meeting of Rasoi Limited will be held on Friday, the 5th day of August, 2011 at 5 p.m. at Kala Kunj (Kalamandir Basement), 48 Shakespeare Sarani, Kolkata – 700 017 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Profit & Loss account of the company for the financial year ended 31st March, 2011 and the Balance Sheet as at that date together with the Reports of the Directors and Auditors thereon.
2. To appoint Director in place of Shri Raghu Mody, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Director in place of Shri Amal Chakrabortti , who retires by rotation and being eligible offers himself for re-appointment.
4. To declare dividend
5. To appoint Auditors and fix their remuneration.

SPECIAL BUSINESS

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

“RESOLVED THAT pursuant to sections 198, 269,309 and 314 read in conjunction with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 (as originally framed and altered from time to time and for the time being in force) consent of the company be and is hereby accorded to the appointment of Shri Kapil Kaul as Whole-time Director designated as Director – Vanaspati Division of the company for a period of 3 (three) years with effect from 1st September, 2011 on the terms and conditions of the appointment and remuneration, as set out in the explanatory statement attached to the notice under section 173(2) of the Companies Act, 1956.”

‘FURTHER RESOLVED THAT the Board of Directors of the company be and is hereby authorised to revise the terms and conditions of the re-appointment of Shri Kapil Kaul including his basic salary, allowances, perquisites etc within the overall ceiling prescribed under the Companies Act, 1956, as originally framed and amended from time to time and to do all such acts, deeds, matters and things, as it may, at its absolute discretion, consider necessary, expedient or desirable, to give effect to the foregoing resolution or otherwise considered by it to be in the interest of the Company.”

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

“RESOLVED THAT pursuant to the provisions of Section 309 and all other applicable provisions, if any, of the Companies Act, 1956 and subject to the approval of the shareholders in the ensuing AGM by Special Resolution a sum not exceeding @ 1% per annum of the net profits of the Company calculated in accordance with the provisions of Sections 198, 349 and 350 of the Companies Act, 1956 be paid as commission to Non-Executive Directors of the Company in such form/manner as may be decided by the Board and such payments shall be made out of the profits of the Company of each year for a period of five years commencing from 1st April, 2011.”

Registered Office:
‘Rasoi Court’
20 , Sir, R.N.Mukherjee Road
Kolkata – 700 001
Dated: 21st day of May, 2011

By Order of the Board
Partha Chakraverti
Company Secretary
&
Vice President – Corporate Affairs.

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. The proxies to be effective should be deposited at the registered office of the company not later than 48 hours before the commencement of the meeting.
2. Members are requested to bring their copies of the Annual Report at the meeting. Please note that the copies of the report will NOT be distributed and / or be made available at the meeting.



Annual Report 2010-2011

3. The Register of Members and Share Transfer Books of the company will remain closed from Friday, the 29th July, 2011 to Friday, the 5th August, 2011 (both days inclusive) in connection with the Annual General Meeting.
4. Members seeking any information with regard to the accounts of the company are requested to write to the company so as to reach its registered office at least 10 days before the date of the meeting to enable the Management to keep information ready.
5. The relevant documents are available for inspection by the members of the company at the registered office from 10.30 am to 12.30 pm on any working day, except Sundays upto the date of the Annual General Meeting.
6. Members are requested to notify immediately any change of address to their Depository Participants (DPs) in respect of their holding in electronic form and to C B Management Services Pvt. Ltd., P-22 Bondel Road, Kolkata – 700 019 in respect of their physical share folios, if any.
7. Members are requested to produce the enclosed attendance slip duly filled up and signed as per specimen signature recorded with the company for admission to the meeting hall.
8. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
9. Pursuant to provisions of section 205A(5) of the Companies Act, 1956 dividends which remain unpaid / unclaimed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the company shall be transferred to the INVESTOR EDUCATION AND PROTECTION FUND (IEPF) established by the Central Government. Shareholders who have not encashed the dividend warrant(s) so far for the financial year ended March 31, 2004 or any subsequent financial years are requested to prefer their claim to C B Management Services Pvt. Ltd. Shareholders are requested to note that no claims shall lie against the said Fund or the Company in respect of any amounts transferred to IEPF.
10. Explanatory Statement pursuant to section 173(2) of the Companies Act, 1956 relating to the Special Business to be transacted at the meeting is annexed hereto.

Registered Office:
'Rasoi Court'
20 , Sir, R.N.Mukherjee Road
Kolkata – 700 001
Dated:21st day of May,2011

By Order of the Board
Partha Chakraverti
Company Secretary
&
Vice President – Corporate Affairs.

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

As required by section 173(2) of the Companies Act, 1956 (hereinafter referred to as the "Act"), the following Explanatory Statement set out all material facts relating to the business mentioned under item no 6 mentioned under the heading as SPECIAL BUSINESS of the accompanying Notice dated 21st May,2011.

ITEM NO 6

Shri Kapil Kaul was appointed as the Whole-time Director w.e.f 1st September 2005 at the annual general meeting held on 21st September, 2005. Upon expiry of his term on 31st August, 2008, he was reappointed for a further period of 3 years w.e.f. 1st September, 2008 till 31st August, 2011 in the annual general meeting held on 25th September 2008.

The term of Shri Kapil Kaul expires on 31st August, 2011.

The Board of Directors of your company at its meeting held on 21st May, 2011 has reappointed Shri Kapil Kaul as Whole-time Director, designated as Director – Vanaspati Division subject to the approval of the Members of the company for a period of 3 years from 1st September,2011 on the following terms and conditions:

REMUNERATION

Salary – Rs 31,500/- to Rs 60,000/- per month, which may be decided, altered, increased or decreased by the Board of Directors from time to time within the limits specified in Schedule XIII of the Companies Act, 1956.



PERQUISITES & AMENITIES

- A) ACCOMMODATION
Free furnished accommodation and reimbursement of expenses pertaining to Gas, Electricity, Water, other utilities, upkeep and maintenance etc.
- B) MOTOR CAR
Provision of Motor Car with driver for the company's business.
- C) COMMUNICATION FACILITIES
Provision of telephone, telefax and other communication facilities at the residence.
- D) PROVIDENT AND OTHER FUNDS
Company's contribution towards provident fund, pension fund/ superannuation fund as per rules of the company.
- E) EXGRATIA.
Ex-gratia equal to one month's salary.
- F) GRATUITY
15 days salary for every completed years of service subject to the limit as prescribed under Payment of Gratuity Act, 1972.
- G) LEAVE ENCASHMENT
Encashment of leave accumulated as per rules of the company.

OTHER PERQUISITES

Subject to the overall ceiling on remuneration mentioned hereinbelow, other allowances, benefits and perquisites as the Board of Directors may from time to time decide.

OVERALL REMUNERATION

The aggregate of salary and perquisites in any financial year shall not exceed the limits prescribed from time to time under sections 198, 309 and other applicable provisions of the Companies Act, 1956 read with Schedule XIII to the said Act as may for the time being, be in force.

MINIMUM REMUNERATION

In the event of loss or inadequacy of profits in any financial year during the currency of tenure of Shri Kapil Kaul, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule XIII of the Companies Act, 1956.

None of the Directors, save Shri Kapil Kaul, are concerned or interested in this resolution.

ITEM NO. 7

Section 309 of the Companies Act, 1956 provides, that a Director who is neither in the whole time employment of the Company nor a Managing Director may be paid remuneration by way of commission, if the Company by Special Resolution, authorize such payment.

The said section provides that a commission not exceeding 1% per annum of the net profits of the Company calculated in accordance with the provisions of sections 198, 349 and 350 of the Companies act, 1956 can be paid to the non-executive directors.

Save and except Shri Kapil Kaul, all the directors will be deemed to be interested in the resolution.

The Board commends the resolution for approval as Special Resolution.

Registered Office:
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20 , Sir, R.N.Mukherjee Road
Kolkata – 700 001
Dated: 21st day of May,2011

By Order of the Board
Partha Chakraverti
Company Secretary
&
Vice President – Corporate Affairs.

Annual Report 2010-2011



Particulars of the Directors to be appointed/re-appointed at the ensuing Annual General Meeting pursuant to revised Clause 49 of the Listing Agreement					
Name of Director	Shri Raghu Mody	Shri A. C. Chakrabortti	Shri Kapil Kaul		
Date of Birth	18.02.1939	02.10.1930	10.04.1956		
Date of Appointment	01.04.1978	03.12.1987	31.08.2000		
Qualification	- Senior Cambridge	- F.C.A. (England & Wales) - F. C.A. (ICAI)	- Graduate in Commerce - Diploma in Marketing Management		
Nature of expertise in specific functional areas	40 years of experience as an Industrialist	More than 20 years of experience in Accounts, Audit, Finance & Taxation.	Wide experience in Strategic Marketing.		
Directorship held in other Companies	- J L Morison (India) Ltd. - Hindustan Composites Ltd. - The Prabhukripa Overseas Ltd. - The West Coast Paper Mills Ltd. - Rasoi Express Pvt. Ltd.	- La Opala Glass Ltd. - United Nano-Tech Products Ltd. - Grindwell Norton Ltd. - Peerless Fund Management Co. Ltd. - Jagsonpal Pharmaceuticals Ltd. - Texmaco Rail & Engineering Ltd. - Peerless General Finance & Investment Co.Ltd. - Binani Industries Ltd. - Chandras' Chemicals Ltd. - Denso India Ltd. - Madhya Pradesh Madhya Kshetra Vidyut Vitaran Co. Ltd. - Emars Mining & Construction Pvt. Ltd.	- Eastern India Edible Oils and Food Products Ltd. - Leaders Healthcare Pvt. Ltd.		
Names of Committees of other Companies in which the Director is a Member/ Chairman	Chairman Share Transfer Committee - J L Morison (India) Ltd. Member Audit Committee - Hindustan Composites Ltd.	Chairman Audit Committee - Peerless General Finance & Investment Co. Ltd. - Grindwell Norton Ltd. - Denso India Ltd. Member Audit Committee - Binani Industries Ltd. - La Opala Glass Ltd. - Jagsonpal Pharmaceuticals Ltd. - Texmaco Rail & Engineering Ltd.	NIL		
No. of shares held in the Company	5628	NIL	NIL		



REPORT OF THE BOARD OF DIRECTORS

Your Directors take pleasure in presenting the 107th Annual Report for the financial year 2010-2011.

FINANCIAL HIGHLIGHTS:

	(Rs. in Lacs)	
	31 st March, 2011	31 st March, 2010
Production (in Mt)	20926	15559
Sales and Other Income/Receipts	12717	10375
Treasury Operations	1114	352
Profit/(Loss) before Interest, Depreciation & Taxation	1421	1616
Interest	(91)	(90)
Depreciation	(198)	(198)
Profit before Taxation	1132	1328
Provision for Taxation	(190)	(562)
Provision for Deferred Tax	(20)	(580)
Profit after Tax	922	186
Add: Balance Brought Forward		
From Last Account	<u>350</u>	<u>195</u>
Profit available for Appropriation	1272	381
Proposed Dividend	48	19
Dividend Tax	8	3
Transfer to General Reserve	<u>93</u>	<u>9</u>
Balance carried to Balance Sheet	<u>1123</u>	<u>350</u>

DIVIDEND

The Directors are happy to recommend a dividend of Rs 2.50/- being 25 % of the paid-up equity share capital of the company, out of the profits of the year (previous year – 10%)

RESERVE AND SURPLUS

The balance in Reserves and Surplus stands at Rs. 10417 lakhs (previous year Rs. 9556 lakhs).

OPERATIONS – CHALLENGES, OUTLOOK AND EXPANSION

On a review, it would appear that extreme volatility in raw oil prices that has been plaguing the edible Oil Industry in recent times will continue and this will be a major factor which your Company will have to contend with in the coming years. This phenomenon of volatility coupled with foreign exchange

fluctuations may result in losses, even though one is to buy the crude palm oil at the correct time and right place, thus indicating the presence of considerable risk inherent in this Industry.

Your company had a very difficult period ever since the global economic crash of 2008. In the circumstance, it was imperative that we tread the waters very carefully in buying the crude palm oil from south east Asia. This naturally led to cut back of production and also operation at sub optimal levels with the result that our client base was affected. The Management is aware of the problems and has therefore initiated appropriate measures on both the fronts so that the future operations are carried out at optimum levels to meet the demand for our products.

The growth in turnover has been 41.05% over the previous financial year and the PBT has witnessed a profit of Rs. 1132 lakhs as against PBT of Rs. 1328 lakhs in the previous financial year.

Your company has also successfully established the Rasoi Gold Vanaspati, which has been tailor-made to suit the requirements of the industrial consumers. Rasoi continues to enjoy a substantial premium in the market over its competitors.

India is witnessing one of the highest economic growth rate on a global scale, and is currently growing @ 8.5% p.a. This has contributed to change in life style, higher income levels in some of the sectors with consequential upsurge and boom in consumer demand. As a result, fast food chains, restaurants, confectionery and bakery businesses are witnessing phenomenal growth rates.

This has resulted in the edible oil business seeing a very good growth potential. In West Bengal alone, Vanaspati business in the sweets and bakery segment is seeing a resurgence specially as bakery fats. The bakery and confectionery businesses are growing at an annualized rate of 12% and the Indian confectionery business in West Bengal is thriving. The Vanaspati business is increasingly becoming a high volume business. This falls in line with our strategy to optimize use of oil resources, which will have added leverage due to Rasoi's Brand advantage. This strategy will also minimize the risk inherent in the global commodity business.

We are confident that, in the coming years, Rasoi, as a brand, will give the shareholders of the company added value and better returns.

SECRETARIAL COMPLIANCE CERTIFICATE

As required under section 383A of the Companies Act, 1956, Secretarial Compliance Report for the financial year 2010-2011 is annexed forming part of the report.

DIRECTORS

In terms of section 256 of the Companies Act, 1956, Shri Raghu Mody, Shri Amal Chakrabortti retire at the



Annual Report 2010-2011

forthcoming Annual General Meeting and being eligible, offer themselves for re-appointment.

AUDITORS

At the 106th Annual General Meeting held on 9th September 2010, M/s Lodha & Co. was reappointed as auditors of your company until the conclusion of the 107th Annual General Meeting. The said M/s Lodha & Co retires at this Annual General Meeting and being eligible offer themselves for reappointment.

COST AUDIT

Pursuant to the provisions of section 233B of the Companies Act, 1956, the Central Government had directed your company to conduct cost audit relating to Vanaspati. The company has submitted the Cost Audit report duly audited by the Cost Auditor of the Company to the Central Government upto the year 2009-10.

REQUIREMENTS UNDER SECTION 217 OF THE COMPANIES ACT, 1956

A) SUB-SECTION- (2A)- PARTICULARS OF EMPLOYEES
None of the employees are covered by the provisions of section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules 1975, as amended.

B) SUB-SECTION (1)(e) – CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Particulars in respect of conservation of energy, technology absorption, foreign exchange earnings and outgo, as required under section 217(1)(e) of the Companies Act, 1956 read with Rule 2 of the Companies (Disclosure of Particulars in the report of the Board of Directors) Rules, 1988 are annexed to this report.

C) SUBSECTION (2AA) – DIRECTORS RESPONSIBILITY STATEMENT

As stipulated in section 217 (2AA) of the Companies Act, 1956, your Directors confirm having:

(I) Followed in the preparation of the annual accounts, the applicable accounting standards with proper explanation relating to material departures, if any.

(II) Selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of your company at the end of the financial year and of profit/loss for that period

(III) Taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of your company and for preventing and detecting fraud and other irregularities and

(IV) Prepared the Annual Accounts of your company on a going concern basis.

CORPORATE RESPONSIBILITY STATEMENT

Responsibility to the community in which it functions is imbedded in the very culture of your company, which your company never loses sight of. Your company always wants to see itself as the constructive partner in the development of the community which has helped it to prosper and blossom and will always strive towards this end. Your company firmly believes that corporate social responsibility is not an end in itself, it is the means to an end – to persistently work for the betterment of the society. At different times your company has extended its helping hand for the needy and will keep ensuring that they are well taken care of. Your company, within its means, is always upto improving upon its surroundings to make it a better place to live in.

SHAREHOLDERS' FACTORY VISIT

There has been a persistent demand from the shareholders to organize a factory visit. In keeping with the commitment at the last annual general meeting, a factory visit was organized by the company on the 3rd of April, 2011. Around 74 shareholders visited the factory.

CORPORATE GOVERNANCE

Corporate Governance and Management Discussion & Analysis is attached and forms a part of this report.

LISTING ARRANGEMENTS

Your company's shares are listed on Calcutta and Bombay Stock Exchanges. The Annual listing fees in respect of all the exchanges have been paid up to date.

SUBSIDIARY COMPANY

As on March, 31, 2011 your company has Eastern India Edible Oils and Food Products Limited as its Subsidiary. Subsidiary was incorporated on 29th December 2010 and has become wholly owned Subsidiary on 19th January, 2011 on allotment of entire shares to the company.

The statement pursuant to Section 212 of the Companies Act, 1956, in respect of the above mentioned Subsidiary are attached in the Annual Report.

ACKNOWLEDGEMENTS

Your Directors thankfully acknowledge the unstinted support & whole-hearted cooperation from cross-section of its employees at all levels without which it would have been extremely difficult for the company to turn around.

The dealers, distributors, customers, shareholders and bankers too were very supportive all through and the company looks forward to their similar continued support in the years to come.

On behalf of the Board of Directors

KOLKATA
The 21st day of May, 2011

RAGHU MODY
CHAIRMAN



ANNEXURE TO DIRECTOR'S REPORT

Information as required under Section 217(1) (e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars) in the Report of Board of Directors) Rules, 1988 and forming part of Director's Report for the year ended 31st March, 2011.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS & OUTGO

	Current Year	Previous Year
Conservation Of Energy & Technology Absorption		
(A) Power & Fuel Consumption		
1 Electricity		
(a) Purchased Unit ('000)	3,716	2,715
Total Amount (Rs./Lacs)	219.71	159.02
Rate/Unit (Rs.)	5.91	5.86
(b) Own generation Thorough Diesel Generator Unit ('000)	30	43
Units per Ltr. Of Diesel Oil	2.36	2.52
Cost / Units (Rs.)	16.89	13.66
2. Coal		
Quantity (M/T)	6,563	5,591
Total Cost (Rs./Lacs)	218.25	157.40
Avg. Rate (Rs.)	3,326	2,815
3 Furnace Oil	Nil	Nil
4 Other/Internal Generation	Nil	Nil
(B) Consumption per Unit of Production		
Electricity (in Units)	179	177
Furnance Oil (in Ltrs)	Nil	Nil
Coal (in Kgs.)	314	359

Technology Absorption

The Company has not made use of any imported technology for its products.

However, the Company has been using process technologies developed in-house for processing of Rice Bran Oil economically and for its Special Custom made products for the Bakeries and Margarine Industry.

Foreign Exchange Earnings & Out go :

(A) Earning (Rs. in Lacs)	2.02	-
(B) Expenditure (Re. in Lacs)	1.11	1.13



SECRETARIAL COMPLIANCE CERTIFICATE

To
The Members
M/s Rasoi Limited
20, Sir R N Mukherjee Road
Kolkata 700001

Authorised Capital Rs.4.00 Crores
Paid Up Capital Rs.1.932 Crores
CIN No.L01132WB1905PLC001594

This is to certify that the Company has maintained the registers, records, books and papers as required to be maintained under the Companies Act, 1956, (the Act) and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2011.

1. The Company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions of the Act and the rules made there under and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made there under.
3. The Company, being a public limited company, has the minimum prescribed paid up capital.
4. The Board of Directors duly met 7 (Seven) times respectively on 19.05.2010, 08.07.2010, 14.08.2010, 09.09.2010, 26.10.2010, 04.12.2010, and 02.02.2011 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed including the circular resolutions passed in the Minutes Book maintained for the purpose.
5. The company has closed its Register of Members from 02.09.2010 to 09.09.2010 during the financial year and duly complied with the provisions of the Act.
6. The Annual general meeting for the financial year ended on 31st March, 2010 was held on 9th September, 2010 after giving due notice to the members of the company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. No Extra Ordinary Meeting(s) was/were held during the financial year.
8. The Company has complied the provisions of Section 295 of the Act.
9. The Company has complied the provisions of Section 297 of the Act.
10. The Company has made necessary entries in the register maintained under section 301 of the Act.
11. As there were no instances falling within the purview of Section 314 of the Act, the Company has not obtained any approvals from the Board of directors, Members or Central Government, as the case may be.
12. The Company has issued duplicate certificates during the financial year and duly complied with the provisions of the Act.
13. The company has -
 - (i) Delivered all Certificates on allotment of securities and on lodgement thereof for transfer/transmission or any other purpose in accordance with the provisions of the Act.
 - (ii) Deposited the amount of Dividend in a Separate Bank Account on 13.09.2010 which is within five days from the date of declaration of such dividend.
 - (iii) Posted warrants for dividend to all the members within a period of 30 days from the date of declaration and that all unclaimed/unpaid dividend has been transferred to Unpaid Dividend Account of the Company with HDFC Bank on 14.10.2010.
 - (iv) Pursuant to the provisions of Sec 205A of the Companies Act, 1956, as amended, unclaimed dividend for the financial year ended 31st March, 2003 which remained unclaimed or unpaid for a period of seven years, have been transferred to the Investor Education & Protection Fund (IEPF) for Rs.346,102/- on 01.11.2010.
 - (v) Duly complied with the requirements of section 217 of the Act.
14. The Board of Directors of the Company is duly constituted and the appointment or resignation of Directors, Additional Directors, alternate Directors and Directors to fill casual vacancy during the financial year have been duly complied with.
15. The Company has not appointed managing director/ whole-time director/ manager during the financial year.



Rasoi Limited

16. The Company has not appointed any sole selling agents during the financial year.
17. The Company has obtained the approvals of the Central Government and/or such authorities prescribed under the various provisions of the Act and duly complied the same.
18. The Directors have disclosed their interest in other Firms/ Companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
19. The Company has not issued any shares/securities during the financial year.
20. The Company has not bought back any shares during the financial year.
21. There was no redemption of preference shares or debentures during the financial year.
22. There were no transactions necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. The company has not invited/accepted any deposits including any unsecured loan falling within the purview of section 58A during the financial year.
24. The amount borrowed by the Company from Financial Institutions, Banks and others during the Financial year are within the borrowing limits of the Company and that the necessary resolutions as per Section 293(1)(d) of the Act have been passed in the duly convened General Meeting of the Company.
25. The company has made loans and investments, or given guarantees or provided securities to other bodies corporate in compliance with the provisions of the Act and has made necessary entries in the register kept for the purpose during the financial year.
26. The Company has not altered the provisions of the Memorandum with respect to situation of the company's registered office from one state to another during the year under scrutiny.
27. The Company has not altered the provisions of the Memorandum with respect to the objects of the company during the year under scrutiny.
28. The Company has not altered the provisions of the Memorandum with respect to name of the company during the year under scrutiny.
29. The Company has not altered the provisions of the Memorandum with respect to share capital of the company during the year under scrutiny.
30. The Company has not altered its Articles of Association during the financial year.
31. There was no notice received by the Company, during the financial year, under Section 234 of the Act.
32. The Company has not received any money as security from its employees during the financial year.
33. The Company has deposited both employer's and employee's contribution towards Provident Fund with prescribed authorities during the financial year pursuant to Section 418 of the Act as per the information given to me.

For Rasoi Limited
Partha Chakraverti
Company Secretary
&

Place: Kolkata
Date: 21th May, 2011

Vice President
Membership No. F4861



Annual Report 2010-2011

Annexure 'A'

Registers as maintained by the Company.

1. Register of Members u/s 150.
2. Index of Members u/s 151.
3. Register of Transfers.
4. Register & Return u/s 163.
5. Books of Accounts u/s 210.
6. Register of Directors, Managing Director & Secretary u/s 303
7. Register of Director Shareholding u/s 307
8. Register of Directors' Attendance
9. Minute Book of the Meetings of Directors & Members u/s 193.
10. Register of Contracts u/s 301.
11. Register of Loans & Investments u/s 372A.

Annexure 'B'

Forms and Returns as filed by the Company with Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ended 31st March, 2011.

Sl. No.	Form No./ Return	Filed u/s	For	Filed within due date	Additional Filing fees Paid
i	Form No.8	125/135	For Modification of charge on 15.03.2010 filed on 12.04.2010	YES	NO
ii	Form No. 8	125/135	For charge created on 04.05.2010 filed on 30.06.2010	NO	YES
iii	Form No. 23C	233B(2)	Appointment of Cost Auditor for F.Y. 2010-2011 filed on 30.06.2010	YES	NO
iv	Form No.1	233B(4)	Filing of Cost Audit Report on 28.09.2010	YES	NO
v	Form No.66	383A	For F.Y ended 31.3.2010, AGM held on 09.09.2010 filed on 04.10.2010	YES	NO
vi	Form No.23AC/ACA	220	For F.Y. ended 31.03.2010, AGM held on 09.09.2010 filed on 04.10.2010	YES	NO
vii	Form No. 20B	161	For F. Y. ended 31.3.2010, AGM held on 09.09.2010 filed on 04.11.2010	YES	NO
viii	Form No. 1	205	Transfer of Unclaimed Dividend to IEPF for FY-2002-03 filed on 01.11.2010	YES	NO
ix	Form No.22 B	187(C)	For creation of wholly owned subsidiary Eastern India Edible Oils & Food Products Ltd. filed on 29.12.2010	YES	NO
x	Form No.24AB (Two)	295	For Approval under section 295 filed on 30.06.2010	YES	NO



MANAGEMENT DISCUSSION & ANALYSIS REPORT 2010-2011

1. Industry Structure & Development:

While over the past few years we saw the entry of many large-scale edible oil companies establishing their operations in Haldia, we can now see that the industry will begin to consolidate, with the possibility of new manufacturers coming into this zone appearing remote. Additionally the draft problem that was earlier afflicting Budge Budge Port is now also beginning to affect Haldia.

2. Opportunity and Threats:

Rasoi is once again seizing the opportunity of enhancing its presence in the Industrial segment of the Vanaspati trade, where it enjoys a very good brand image and product acceptance. The new Food regulation norms, which is due to become operational, can possibly be a game changer in the edible oils and Vanaspati business. We need to observe how the development span out and its impact on our business.

3. Segment-wise or product wise performance:

Your company has two segments:

a. Edible Products operations:

Your Company has been successful in regaining its market share in the Vanaspati business, and there is a greater acceptance of our newly launched products amongst the industrial end users. Vanaspati is 79 % of the products sold, whereas other products are 21%.

b. Investment & Treasury operations:

Your Company continues to invest in treasury operations by exploring better opportunities which is becoming a major contributor to the profits of the company.

4. Outlook

We are confident that with a degree of caution and paying heed to the needs and demands of the end user / consumer your company with the respect that it commands in the market place will be able to evolve into a value added product provider.

5. Risk and Concerns

The global commodity space is still highly volatile, and coupled with a volatile foreign exchange market the risk element continues to be very high, and our concern is that this continues to be an impediment to our increasing the volumes in the business.

6. Internal control systems and their adequacy

The internal controls and systems introduced over the past two years are beginning to pay off and we are far safer in addressing the risk concerns associated with our business than we were earlier.

7. Discussion on financial performance with respect to operational performance

The year under review has seen the operational performance yielding a profit with enhanced sales volumes and better operational efficiencies.

8. Material developments in Human Resources / Industrial Relations front, including number of people employed.

The company has cordial relations with its workers and staff. They extend their full co-operation to the Company. The Company has maintained good relations with its distributors over a long period of time by treating them as a part of extended Rasoi family.



Annual Report 2010-2011

ANNEXURE TO THE DIRECTOR'S REPORT

CORPORATE GOVERNANCE REPORT FOR THE YEAR ENDED 2010-2011 (As required under Clause 49 of the listing Agreements entered into with the Stock Exchanges)

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The company is committed to benchmarking itself with the best in all areas including Corporate Governance. The Company's philosophy on Corporate Governance is aimed at efficient conduct of its operation, in meeting its obligations and strengthening the confidence among various stakeholders such as shareholders, customers, employees, financiers, society at large and ensuring a long-term relationship of trust by maintaining transparency and disclosures. The Company believes in maintaining highest standards of quality and ethical conduct, in all the activities of the Company.

2. BOARD OF DIRECTORS

a) Composition

Currently, the Board consists of Eight Directors, three of whom are Non-Executive, one is Executive and four are Non Executive-Independent directors. The number of Non-Executive Independent Directors is 50% of the total strength of the Board. The Board believes that the current Composition of the Board is appropriate based on our present size. The Board periodically evaluates the need for change in composition based on its size.

b) Attendance at the Board meetings/Last AGM, Directorship and Chairmanship/Membership in other Board/Board Committees.

The Composition of the Board of Directors and their attendance at the Board meetings held during the financial year ended 31st March 2011 and at the last Annual General Meeting held, number of Directorships and Committee Chairmanships / Memberships held by them in other public limited companies are given below:

Name of Directors	Category	Attendance at Board Meeting		Directorship in other Public Limited Companies	Membership/ Chairmanship of Committees		Attendance at A.G.M.held on 9 th September 2010
		Held during the year	Attended		Chairman	Member	
Mr. Raghu Mody - Chairman	Promoter Non-Executive Non-Independent	7	7	4	-	1	Yes
Smt. Shashi Mody Vice-Chairperson	Promoter Non-Executive Non-Independent	7	5	3	-	-	No
Mr. Kapil Kaul Whole-time Director	Whole Time Executive Non-Independent	7	5	1	-	-	Yes
Mr. N.G. Khaitan	Non-Executive & Non-Independent	7	2	9	1	7	No
Mr. A.C. Chakrabortti	Non-Executive & Independent	7	4	11	3	4	Yes
Mr. R. S. Vaidyanathan	Non-Executive & Independent	7	6	1	-	-	Yes
Mr. Harish Parekh	Non-Executive & Independent	7	5	10	2	5	Yes
Mr. Vijai Singh	Non-Executive & Independent	7	5	-	-	-	Yes



None of the Directors on the Board is a member of more than 10 Committees and the Chairman in more than 5 Committees, across all Companies in which they are Director.

Other Directorship does not include Directorship in Private Limited Companies, Foreign Companies and Companies under Section 25 of the Companies Act, 1956. Chairmanships / Memberships of Board Committees relates to only Audit and Shareholders' / Investors' Grievance Committee.

Mr. Raghu Mody and Mr. A C Chakrabortti are liable to retire by rotation and being eligible, offered themselves for re-appointment. Information as required under Clause 49(VI) of the Listing are annexed to the Notice.

c) During the year under review, the Board of Directors met 7 (Seven) times viz. 19th May 2010, 8th July 2010, 14th August 2010, 9th September 2010, 26th October 2010, 4th December 2010, and 2nd February 2011.

3. AUDIT COMMITTEE

- a) The Audit Committee of the Company is constituted in line with the provisions of clause 49 of Listing agreement with the Stock Exchanges. The Committee comprising of four members, out of which three being Non-Executive & Independent Directors. During the financial year four meetings were held on 19.05.2010, 14.08.2010, 26.10.2010 & 02.02.2011.
- b) The Terms of Reference include:
- Overseeing the Company's Financial reporting process and disclosure of its Financial Information to ensure that the financial statements are correct.
 - Recommending the appointment and removal of statutory auditors and fixation of their Audit fees.
 - Review with management the annual financial statements before submission to the Board focusing on:
 - Any change in accounting policies and practices
 - Major Accounting entries involving the estimates based on the exercise of judgement by management
 - Qualification in Draft Audit report
 - Review compliance with accounting standards, stock exchanges and legal requirement concerning financial statements.
 - Reviewing with the management the Quarterly financial statements before submission to the Board for approval.
 - The scope of the Audit committee is inclusive of the matters as may be specified in Clause 49II D of the listing agreements with the Stock Exchange and additional functions as may be decided by the Board of Directors from time to time.

Attendance of the Members at the meeting was as under :

Name of Members	Status	Category	No. of Meetings held	No. of Meetings attended
Mr. Harish Parekh	Chairman	Non-Executive & Independent	4	4
Mr. Raghu Mody	Member	Non-Executive & Non-Independent	4	4
Mr. R S Vaidyanathan	Member	Non-Executive & Independent	4	4
Mr. Vijai Singh	Member	Non-Executive & Independent	4	4

Mr. Harish Parekh is Chairman to the Audit Committee and the Company Secretary of the Company acts as the Secretary of the Committee. At the invitation of the Committee, Statutory Auditors also attend the Audit Committee Meetings to answer and clarify the queries raised at Meetings. The Chairman of the Audit committee Mr Harish Parekh attended the last Annual General Meeting held on 9th September, 2010.

4. REMUNERATION COMMITTEE

The Remuneration Committee consists of three Non-Executive Independent Directors.

The broad terms of reference of the remuneration committee are to recommend the Company's policy on remuneration packages for the Managing Director / Executive Directors, reviewing the structures, design and implementation of remuneration policy in respect of key management personnel. The Remuneration is fixed based on experience, designation and



Annual Report 2010-2011

financial position of the Company. The Non-Executive Directors do not draw any remuneration from the company except the sitting fees.

The Composition of Committee is as given below:

Name of Members	Status	Category
Mr. Vijai Singh	Chairman	Non-Executive & Independent
Mr. R S Vaidyanathan	Member	Non-Executive & Independent
Mr. Harish Parekh	Member	Non-Executive & Independent

Details of remuneration paid/payable to Director for the year ended 31st March 2011 are as follows:

Directors	Sitting Fees	Salary & perquisites	Commission	Total
Mr Raghu Mody (Chairman)	55000	-	-	55000
Smt Shashi Mody (Vice- Chairperson)	25000	-	-	25000
Mr Kapil Kaul (Whole-Time Director)	-	582660	-	582660
Mr N.G. Khaitan	10000	-	-	10000
Mr A.C.Chakrabortti	20000	-	-	20000
Mr R.S. Vaidyanathan	70000	-	-	70000
Mr Harish Parekh	65000	-	-	65000
Mr Vijai Singh	65000	-	-	65000

5. SHAREHOLDERS/INVESTORS' GRIEVANCE COMMITTEE

The Shareholders' / Investors' Grievance Committee comprising of three members being Non-Executive & Independent Directors. During the financial year four meetings were held on 18.05.2010, 14.08.2010, 26.10.2010 & 02.02.2011.

The Composition of Committee and details of attendance are as given below:

Name of Directors	Status	Category	No. of Meetings	
			Held during the year	Attended
Mr. Vijai Singh	Chairman	Non-Executive & Independent	4	4
Mr. R S Vaidyanathan	Member	Non-Executive & Independent	4	4
Mr. Harish Parekh	Member	Non-Executive & Independent	4	4

Mr. Partha Chakraverti, Vice President & Company Secretary & Mr. J. Goswami, are the Compliance Officers of the Company.

E.Mail Id earmarked for redressing Investors queries in terms of Clause 47(f) of the Listing agreement : secdept@rasoigroup.in
The Committee looks into redressal of Share holders/ Investors complaints related to transfer of shares, non receipts of balance Sheet, non receipts of declared dividend, etc. The Committee oversees the performance of Share Transfer Committee and Registrar & Shares Transfer Agents and recommends the measure for overall improvement in the quality of Investor services.

Smt Shashi Mody, Mr. R S Vaidyanathan and Mr. Kapil Kaul are the member of the Share Transfer Committee as on 31.03.2011. The Share Transfer Committee (STC) deals with application for Transfer/ Transmission of Shares on sub-division and consolidation of Share Certificates and Issue of Duplicate Share Certificates etc. The STC are held as and when required, usually fortnightly.



No. of Complaints Pending as on 1 st April, 2010	Nil
No. of complaints received during the year ended 31.03.2011	01
No. of complaints disposed of during the year ended 31.03.2011	01
No. of complaints Pending as on 31.03.2011	Nil
No. of Pending Share Transfer as on 31.03.2011 (Lodged in last 2 weeks)	Nil

6. SUBSIDIARY COMPANIES

Clause 49 of the listing Agreement defines a “material non-listed subsidiary” as an unlisted subsidiary company, incorporated in India, whose turnover or net worth (i.e. paid up capital and free reserves) exceeds 20 percent of the consolidated turnover or net worth respectively, of the listed holding company and its subsidiary companies in the immediately preceding accounting year. Under this definition, the Company does not have a ‘material non-listed Indian subsidiary company. However a wholly owned Subsidiary Company has been incorporated as M/s Eastern Edible Oils & Food Products Limited on 29.12.2010 in due compliance of the provisions of the Act.

7. INSIDER TRADING:

The Company has adopted the Code of internal procedures and conduct framed under SEBI (Prohibition of Insider Trading) Regulation 1992 as amended, to, inter alia, prevent insider trading in the Shares of the company.

8. CODE OF CONDUCT AND ETHICS:

The Company has adopted a Code of Conduct and Ethics (Code) for members of Board of Directors and Senior Management Personnel of the Company. The essence of the code is to conduct the Business of the Company in an honest and ethical manner, in compliance with applicable laws and in a way that excludes consideration of personal advantage. All the Directors and Senior Management Personnel have affirmed compliance with the code and the declaration to this effect have been signed by the Whole time-director is attached to this report. The Copy of the code has been put on Company’s Website www.rasoigroup.in

9. GENERAL BODY MEETINGS

a) The Details of the last three Annual General Meetings of the company are furnished below:

Financial Year	Day & Date of AGM	Time	Location of the meeting
2007 – 2008	25.09.2008 (Thursday)	3.30 P.M.	Kalakunj, 48, Shakespeare Sarani Kolkata – 700 017
2008 – 2009	15.09.2009 (Tuesday)	4.00 P.M.	Kalakunj, 48, Shakespeare Sarani Kolkata – 700 017
2009–2010	09.09.2010 (Thursday)	4.00 P.M.	Kalakunj, 48, Shakespeare Sarani Kolkata – 700 017

b) No Extra-Ordinary General Meeting of the shareholders was held during the year.

c) Postal Ballot was conducted during the year on 19.02.2010 for Increase in Limit of inter- corporate loans and investments upto Rs.100 Crores in accordance with the provisions of Section 192A read with Section 372A of the Companies Act, 1956 and as per the procedure prescribed in the Companies (Passing of Resolution by Postal Ballot) Rules, 2001.

Details of Voting Pattern in respect of the Special Resolution passed through Postal Ballot

Particulars of Resolution	Resolution Passed on	Applicable Section of the Companies Act, 1956	No. and % of Votes in Favour	No. and % of Votes against
Increase in limit for making inter-corporate loans and investments in excess of the limits laid down in Section 372A, upto Rs.100 crores.	19.02.2010	Section 372A, 192A and all other applicable provisions, if any, of the Companies Act, 1956	11,35,112 100%	NIL



Annual Report 2010-2011

Mr. Mohan Ram Goenka, Practising Company Secretary was appointed as the scrutinizer for conducting the Postal Ballot.

None of the Resolutions proposed for the ensuing Annual General Meeting need to be passed by the Postal Ballot.

d) Special Resolutions passed in the Previous Annual General Meetings:

At the Annual General Meeting held on 25.09.2008 : A Special Resolution was passed for re-appointment of Mr. Kapil Kaul as Whole-time Director designated as Director Corporate Affairs of the Company for a period of three years w.e.f. 01.09.2008.

At the Annual General Meeting held on 15.09.2009: A Special Resolution was passed for post-facto approval of the Company for contribution made to Indian Institute of Cerebral Palsy, a charitable organization, upto to a total sum of Rs.11,00,000/- (Rupees Eleven lakhs only) in the financial year 2008-09.

At the Annual General Meeting held on 09.09.2010: No Special Resolution was passed.

10. DISCLOSURES

- a) Disclosures on materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, the Directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of the Company at large:

There were no transactions of material nature with related parties during the year that had potential conflict with the interest of the Company at large. However the major related party transactions are with its associate companies, directors and relatives. The Related Party Transactions are based on the considerations of various business exigencies and Company's long term strategy. All the transactions entered during the financial year 2010-2011 with related parties were on arm length basis and the same are reported in Note no. 14 of Schedule No. S of Annual Accounts & Reports 2010-11.

- b) Certain defaults surfaced during the open offer by Pallawi Resources Ltd. for acquiring equity shares of Rasoi Ltd. These defaults related to the period 1985 to 2005. The Company preferred to move a consent application before SEBI. SEBI, after personal hearing imposed penalties to the tune of Rs.8 Lacs and Rs.10 Lacs on the company and promoters respectively. These penalties were paid and SEBI was kind enough to issue orders of settlement.
- c) The Company does not have a formal Whistle blower policy. However, no person has been denied access to the Audit Committee.
- d) The Company is complying with all mandatory requirements of Clause 49 of the Listing Agreement. The Non-Mandatory requirements relating to Remuneration Committee have been adopted by the company.

11. MEANS OF COMMUNICATION

The Company regularly interacts with the shareholders through various channels like publication of results, annual report and Company's Website.

- a) The quarterly, half yearly and Annual results of the Company are sent to the Stock Exchange immediately after they are approved by Board/Committee and posted on Company's Website and also published in Financial Express, Aajkal (in Kolkata).
- b) The results are uploaded on the website www.rasoigroup.in
- c) Pursuant to Clause 51 of Listing Agreement all data of the shareholding pattern, quarterly financial results etc. were displayed in SEBI website www.sebiedifar.nic.in upto the third quarter of 2009-10. Consequent to SEBI discontinuing the EDIFAR System with effect from 1st April 2010, the Company is providing the abovementioned information to the Stock Exchange as required under the Listing Agreement entered into with them.
- d) At present the Company does not make presentation to institutional investors and analysts.
- e) The Management Discussion and Analysis Report is a part of the Annual Report.

12. GENERAL SHAREHOLDERS INFORMATION

- a) **107th Annual General Meeting**
-



Date : 5th August, 2011
Day : Friday
Time : 5.00 p.m.
Venue : Kalakunj (Kalamandir Basement), 48 Shakespeare Sarani, Kolkata-700 017

b) Financial Calendar for the Financial Year 2011 – 2012 (tentative)

Un-audited 1st Quarter results: On or before 14.08.2011
Un-audited 2nd Quarter results: On or before 14.11.2011
Un-audited 3rd Quarter results: On or before 14.02.2012
Audited 4th Quarter results and annual results: On or before 30.05.2012

c) **Date of Book Closure:** 29th July, 2011 to 5th August, 2011 (both days inclusive)

d) **Dividend payment date:** 10th August, 2011

e) **Listing on Stock Exchanges:**

1. Bombay Stock Exchange Limited
P.J. Towers, Dalal Street, Fort, Mumbai – 400 001
2. The Calcutta Stock Exchange Limited
7, Lyons Range, Kolkata – 700 001

f) **Stock Code:**

The Calcutta Stock Exchange Limited	28121
Bombay Stock Exchange Limited	507649
ISIN: INE349E01015	

Annual Listing Fees is paid by the company to all Stock Exchanges

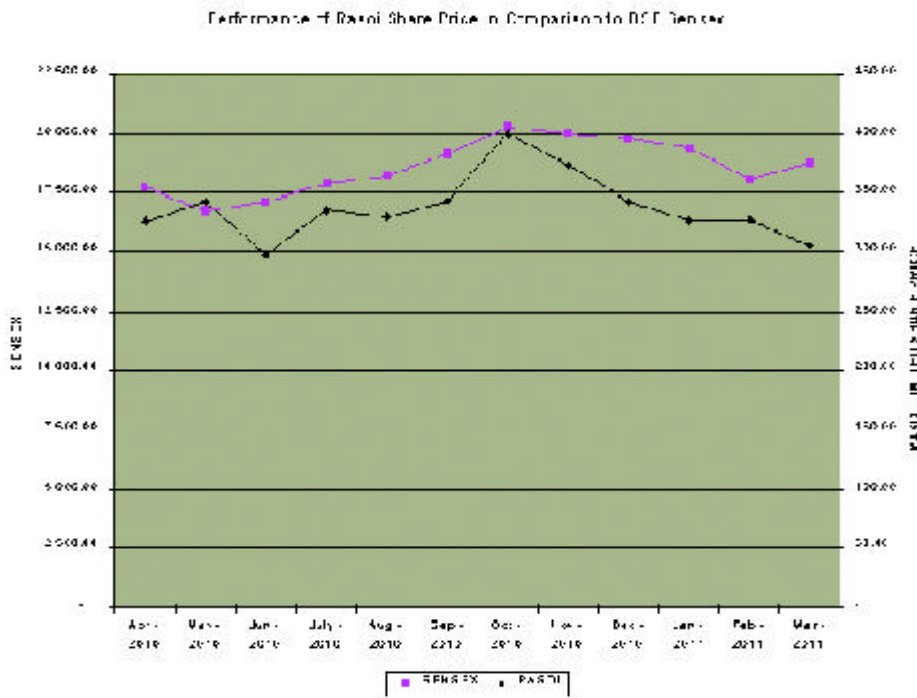
g) **Market Price Date:** The monthly high and low of market price of shares traded on the Bombay Stock Exchange Limited, Mumbai during each month in last financial year was as follows:

Month	Price of Share of the Company at Bombay Stock Exchange (Rs.)	
	High	Low
April – 2010	341.45	310.00
May – 2010	378.30	307.10
June – 2010	321.90	271.60
July – 2010	370.00	301.00
August – 2010	385.50	275.00
September – 2010	374.90	311.00
October – 2010	485.00	315.00
November – 2010	405.00	341.00
December – 2010	372.90	312.10
January – 2011	349.80	303.60
February – 2011	349.50	305.10
March – 2011	340.00	270.10



Annual Report 2010-2011

Performance in comparison to BSE Sensex for the financial year ended 31st March, 2011



h) **The Registrar and Share Transfer Agent of the Company**

C B Management Services (Pvt) Ltd.
P-22 Bondel Road, Kolkata – 700 019.
Phone : (033) 2280 6692/93/95/2486/2937
Fax : (033) 2287 0263
Email : rta@cbmsl.com

i) **Share Transfer System**

Shares lodged for transfer at the Registrar's address are normally processed within 30 days from the date of lodgment, if the documents are clear in all respects. All requests for dematerialization of shares are processed and the confirmation is given to the respective depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) within 15 days.

j) **Distribution of Shareholding as on 31st March, 2011**

Range	Shareholders		Shares	
	Numbers	%	Numbers	%
1-500	3573	98.13	251503	13.02
501-1000	34	0.93	23272	1.20
1001-2000	10	0.28	14444	0.75
2001-3000	1	0.03	2250	0.12
3001-4000	-	-	-	-
4001-5000	1	0.03	4300	0.22
5001-10000	4	0.11	30651	1.59
10001 & above	18	0.49	1605580	83.10
TOTAL	3641	100.00	1932000	100.00



k) **Categories of Shareholders as on 31st March, 2011**

Category	No. of shares	% of shareholding
Promoters (Including PAIC's)	1447633	74.93
Financial Institutions/ Banks	77	0.00
Insurance Companies	12	0.00
Bodies Corporate	151420	7.84
Resident Individuals	311571	16.13
NRI	19886	1.03
Clearing Member	1401	0.07
TOTAL	1932000	100.00

l) **Dematerialization of Equity Shares and Liquidity**

As on 31.03.2011, of the total Company's Equity Shares, 92.85 % representing 17,93,835 shares were in dematerialized form with NSDL and CDSL and the balance 7.15 % representing 1,38,165 shares in physical form.

The equity shares of the company are listed on Calcutta Stock Exchange and Bombay stock Exchange.

m) **Outstanding GDRs / ADRs / Warrants or any convertible instruments, conversion date and likely impact on equity:** Not Applicable

n) **Plant Locations**

Manufacturing Unit:

Post: Banganagar
PS: Falta
Dist: 24 Parganas (S)
Pin: 743 513
West Bengal

o) **Address for Correspondence**

Rasoi Limited
'Rasoi Court'
20, Sir R N Mukherjee Road
Kolkata – 700 001
Phone: (033) 2248 0114/5
Fax: (033) 2248 1200
Email: secdept@rasoigroup.in

On behalf of the Board of Directors

Place: Kolkata
Date: 21st May 2011

RAGHU MODY
CHAIRMAN



ANNEXURE TO CORPORATE GOVERNANCE

DECLARATION BY CEO ON CODE OF CONDUCT

To
The Members
The Rasoi Limited

Pursuant to Clause 49 of Listing Agreement with Stock Exchange, I, Kapil Kaul, Whole-time Director of the Company declare that all the Directors and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct as laid down by the company in terms of Clause 49 of Listing Agreement.

Place: Kolkata
Date: 21st May, 2011

KAPIL KAUL
DIRECTOR

CERTIFICATE

To the Members of

Rasoi Limited

1. We have examined the compliance of conditions of Corporate Governance by Rasoi Limited, for the year ended 31.03.2011, as stipulated in clause 49 of the Listing Agreement of the said company with Stock Exchange(s).
2. The Compliance of conditions of Corporate Governance is the responsibility of the Company's Management. Our Examination has been limited to procedure and implementation thereof, adopted by the company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.
3. In our opinion and to the best of our information and according to the explanations given to us and based on the representation made by the directors and the management, we certify that the company has complied with the conditions of the Corporate Governance as stipulated in the above mentioned Listing Agreement.
4. We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

Place: Kolkata
Date: 21st May, 2011

For MR & Associates
Company Secretaries

Mohan Ram Goenka
Partner
C P No.: 2551



CEO AND CFO CERTIFICATION

We, Kapil Kaul Wholetime Director and Manoj Sureka, Vice President-Finance & Corporate Affaris of Rasoi Ltd. to the best of our knowledge and belief certify that :

1. We have reviewed the audited financial results and Cash flow Statement for the year ended 31.03.2011.
2. Based on our knowledge and information, these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
3. Based on our knowledge and information, the financial statements, and other financial information included in this report, present in all material respects, a true and fair view of the company's affairs, and are in compliance with the existing accounting standards and/or applicable laws and regulations;
4. To the best of our knowledge and belief, no transactions entered into by the company during the year are fraudulent, illegal or violative of the company's code of conduct;
5. We are responsible for establishing and maintaining internal controls for financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
6. We have disclosed based on our most recent evaluation, wherever applicable, to the company's auditors and the audit committee of the company's Board of Directors:
 - a) significant changes in internal controls over financial reporting during the year,
 - b) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - c) instances of significant fraud of which we are aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal controls system over financial reporting.

Sd/-
(Kapil Kaul)
Whole time
Director & CEO

Sd/-
(Manoj Sureka)
VP- (Finance & Corporate Affairs)
& CFO

Place: Kolkata
Date : 21.05.2011



FINANCIAL HIGHLIGHTS

(Rs. in Lacs)

Particulars	2010-2011	2009-2010	2008-2009	2007-2008	2006-2007	2005-2006	2004-2005	2003-2004	2002-2003	2001-2002
Operational Result										
Sales & Other Income	13,961	10,535	16,027	15,849	15,155	12,319	14,576	16,256	10,927	5,954
Gross Profit	1,329	1,526	(910)	381	288	383	545	601	247	158
Depreciation	198	198	199	200	196	207	174	144	122	44
Net Profit	1,131	1,328	(1,109)	181	92	176	371	457	125	114
Dividend	48	19	-	19	19	36	36	36	36	36
Dividend%	25	10	-	10	10	20	20	20	20	20
Transfer to General Reserve	93	9	-	9	9	14	30	30	10	10
We Owned										
Gross Block	5,510	5,403	4,733	4,737	4,791	4,797	4,981	3,880	3,491	1,463
Net Block	3,758	3,770	3,176	3,363	3,566	3,756	3,971	2,974	2,725	814
Capital Work-in-progress	-	-	-	-	-	-	-	354	69	1,481
Investments	5,106	2,056	365	365	364	373	439	245	252	258
Current Assets, Loans & Advances	7,252	8,635	3,967	5,227	3,258	2,719	2,733	2,333	1,576	901
	16,116	14,461	7,508	8,955	7,188	6,848	7,143	5,906	4,622	3,454
We Owed										
Loans & Deposits	1,008	1,190	1,216	951	1,184	1,740	1,757	1,370	904	655
Current Liabilities & Provisions	4,498	3,522	4,487	5,535	3,575	3,269	3,634	3,043	2,516	1,513
	5,506	4,712	5,703	6,486	4,759	5,009	5,391	4,413	3,420	2,168
Net Worth	10,610	9,749	1,805	2,469	2,429	1,839	1,752	1,493	1,202	1,286
Represented by :										
Equity Share Capital	193	193	193	193	193	180	180	180	180	180
Reserves	10,417	9,556	1,612	2,276	2,236	1,659	1,572	1,313	1,022	1,106
Earning Per Share (Rs.)	47.70	9.64	(34.41)	3.92	4.56	7.14	16.65	18.44	4.66	4.20



AUDITOR'S REPORT

To the Members of Rasoi Limited

- 1 We have audited the attached Balance Sheet of Rasoi Limited as at 31st March 2011, the Profit and Loss account and the cash flow statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
 - 2 We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
 - 3 As required by the Companies (Auditor's Report) order, 2003 as amended by the companies (Auditors Report) (Amendment) order 2004 ('the order'), issued by the Central Government of India in terms of Section 227(4A) of the Companies Act, 1956 ('the Act') and according to the information and explanations given to us and on the basis of such checks as we considered appropriate, we report that:
 - i. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
 - (b) There is a phased programme of verification of such assets, based on which physical verification of fixed assets is being carried out by the management. Discrepancies in respect of fixed assets verified during the year were not material. In our opinion, the frequency of such verification is reasonable having regard to the size of the Company and the nature of its assets.
 - (c) In our opinion, during the year, the company has not disposed off substantial part of its fixed asset. In our opinion, the disposal of such assets has not affected the going concern status of the Company.
 - ii. (a) The inventory except for those, which are in transit and lying with third parties, have been physically verified during the year by the management. In our opinion and according to the information and explanations given to us, the frequency of such verification is reasonable.
 - (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories to the extent carried out by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
 - (c) On the basis of our examination of the records of inventory and according to the information and explanations given to us, we are of the opinion that the Company is maintaining proper records of inventory. As far as ascertained, discrepancies noticed on verification between the physical stocks and the book records were not material and the same has been properly dealt with in the books of account.
- iii. (a) The Company has granted loan to one company listed in the register maintained under Section 301 of the Companies Act, 1956. The maximum amount involved during the year was 27 Lacs and there was no outstanding amount at the year end from the party.
- (b) In our opinion, the rate of interest and other terms and conditions on which loans as aforesaid have been given are prima facie not prejudicial to the interest of the Company.
- (c) Loan granted to the Company was repayable on demand and this has been repaid during the year. The company was generally regular in payment of Interest.
- (d) In respect of the loans granted there was no amount overdue at the year end.
- (e) The Company has not taken unsecured loan from any Company listed in the register maintained under Section 301 of the Companies Act, 1956. Accordingly, clauses 4(iii)(f) and clause 4(iii)(g) of the order are not applicable to the Company.
- iv. In our opinion and according to information and explanations given to us, having regard to the nature of business and the practices followed and the explanation regarding market quotations for purchase of materials and sale of goods, there are reasonable internal control procedures commensurate with the size



Annual Report 2010-2011

of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods. During the course of our audit we have not observed any major continuing failure to correct weaknesses in the internal control.

v. (a) To the best of our knowledge and belief and according to the information and explanations provided by the management, we are of the opinion that the particulars of contracts or arrangements referred to in Section 301 of the Companies Act 1956 have been entered in the register required to be maintained under that Section; and.

(b) According to the information and explanations given to us, there are no transactions made in pursuance of contracts or arrangements during the year which aggregate to rupees five lakhs or more in respect of each party.

vi. The Company has not accepted any deposits from the public during the year.

vii. The Company has introduced its own Internal Audit system during the year under review. In respect of the areas covered during the year, the same was commensurate with the size and nature of its business. However the scope and coverage of the areas needs to be strengthened.

viii. We have broadly reviewed the books of accounts maintained by the Company pursuant to the order made by the Central Government for the maintenance of cost records under section 209 (1)(d) of the Companies Act, 1956 and are of the opinion that prima facie the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether these are accurate or complete.

ix. (a) According to the information and explanations given to us and as per the records verified by us, Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, custom duty, excise duty, cess and other material statutory dues applicable to it. According to the information and explanations given to us, no undisputed amount payable in respect of above dues were outstanding as at 31.03.2011 for a period of more than six months from date of becoming payable.

b) There are no dues of Sales tax, income tax, custom duty, wealth tax, excise duty and cess which have not been deposited on account of any dispute except the dues as given below:

Name of the Statute	Nature of the Dues	Amount (Rs. in lacs)	Period to which the amount relates	Forum where dispute is pending
West Bengal Sales Tax Act 1954	Purchase Tax	1.71	1990-91	Deputy Commissioner of Commercial Taxes, Beliaghata
		0.46	1994-95	
	Sales Tax	0.02	1990-91	
		1.36	1991-92	
		1.94	1992-93	
		0.13	1993-94	
Central Sales Tax Act 1956	Sales Tax	0.79	2004-05	Revisional Board Commercial Taxes, Beliaghata
		8.94	1990-91	Hon'ble High Court Calcutta
		14.36	1991-92	Hon'ble High Court Calcutta
		41.52	1992-93	Hon'ble High Court Calcutta
		24.18	1993-94	Hon'ble High Court Calcutta
		10.24	1994-95	Hon'ble High Court Calcutta
The Customs Act, 1962	Custom Duty	143.90	2003-04	Assistant Commissioner of Customs
		44.90	2000-01	Deputy Commissioner
The Central Excise Act, 1994	Excise Duty	0.43	1976	Appellate Collector
		0.12	1976	Appellate Collector
		4.26	24.07.81 to 31.03.82	Assistant Collector
		2.59	01.04.81 to 16.03.85	Customs Excise & Gold (control) Appellate Tribunal
		165.65	Oct.89 to Apr'91	Hon'ble High Court Calcutta
		1.66	2003-04	Central Excise and Service Tax Appellate Tribunal
West Bengal Sales Tax Act 1994	Sales Tax	17.00	2004-05	Revisional Board Commercial Taxes, Beliaghata



- x. The Company does not have any accumulated losses. The Company has not incurred cash loss during the financial year covered by our audit and in the immediately preceding financial year.
- xi. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to financial institutions and banks.
- xii. According to the information and explanations given and based on the documents and records produced to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- xii. The Company is not a chit fund or a nidhi mutual benefit fund/society. Therefore, clause 4(xiii) of the Order is not applicable to the Company.
- xiv. As the Company did not deal/trade in securities during the year, and therefore, clause (xiv) of the order is not applicable.
- xv. According to the information and explanations given to us, the Company has given guarantee for loans taken by others from bank. In our opinion, the terms and conditions on which the guarantee has been given are prima facie not prejudicial to interest of the Company.
- xvi. According to the information and explanations given and based on the documents and records produced to us, no term loan has been taken by the Company during the year.
- xvii. According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, short term funds have not been used for Long Term Investments.
- xviii. The Company has not made any preferential allotment of shares to parties and Companies covered in the Register maintained under section 301 of the Companies Act, 1956, during the year.
- xix. The Company did not have any outstanding debentures during the year.
- xx. The Company has not raised any money through a public issue during the year.
- xxi. During the course of our examination of the books of accounts carried out in accordance with generally accepted auditing practices in India, we have neither come across any incidence of fraud on or by the Company nor we have been informed of any such case by the management.
4. Reference is invited to Note no.22 of Schedule S regarding non-preparation of consolidated accounts of the Company due to the reason given in the said note.
5. Further to our comments made in above paragraphs, we report that:
- i. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;
- ii. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of the books of accounts;
- iii. The balance sheet, profit and loss account and cash flow statement dealt with by this report are in agreement with the books of account.
- iv. In our opinion, the balance sheet, profit and loss account and cash flow statement dealt with by this report except as given in para 4 above, comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956.
- v. On the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2011 from being appointed as a director in terms of Section 274 (1) (g) of the Companies Act, 1956.
- vi. In our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with notes thereon, give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
- a) in the case of the balance sheet, of the state of affairs of the Company as at 31st March 2011;
- b) in the case of the profit and loss account, of the profit for the year ended on that date; and
- c) in the case of the cash flow statement, of the cash flows for the year ended on that date.

For Lodha and Co.,
Chartered Accountants
ICAI (Firm) Registration no. 301051E

R P Singh
Partner
Membership Number:52438

Place: Kolkata
Date : 21st May, 2011



BALANCE SHEET AS AT 31ST MARCH 2011

	Schedule	As At 31st March 2011 Rs.	As At 31st March 2010 Rs.
SOURCES OF FUNDS			
Shareholder's Funds			
Capital	A	19,320,000	19,320,000
Reserves & Surplus	B	1,041,654,238	955,559,947
Loan Funds			
Secured Loans	C	100,797,258	119,040,239
Deferred Tax Liabilities (Net) (Refer Note 7 of Schedule S)		59,985,470	58,018,676
Total		<u>1,221,756,966</u>	<u>1,151,938,862</u>
APPLICATION OF FUNDS			
Fixed Assets			
Gross Block	D	551,037,848	540,345,375
Less : Depreciation		<u>175,218,278</u>	<u>163,350,982</u>
Net Block		375,819,570	376,994,393
Investments	E	510,635,294	205,620,801
Current Assets Loans & Advances			
Inventories	F	108,292,106	127,535,903
Sundry Debtors	G	48,738,717	33,455,059
Cash & Bank Balances	H	13,254,698	538,294,764
Loans & Advances	I	538,266,503	163,768,709
Other Current Assets-Interest Accrued on Investment		16,625,926	408,904
		<u>725,177,950</u>	<u>863,463,339</u>
Less : Current Liabilities & Provisions			
Liabilities	J	351,542,533	256,393,430
Provisions	K	<u>38,333,315</u>	<u>37,746,241</u>
		<u>389,875,848</u>	<u>294,139,671</u>
Net Current Assets		335,302,102	569,323,668
Total		<u>1,221,756,966</u>	<u>1,151,938,862</u>

Accounting Policies & Notes on Accounts S
Schedules referred to above form an integral part of the Balance Sheet

As per our Report of even date attached
For **Lodha & Company**
Chartered Accountants

R.P. Singh
(Partner)
14, Government Place East
Kolkata, the 21st day of May, 2011

PARTHA CHAKRAVERTI
*Company Secretary &
Vice President*

For and on behalf of the Board

RAGHU MODY - Chairman
SHASHI MODY - Vice-Chairperson
KAPIL KAUL - Director
A.C. CHAKRABORTTI - Director
HARISH PAREKH - Director
VIJAI SINGH - Director
R.S. VAIDYANATHAN - Director



PROFIT AND LOSS ACCOUNT FOR THE PERIOD ENDED 31ST MARCH 2011

INCOME	Schedule	Year Ended 31st March 2011 Rs.	Year Ended 31st March 2010 Rs.
Income From Edible Products Operations	L	1,266,430,920	876,201,463
Income from Investments and Treasury Operations	M	111,428,506	35,226,706
Other Income	N	5,264,325	161,222,140
Increase/(Decrease) in Stocks	O	12,989,921	(19,109,451)
		<u>1,396,113,672</u>	<u>1,053,540,858</u>
EXPENDITURE			
Raw Materials Consumed		931,330,812	532,577,495
Purchase of Materials		102,768,888	176,091,937
Packing Materials consumed		61,339,541	53,365,504
Stores & Spares Parts Consumed		19,627,240	12,762,160
Power & Fuel		47,344,452	33,569,156
Payments to & Provisions for Employees	P	31,621,858	28,553,120
Other Expenses	Q	60,004,081	55,047,150
Interest	R	9,104,310	8,968,751
Depreciation	D	20,168,814	20,055,478
Less : Transferred from Revaluation Reserve		<u>321,223</u>	<u>286,133</u>
		<u>19,847,591</u>	<u>19,769,345</u>
		<u>1282,988,773</u>	<u>920,704,618</u>
PROFIT BEFORE TAX		113,124,899	132,836,240
Less-Provision for Taxation		19,000,000	56,202,000
		1,966,794	58,018,676
PROFIT AFTER TAX		92,158,105	18,615,564
Balance Brought Forward From Earlier Year		35,002,478	19,539,795
		<u>127,160,583</u>	<u>38,155,359</u>
Proposed Dividend		4,830,000	1,932,000
Dividend Tax		783,547	320,881
Transferred to General Reserve		9,300,000	900,000
		<u>14,913,547</u>	<u>3,152,881</u>
Balance Carried to Balance Sheet		<u>112,247,036</u>	<u>35,002,478</u>
Accounting Policies & Notes on Accounts	S		
Basic & Diluted Earning Per Share	(Note 10 of Schedule S)	47.70	9.64

Schedule referred to above form an integral part of the Profit & Loss Account
As per our Report of even date attached

For **Lodha & Company**
Chartered Accountants

R.P. Singh
(Partner)

14, Government Place East
Kolkata, the 21st day of May, 2011

PARTHA CHAKRAVERTI
*Company Secretary &
Vice President*

For and on behalf of the Board

RAGHU MODY - Chairman
SHASHI MODY - Vice-Chairperson
KAPIL KAUL - Director
A.C. CHAKRABORTTI - Director
HARISH PAREKH - Director
VIJAI SINGH - Director
R.S. VAIDYANATHAN - Director



Annual Report 2010-2011

SCHEDULES TO THE ACCOUNTS	As At 31st March 2011 Rs.	As At 31st March 2010 Rs.
SCHEDULE - A		
SHARE CAPITAL		
Authorised		
25,000 11% Redeemable Cumulative Preference Shares of Rs. 100/- each	2,500,000	2,500,000
37,50,000 Equity Shares of Rs. 10/- each	<u>37,50,000</u>	<u>37,50,000</u>
	<u>40,00,000</u>	<u>40,00,000</u>
Issued & Subscribed		
19,32,000 Equity Shares of Rs. 10/- each fully paid up	<u>19,320,000</u>	<u>19,320,000</u>
	<u>19,320,000</u>	<u>19,320,000</u>
Of the above shares-		
i) 15,930 Shares were allotted as fully paid up pursuant to a contract without payment being received in cash		
ii) 10,16,000 Shares were allotted as fully paid up by way of bonus shares issued by capitalisation of share premium and reserves.		
SCHEDULE - B		
RESERVES & SURPLUS		
Share Premium	51,480,000	51,480,000
General Reserve		
As per Last Account	788,771,655	90,125,988
Add Transferred From Profit & Loss Account	9,300,000	900,000
Add Transferred From Revaluation Reserve	-	697,745,666
	<u>798,071,655</u>	<u>788,771,654</u>
Revaluation Reserve		
As per Last Account	80,305,815	-
Add-Addition during the year	-	778,337,614
Less-Transfer to Profit & Loss A/c	321,223	286,133
Less-Deduction during the year	129,045	
Less-Transfer to General Reserve	-	697,745,666
	<u>79,855,547</u>	<u>80,305,815</u>
Surplus as per Profit & Loss Account	<u>112,247,036</u>	<u>35,002,478</u>
	<u>1,041,654,238</u>	<u>955,559,947</u>
SCHEDULE - C		
SECURED LOANS		
Cash Credit From Bank*	11,926,957	56,096,746
Loan from Allahabad Bank FCNR (B)*	29,198,000	29,503,500
Loan from Allahabad Bank (Short Term Buyer's Credit)	59,194,105	33,253,989
*(Secured by		
- Hypothecation charges over entire Current Assets of the Company, Including Stocks & Book Debts, both present & future.		
- Mortgage/hypothecation charge over the entire fixed assets (Movable/Immovable) of the new plant of the Company at Falta.		
Term Loan from ICICI Bank**	120,566	186,004
Term Loan from Reliance Capital Ltd**	357,630	-
**(Secured by Hypothecation of vehicles purchased there against)		
	<u>100,797,258</u>	<u>119,040,239</u>



SCHEDULE - D

FIXED ASSETS

Description	Gross Block				Depreciation				Net Block	
	Cost As At	Additions	Deductions	Total	As at	For the	Deductions	As at	As At	As At
	01.04.2010			31.03.2011	01.04.2010	Period		31.03.2011	31.03.2011	31.03.2010
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
Mandir	121,090	-	-	121,090	-	-	-	-	121,090	121,090
Freehold Land	84,120,000	-	-	84,120,000	-	-	-	-	84,120,000	84,120,000
Tenancy Rights	1,470,000	-	-	1,470,000	1,470,000	-	-	1,470,000	-	-
Building	140,954,751	-	-	140,954,751	32,044,833	4,110,492	-	36,155,325	104,799,426	108,909,918
Plant & Machinery	273,540,071	19,281,517	8,837,643	283,983,945	109,881,239	14,029,783	7,984,709	115,926,313	168,057,632	163,658,832
Electrical Installation, Water System and Sanitation	27,588,967	-	-	27,588,967	10,954,652	1,440,076	-	12,394,728	15,194,239	16,634,315
Motor Car & Vehicles	1,868,504	723,000	515,341	2,076,163	962,701	192,648	285,583	869,766	1,206,397	905,803
Furniture & Fixtures	10,681,992	110,300	69,360	10,722,932	8,037,557	395,815	31,226	8,402,146	2,320,786	2,644,435
Total	540,345,375	20,114,817	9,422,344	551,037,848	163,350,982	20,168,81	8,301,518	175,218,278	375,819,570	376,994,393
Previous Year	473,322,893	781,068,743	714,046,261	540,345,375	155,710,386	20,055,478	12,414,882	163,350,982	376,994,393	

SCHEDULES TO THE ACCOUNTS

SCHEDULE - E

INVESTMENTS

Other than Trade

Long Term :-

Fully Paid-up Equity Shares (Quoted)

	Face Value Rs.	As At 31st March, 2011 Rs.	As At 31st March, 2010 Rs.
0(21,188) Axon Trading & Mfg. Co. Ltd.	10	-	211,880
0(2,14,399) Bhiwani Vanaspati Ltd.	10	-	2,173,043
20,50,574 Hindustan Composites Ltd.	10	26,221,461	26,221,461
7,750 Housing Development Finance Corporation Ltd.	2	41,375	41,375
2,48,927 J. L. Morison (India) Ltd.	10	7,998,139	7,998,139
0(31,600) Lotus Udyog Ltd.	10	-	77,536
41,345 Molind Engineering Ltd.	10	491,634	491,634
0(19,800) Noble Trading Co. Ltd.	10	-	131,624
0(39,000) Pallawi Trading & Mfg. Co. Ltd.	10	-	203,906
0(25,000) Silver Trading & Services Ltd.	10	-	180,910
100 Sundaram Brake Linings Ltd.	10	1,784	1,784
0(27,100) Surdas Trading & Mfg. Co. Ltd.	10	-	84,860
150 The Tinplate Co. of India Ltd.	10	1,206	1,206

Fully Paid-up Equity Shares (Unquoted)

2,71,890 Rasoi Finance Ltd.	10	2,422,596	2,422,596
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Annual Report 2010-2011

SCHEDULES TO THE ACCOUNTS

SCHEDULE - E		Face Value Rs.	As At 31st March, 2011 Rs.	As At 31st March, 2010 Rs.
Fully Paid-up Equity Shares (In Subsidiary Company (unquoted))				
50,000	Eastern India Edible Oil & Food Products Ltd.	10	500,000	-
Fully Paid-up Debentures (Unquoted)				
10	Perpetual Debenture of Bharat Chamber of Commerce	500	5,000	5,000
1	Woodlands Hospital & Medical Research Centre Ltd. 5% Non Redeemable Registered Mortgage Debenture Stock		2,500	2,500
Mutual Fund - Units (Unquoted)				
10,00,000	HDFC Mutual Fund FMP 13 Month March 2010-Growth	10	10,000,000	10,000,000
20,00,000	IDFC FMP Yearly Series 42-Growth	10	20,000,000	-
10,00,000	Canara Robeco Fixed Maturity Plan Series 6-13 Month (Plan-B)- Growth Plan	10	10,000,000	-
Current Investments :-				
Fully Paid-up Debentures (Unquoted)				
50	Secured 9.95% Coupon Non Convertible Debentures of Tata Motros Ltd.	1,000,000	50,000,000	50,000,000
228	Zero coupon bond of National Bank for Agriculture & Rural Development BD 01 Feb 19	20,000	2,370,402	-
50	Unsecured, Redeemable, Non-Convertible Debentures of Shriram Transport Finance Co. Ltd.	1,000,000	50,000,000	-
1	Zero Coupon Fully Redeemable Non-Convertible Debentures of Solaris Holdings Ltd.	100,000,000	103,691,000	-
3	Fully Secured Redeemable Non-Convertible Debentures of Century Real Estate Holdings Private Ltd.	10,000,000	30,000,000	-
50	Secured unrated unlisted Non-Convertible Debentures of Kumar Urban Development Ltd.	1,000,000	50,000,000	-
500	Fully Redeemable Non-Convertible Debentures of Future Corporate Resources Ltd. (Pantallon Retail India Ltd.)	100,000	50,000,000	-
20	Unrated, Unlisted, Taxable, Unsecured, Redeemable Non Convertible Debentures of Cedar Infonent Pvt Ltd. (Tulip)	1,000,000	20,000,000	-
465.467	Fully Secured Redeemable NCD of Vijay Associates (Wadhwa) Constructions Pvt Ltd.	1,000,000	46,546,720	-
2	Secured, Unlisted, Unrated Redeemable Non-Convertible Debentures of Bilcare Ltd.	10,000,000	20,000,000	-
Mutual Fund - Units (Unquoted)				
0(296945.306)	Reliance Regular Savings Fund-Equity Plan-Growth Mutual Fund-Liquid	10	-	8,500,000
10,418,310	Reliance Money Manager Fund-Retail Option-Daily Dividend Plan	10	10,429,997	-
0(2140045.426)	Kotak Flexi Debt Scheme	10	-	21,523,137
0(489141.068)	DSP Black Rock Small & Mid Cap Fund Regular Plan-Growth	10	-	7,500,000
0(680693.070)	SBI Magnum Comma Fund-Growth	10	-	16,500,000
0(215084.600)	SBI Emerging Business Fund Growth	10	-	7,500,000
0(1750131.664)	LIC Savings Plus Fund	10	-	17,501,317
0(1750201.370)	LIC Income Plus Fund	10	-	17,502,014
0(834301.610)	LIC Liquid Fund	10	-	9,160,715
			510,723,814	205,936,637
Less : Provision for Diminution in value of shares			88,520	315,836
			510,635,294	205,620,801
Quoted : Book Value			34,755,599	37,819,358
Market Value			1,138,666,466	930,343,242
Unquoted : Book Value			475,968,215	168,117,278



Note :

- (a) Detail of Current Investments (other than trade) purchased and sold during the year
- i) 1,270.163 units of Rs. 10 each in LIC MF Savings Plus Fund-Daily Dividend Plan - Cost Rs. 12,702.
 - ii) 6,50,549.532 units of Rs. 10 each in LIC MF Income Plus-Fund-Daily Dividend Plan - Cost Rs. 65,05,495
 - iii) 1,02,59,824.809 units of Rs. 10 each in LIC MF Liquid Fund-Dividend Plan - Cost Rs. 11,26,53,902
 - iv) 57,41,027.749 units of Rs. 10 each in LIC MF Floating Rate Fund-Short Term Plan-Daily Dividend plan - Cost Rs. 5,74,10,277
 - v) 24,19,761.666 units of Rs. 10 each in SBI-SHF Ultra Short Term Fund-Retail Plan-Daily Dividend - Cost Rs. 2,42,12,135
 - vi) 7,531.057 units of Rs. 10 each in DSP Black Rock Money Manager Fund-Regular-Daily Dividend - Cost Rs. 75,48,266
 - vii) 5,17,567.365 units of Rs. 10 each in Kotak Flexi Debt Scheme-Daily Dividend - Cost Rs. 52,34,290
 - viii) 10,51,851.236 units of Rs. 10 each in Reliance Liquid Fund-Treasury Plan-Retail Option-Daily Dividend Option - Cost Rs. 1,60,33,158
 - ix) 20,36,491.437 units of Rs. 10 each in Reliance Liquid Fund Treasury Plan-Institutional Option-Daily Dividend Option - Cost Rs. 3,11,32,659
 - x) 1,15,021.978 units of Rs. 1,000 each in Reliance Money Manager Fund-Retail Option-Daily Dividend Plan - Cost Rs. 11,51,51,009
 - xi) 75 NCD of Rs. 10 Lacs each in Deutsche Postbank Home Finance Ltd. - Cost Rs. 7,57,22,158
 - xii) 25 NCD of Rs. 10 Lacs each in IFCI Ltd.- Cost Rs. 2,54,00,514
 - xiii) 33.533 NCD of Rs. 1 Lac each in Vijay Associates (wadhwa) construction Pvt. Ltd. - Cost Rs. 33,53,280.
- Previous year figure
- i) 2501284.232 units of Rs. 10 each in LIC MF Income Plus-Cost Rs. 2,50,12,842
 - ii) 1172.651 units of Rs. 1,000 each in Reliance Money Manager Fund - Cost of Rs. 14,22,000

SCHEDULES TO THE ACCOUNTS

	As At 31st March 2011 Rs.	As At 31st March 2010 Rs.
SCHEDULE - F		
INVENTORIES		
As taken, valued & certified by the Management		
Stock of Stores, Consumable & Spare Parts	8,343,736	5,181,197
Packing Materials	7,997,653	7,147,603
Raw Materials	1,387,308	929,440
Raw Materials in Transit	-	36,704,176
Finished Products	67,814,811	62,338,070
Work-in-Process	22,748,598	15,235,417
	108,292,106	127,535,903
SCHEDULE - G		
SUNDRY DEBTORS		
(Unsecured)		
Outstanding for a period exceeding six months -		
Considered Good	10,774	337,309
Considered Doubtful	2,239,585	1,901,234
	2,250,359	2,278,543
Less - Provision for Bad & Doubtful Debts	2,239,585	1,901,234
	10,774	377,309
Other Debts (Considered Good)	48,727,943	33,077,750
	48,738,717	33,455,059
SCHEDULE - H		
CASH & BANK BALANCES		
Cash and Cheques in hand	6,144,843	7,737,156
(Including Cheques in hand Rs. 60,31,136 Previous Year Rs. 75,55,115)		
With Scheduled Banks		
in Current Account	2,765,635	2,672,655
in Unpaid Dividend Accounts	439,151	802,136
in Fixed Deposit Account (under lien Rs. 27,71,062 Previous Year Rs. 90,70,687)	2,792,939	525,970,687
In Margin Account	1,112,130	1,112,130
	13,254,698	538,294,764



Annual Report 2010-2011

SCHEDULES TO THE ACCOUNTS

SCHEDULE - I	As At 31st March 2011 Rs.	As At 31st March 2010 Rs.
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LOANS & ADVANCES (Unsecured considered good, unless otherwise stated)

Advances recoverable in cash or in kind or for value to be received	8,611,263	11,708,986
Loan	384,370,000	72,500,000
Security & Other Deposits	50,633,522	3,214,162
Interest Receivable	1,220,980	3,319,749
Balance with Government Authorities	93,430,738	73,025,812
Finance Against Shares/Securities (doubtful)	12,151,772	12,151,772
Less - Provision	12,151,772	-
	538,266,503	163,768,709

SCHEDULE - J

CURRENT LIABILITIES

Sundry Creditors (For Goods & Expenses)	229,152,597	180,783,378
Advances From Customers / Consignees	667,346	3,602,548
Other Liabilities	967,463	946,696
Security Deposits	120,311,896	70,311,896
Interest accrued but not due	4,080	7,739
Investor Education & Protection Fund-Unclaimed Dividend (This does not include any amount due for payment to Investor Education and Protection Fund.)	439,151	741,173
	351,542,533	256,393,430

SCHEDULE - K

PROVISIONS

Taxation (Less Payments)	29,792,685	31,850,158
Proposed Dividend	4,830,000	1,932,000
Provision for Dividend Tax	783,547	320,881
Provision for Leave encashment/Gratuity	2,880,425	3,596,544
Provision for Fringe Benefit Tax	46,658	46,658
	38,333,315	37,746,241



SCHEDULES TO THE ACCOUNTS

SCHEDULE - L	Year Ended 31st March, 2011 Rs.	Year Ended 31st March, 2010 Rs.
INCOME FROM EDIBLE PRODUCTS OPERATIONS		
Sales (Gross)	1,199,444,347	850,296,564
Less-Excise Duty	<u>766,932</u>	<u>521,564</u>
Net Sales	1,198,677,415	849,775,000
Government Subsidy	38,476,057	20,375,047
Miscellaneous Income (Refer Note 6 of Schedule S)	29,277,448	6,051,416
	<u>1,266,430,920</u>	<u>876,201,463</u>

SCHEDULE - M

**INCOME FROM INVESTMENTS AND
TREASURY OPERATION**

Interest on Loans & Deposits	44,576,274	34,343,157
Interest on Current Investments	46,993,480	408,904
Profit on Sale of Current Investments	403,814	12,786
Profit on Sale of Long Term Investments	-	105,828
Loss on Sale of Long Term Investments	(2,685,672)	(138,912)
Dividend on Current Investments (Other than Trade)	1,052,602	47,686
Dividend on long Term investments (Other than Trade)	20,810,692	287,492
Provision for diminution in value of investments written back	227,316	159,765
Miscellaneous Income	50,000	-
	<u>111,428,506</u>	<u>35,226,706</u>
Income Tax deducted at source On Interest Income	6,831,109	3,571,849

SCHEDULE - N

OTHER INCOME

Interest on Income Tax Refund	-	186,913
Foreign Exchange Difference	3,688,722	7,344,954
Profit on Sale of Assets	-	150,672,296
Sundry balances written back	331,929	458,816
Provision for doubtful debts written back	-	82,130
Rent	1,242,949	2,427,000
Miscellaneous Income	725	50,031
	<u>5,264,325</u>	<u>161,222,140</u>
Income Tax Deducted at Source On Rent Income	83,400	288,653



Annual Report 2010-2011

SCHEDULES TO THE ACCOUNTS

SCHEDULE - O	Year Ended 31st March, 2011 Rs.	Year Ended 31st March, 2010 Rs.
INCREASE/(DECREASE) IN STOCKS		
Closing Stock		
Finished Goods	67,814,811	62,338,070
Work-in-Process	<u>22,748,598</u>	<u>15,235,418</u>
	<u>90,563,409</u>	<u>77,573,488</u>
Opening Stock		
Finished Goods	62,338,070	71,143,697
Work-in-Process	<u>15,235,418</u>	<u>25,539,242</u>
	<u>77,573,488</u>	<u>96,682,939</u>
Increase/ (Decrease) in Stocks	<u>12,989,921</u>	<u>(19,109,451)</u>
 SCHEDULE - P		
PAYMENTS TO AND PROVISIONS FOR EMPLOYEES		
Salary, Wages, Bonus etc.	22,961,289	22,729,239
Contribution to Provident & Family Pension Fund	2,264,297	2,295,098
Contribution to Gratuity and Superannuation Fund	1,792,838	1,724,107
Workmen & Staff Welfare Expenses	4,603,434	1,804,676
	<u>31,621,858</u>	<u>28,553,120</u>
 SCHEDULE - Q		
OTHER EXPENSES		
Rent	511,397	619,210
Rates & Taxes	295,881	725,898
Reparis & Maintenance to-		
Building	1,402,108	431,261
Plant & Machinery	3,195,456	2,345,947
Others	1,416,118	1,105,858
Insurance	949,205	748,240
Commission & Brokerage	671,210	9,431,173
Freight, Transport & Selling Expenses	15,193,340	12,481,098
Auditors' Remuneration-		
As Audit Fees	100,000	140,000
As Tax Audit Fees	6,000	6,000
As Certificate Fees	59,000	63,000
Director's Fees	310,000	200,000
Provision for Bad & Doubtful Debts	338,351	-
Loss on Foreign Exchange Difference	1,371,820	371,566
Sundry Balances Written Off	1,011,874	270,393
Loss on sale/disposal of fixed assets	770,628	2,164,326
Miscellaneous Expenses	32,401,711	23,943,180
	<u>60,004,081</u>	<u>55,047,150</u>
 SCHEDULE - R		
INTEREST		
Term Loan	7,411,134	5,936,070
Others	1,693,176	3,032,681
	<u>9,104,310</u>	<u>8,968,751</u>



SCHEDULES TO THE ACCOUNTS

SCHEDULE - S

NOTES ON ACCOUNTS

1. Significant Accounting Policies

GENERAL

- i) These accounts have been prepared on historical cost basis except certain fixed assets which have been revalued, in accordance with generally accepted accounting principles in India and the provisions of the Companies Act, 1956.

These accounts have been prepared on the accounting principles of going concern.

- ii) All expenses and income to the extent considered payable & receivable respectively unless stated to be otherwise, are accounted for on mercantile basis.
- iii) Accounting policies unless specifically stated to be otherwise, are consistent and are in consonance with generally accepted accounting principles.

USE OF ESTIMATES

The preparation of financial statements require management to make estimates and assumption that affect the reported amount of assets and liabilities and disclosures relating to contingent liabilities and assets as at the Balance Sheet date and the reported amounts of Income and expenses during the year. Difference between the actual results and the estimates are recognised in the year the results are known/materialised.

EXPENSES

Expenses under primary heads such as Salary, Wages, Consumption of Stores etc. are being shown under respective heads and have not been functionally reclassified.

SALES

Sales are net off excise duty, rebates, discounts, claims etc. Sales on consignment and expenses there against are being accounted for in the year of receipt of accounts sales from respective consignees.

EMPLOYEE BENEFITS

Employee benefits are accrued in the year services are rendered by the employees, short term employee benefits are recognised at the undiscounted amount as expense in the year in which related securities are rendered.

Contribution to defined contribution schemes such as Provident Fund, Superannuation Fund, etc are recognised as and when incurred. Long term employee benefits under defined benefits scheme such as contribution to gratuity, leave etc are determined at close of the year at present value of the amount payable using actuarial valuation techniques. Actuarial gain and losses are recognised as and when they arise.

BORROWING COST

Borrowing cost incurred in relation to the acquisitions or construction of assets are capitalised / allocated as part of the cost of such assets. Other borrowing cost are charged as an expense in the year in which they are incurred.

GOVERNMENT GRANT

Cash subsidy relating to Fixed Assets is deducted from the cost of assets. Other Government Grant including incentive etc are credited to Profit & Loss Account or deducted from the related expenses.

FIXED ASSETS

Fixed Assets are stated at cost of acquisition inclusive of duties, incidental expenses, erection / commissioning expenses and interest etc. upto the date the assets is put to use.

IMPAIRMENT

Fixed Assets are reviewed at each balance sheet date at the year end for impairment. In case events and circumstances indicate any impairment, recoverable amount of fixed assets is determined. An impairment loss is recognized, whenever the carrying amount of assets either belonging to Cash Generating Unit (CGU) or otherwise exceeds the recoverable amount. The recoverable amount is the greater of assets net selling price or its value in use. In assessing value in use, the estimated future cash flow from the use of assets are discounted to their present value at appropriate rate. An impairment loss is reversed, if there has been change in the recoverable amount and such loss no longer exists or has decreased. Impairment loss/reversal thereof is adjusted to the carrying value of the respective assets.



Annual Report 2010-2011

SCHEDULE - S (Contd.)

DEPRECIATION

Depreciation is provided on straight line method, at the rates and in the manner specified in Schedule XIV to the Companies Act, 1956, to the extent of 95% of the cost of assets. Certain items of Plant and Machinery which have been considered to be continuous process plant by the Management based on technical certificate and reports, are depreciated accordingly. Tenancy right has been amortised over a period of five years.

On amount added on revaluation, depreciation is provided over the residual life of the assets as certified by the valuers.

Depreciation on Fixed Assets added/disposed off during the year is provided for on pro-rata basis with reference to the month of addition/disposal.

INVENTORY

Inventories are stated at lower of Cost or estimated net realisable value including excise duty, wherever applicable. Cost of Work-in process and Finished Goods represents materials, direct labour and appropriate portion of overhead expenses allocated against the same. By-products are valued at net realisable value. Cost for the purpose of valuation is computed on the basis of monthly weighted average/First in First out method.

INVESTMENT AND DIVIDEND

Investment which are long term in nature are carried at cost less diminution other than temporary in nature. Current investments are valued category wise at cost or fair market value whichever is lower. Dividend income is accounted for when right to receive is established.

FOREIGN CURRENCY TRANSACTION

Transactions in foreign currencies are accounted for at the exchange rate prevailing on the date of transaction. Foreign currency monetary assets and liabilities at the year end are translated using the closing exchange rates. The loss or gain thereon and also on the exchange differences on settlement of the foreign currency transactions during the year are recognised as income or expenses and are adjusted to the profit and loss account.

The difference between the forward rate and exchange rate at the date of transaction is recognized as income and expense over the life of the contract.

ACCOUNTING FOR TAXES ON INCOME

Provision for Tax is made for both current and deferred taxes. Current Tax is provided on the Taxable Income using the applicable Tax Rates and Tax Laws. Deferred Tax Assets & Liabilities arising on account of timing difference and which are capable of reversal in subsequent periods, are recognised using the tax rates and tax laws that have been enacted or substantively enacted. Deferred Tax asset except in case of unabsorbed depreciation and tax losses, are recognised only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets will be realized. In case there is carry forward unabsorbed depreciation and tax losses, all deferred tax assets are recognised only when there is a virtual certainty with convincing evidence that such deferred tax assets can be realised against future income.

PROVISIONS, CONTINGENCIES AND CONTINGENT ASSETS

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources and a reliable estimate can be made of the amount of the obligation. Contingent Assets are neither recognised nor disclosed in the financial statement. Contingent liabilities are not provided for and are disclosed by way of notes.



SCHEDULE - S (Contd.)

2. Contingent Liabilities :		31st March 2011	31st March 2010
		Rs.	Rs.
a)	Sales Tax Matters in dispute against which Rs. 3,33,909 has been deposited (Previous Year Rs.3,33,909)	12,382,088	12,382,088
b)	Outstanding Bank Guarantees (Gross of Margin Money Rs.11,12,130 Previous Year Rs.11,12,130)	7,662,000	7,162,000
c)	Guarantee given on behalf of a Body Corporate	3,800,000	3,800,000
d)	Excise and Customs Matters in dispute - pending in appeal		
	- Demands relating to money credit on minor oils	16,620,812	16,620,812
	- Custom Duty demand for quality and shortage of materials	18,879,980	18,879,980
	- Excise Duty demand on various product	850,419	850,419
e)	Income Tax matter -		
	- Demand on account of disallowance of depreciation on capital sales tax subsidy and other expense for Assessment Year 2007-2008, pending in appeal	137,555	137,555
	-Interest of Rs. 1,22,32,832 on income tax refund received in earlier years had been recognised / assessed as income in earlier years though final adjudication of the issue concerning capital assistance under Industrial Promotion Scheme resulting in the said refund is pending at Hon'ble High Court, Calcutta on an appeal filed by the Income Tax Department.	12,232,832	12,232,832
			Amount of interest on above is not ascertainable
Note : Future cash outflows, if any, in respect of matters referred in para (a), (d) and (e) above is dependent upon the outcome of judgement/ decisions.			
3 Unhedged Foreign Currency Exposures :			
	Particulars	Currency	
	Allahabad Bank-Buyers Credit	USD	732,628
	FCNR Loan from Bank	USD	650,000
4 a) The Company produces edible products from its single plant and as such has been considered by the Management as one Case Generating Unit (CGU) for the purpose of determination of impairment in value of fixed assets. In view of the Management necessary factors for determining the impairment do not exist as on 31st March, 2011.			
	b) Assets of written down value of Rs. 7,62,024 (Previous Year Rs. 15,34,000) discarded during the year have been written off in the books.		



Annual Report 2010-2011

SCHEDULE - S (Contd.)

5. Disclosure of Sundry Creditors is based on the information available with the Company regarding the status of the suppliers as defined under the "Micro, Small and Medium Enterprise Development Act, 2006". There is no overdue amount outstanding as at the Balance Sheet date. The relevant disclosures as required under the Act are as follows :

	<u>2010--2011</u>	<u>2009-2010</u>
The principle amount outstanding at the year end	277,123	1,110,941

6. Miscellaneous Income include Rs. 1,14,56,272 on account of gain on commodities transaction (Previous Year Rs. 52,99,027), Rs. 1,63,02,208 on account of Refunds and claims (Previous Year Rs. 9,905) and Rs. 15,18,968 on account of sale of scrap (Previous Year Rs. 7,42,484)

7. a) The break up of deferred tax assets and deferred tax liabilities are as given below :-

	Opening as at 01.04.2010 (Rs.)	Charge/(Credit) During the Period (Rs.)	Closing As at 31.03.2011 (Rs.)
Deferred Tax Assets			
Expenses allowable on Payment basis	980,931	(131,582)	849,349
Unabsorbed Depreciation	6,008,016	(6,008,016)	-
Provision for Doubtful Debts	631,542	95,091	726,633
Total	7,620,489	(6,044,507)	1,575,982
Deferred Tax Liabilities			
Depreciation	65,639,165	(4,077,713)	61,561,452
Total	65,639,165	(4,077,713)	61,561,452
Net Deferred Tax Liabilities	(58,018,676)	(1,966,794)	(59,985,470)

The Company has brought forward business losses. However, no deferred tax assets against the same has been created considering the requirement for virtual certainty in realisation thereof.

- b) The credit for Minimum Alternate Tax considering the prudence has not been recognised in these accounts.
8. Certain debit and credit balances including Bank, Sundry Debtors, Consignment Agent & Stock lying with third parties are subject to confirmation / reconciliation and consequential impact thereof.
9. Loans and advances include
- Accumulated input VAT credit amounting to Rs. 9,28,10,976 (Previous year Rs. 7,24,30,509) against which the company shall be entitled to input tax rebate after the expiry of sales tax remission period i.e. 2nd June 2013.
In view of the management the claim is legally sustainable and as such has been considered good and recoverable.

11. Earnings per Share

Earnings per share has been calculated in accordance with the provisions of Accounting Standard-20 "Earnings Per Share" issued by the Institute of Chartered Accountants of India.

		Year Ended 31st March, 2011	Year Ended 31st March 2010
Profit attributable to Equity Shareholders (Rs.)	(a)	92,158,105	18,615,564
The Weighted Average number of Equity Share	(b)	1,932,000	1,932,000
Basic and Diluted Earnings per share (in Rs.)	(a/b)	47.70	9.64



SCHEDULE - S (Contd.)

11. a In the year 2009-2010, the company based on the report issued by valuers has revalued Land & Building situated at New Alipore, Kolkata and Land & Building, Plant & Machinery and Electrical Installation situated at Banganagar, South 24 Parganas, West Bengal on the basis of current market price. This has resulted in increase in value of Fixed Assets by Rs. 8,04,49,055 (Previous Year Rs. 77,83,37,614) comprising of Land Rs. 7,28,74,771 (Previous Year Rs. 77,06,20,437), Building Rs. 25,76,940 (Previous Year Rs. 25,76,940), Plant & Machinery Rs. 43,42,649 (Previous Year Rs. 44,85,542) and Electric Installation Rs. 6,54,695 (Previous Year Rs. 6,54,695) and the same has been included under the Fixed Assets and corresponding amount has been credited to Revaluation Reserve.
- b Consequent to the said revaluations there is an additional charge of depreciation of Rs. 3,21,223 (Previous Year Rs. 2,86,133) and an equivalent amount has been withdrawn from Revaluation Reserve and credited to the Profit & Loss Account. This has no impact on profit for the period.
12. During the year based on organisational structure as well as considering different risks and returns, manufacturing and trading of edible products and Income from Investment and Treasury Operation have been identified as two separately reportable business segments i.e. Edible Products and Investment and Treasury. Accordingly, the figures for the previous year have also been disclosed for both the segments. The Company has one geographical segment in India.

	2010-2011			2009-2010		
	Edible Products Rs.	Investments and Treasury Rs.	Total Rs.	Edible Products Rs.	Investments and Treasury Rs.	Total Rs.
REVENUE						
External Sales	1,267,197,852	111,428,506	1,378,626,358	876,723,027	35,226,706	911,949,733
Inter-segment Sales	-	-	-	-	-	-
Gross Turnover	1,267,197,852	111,428,506	1,378,626,358	876,723,027	35,226,706	911,949,733
Less-Excise Duty	(766,932)	-	(766,932)	(521,564)	-	(521,564)
Total Revenue	1,266,430,920	111,428,506	1,377,859,426	876,201,463	35,226,706	911,428,169
RESULT						
Segment Results Before Interest and Taxes	54,450,989	109,575,353	164,026,342	(4,141,771)	35,226,706	31,084,935
Interest Expenses			(9,104,310)			(8,968,751)
Other Un-alloable Income net of Expenditure			(41,797,133)			110,533,143
Profit before Tax	54,450,989	109,575,353	113,124,899	(4,141,771)	35,226,706	132,836,240
Current Tax			(19,000,000)			(56,202,000)
Deferred Tax			(1,966,794)			(58,018,676)
Profit after Tax			92,158,105			18,615,564
OTHER INFORMATION						
Segment Assets	630,653,947	912,451,684	1,543,105,631	627,816,317	798,440,963	1,426,257,280
Unallocated Corporate Assets			68,527,182			19,821,252
Total Assets	630,653,947	912,451,684	1,611,632,813	627,816,317	798,440,963	1,446,078,532
Segment Liabilities	230,471,171	2,462,827	232,933,998	184,814,418	836,314	185,650,732
Unallocated Corporate Liabilities			317,724,577			285,547,854
Total Liabilities	230,471,171	2,462,827	550,658,575	184,814,418	836,314	471,198,586
Capital Expenditure	20,046,117	68,700	20,114,817	2,710,741	20,388	2,73,129
Depreciation	19,335,882	511,709	19,847,591	18,467,756	1,301,589	19,769,345
Non-cash expenses other than depreciation	338,351	-	338,351	-	-	-



Annual Report 2010-2011

SCHEDULE - S(Contd.)

13. The disclosures required under Accounting Standard 15 "Employee Benefits" notified in the Companies (Accounting Standards) Rules, 2006 are given below.

Defined Contribution Scheme

Contribution to Defined Contribution Plan, recognised for the year are as under :

	<u>2010-2011</u>	<u>2009-2010</u>
	Rs.	Rs.
Employer's Contribution to Provident Fund	1,151,414	1,135,661
Employer's Contribution to Superannuation Fund	564,139	599,976
Employer's Contribution to Pension Scheme	1,112,883	1,159,437

Defined Benefit Scheme

The employees' gratuity fund scheme managed by Life Insurance Corporation of India is a defined benefit plan. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation for leave encashment and medical leave is recognized in the same manner as gratuity.

Disclosure for Gratuity Liability Funded

- I) Change in the present value of the defined benefit obligation representing reconciliation of opening and closing balances there of are as follows :

	2010-2011 Rs.	2009-2010 Rs.	2008-2009 Rs.	2007-2008 Rs. in Lacs
Liability at the beginning of the year	14,300,371	13,669,132	12,390,141	120.36
Current Service Cost	705,870	714,945	683,063	6.06
Interest Cost	1,152,912	1,118,780	1,042,371	9.16
Actuarial (gain)/loss on obligations	14,373	597,201	991,678	(6.47)
Benefits paid	(1,651,093)	(1,799,687)	(1,438,121)	(5.21)
Liability at the end of the year	<u>14,522,433</u>	<u>14,300,371</u>	<u>13,669,132</u>	<u>123.90</u>

- II) Change in the fair value of Plan Assets representing reconciliation of opening and closing balance there of are as follows :

Fair value of plan assets at beginning of the year	14,921,445	14,363,225	13,821,874	125.71
Expected return on plan assets	1,226,666	1,171,387	1,127,404	9.90
Actuarial (gain)/loss	(81,757)	(130,036)	(87,533)	-1.53
Employer Contribution	1,166,418	1,056,484	764,535	6.29
Benefits paid	(1,651,093)	(1,799,687)	(1,438,121)	-5.21
Fair value of plan assets at year end	<u>15,745,193</u>	<u>14,921,445</u>	<u>14,363,225</u>	<u>138.22</u>
Total Actuarial (gain)/loss to be recognised	<u>(67,384)</u>	<u>467,165</u>	<u>904,145</u>	<u>-8.00</u>

- III) Actual return on plan assets
- | | | | | |
|--------------------------------|------------------|------------------|------------------|--------------|
| Expected return on plan assets | 1,226,666 | 1,171,387 | 1,127,404 | 9.90 |
| Actuarial (gain)/loss | <u>81,757</u> | <u>130,036</u> | <u>87,533</u> | <u>1.53</u> |
| Actual return on plan assets | <u>1,308,423</u> | <u>1,301,423</u> | <u>1,214,937</u> | <u>11.43</u> |



SCHEDULE - S(Contd.)

IV)	Reconciliation of fair value of assets and obligations				
	Fair value of plan assets	15,745,193	14,921,445	14,363,225	138.22
	Present value of obligation	14,522,433	14,300,371	13,669,132	123.90
	Amount recognised in Balance Sheet	(1,222,760)	(621,074)	(694,093)	-14.32
V)	Expense recognised in the income statement				
	Current Service Cost	705,870	714,945	683,063	6.06
	Interest Cost	1,152,912	1,118,780	1,042,371	9.16
	Expected return on plan asset	(1,226,666)	(1,171,387)	(1,127,404)	-9.90
	Actuarial (gain)/loss	(67,384)	467,165	904,145	-8.00
	Expense recognised in the profit and loss account	564,732	1,129,503	1,502,175	-2.68
VI)	Balance Sheet Reconciliation				
	Opening Net Liability	(621,074)	(694,093)	(1,431,733)	(5.35)
	Expenses as above	564,732	1,129,503	1,502,175	(2.68)
	Employers Contribution	1,166,418	1,056,484	764,535	6.29
	Amount Recognised in balance sheet	(1,222,760)	(621,074)	(694,093)	14.32
VII)	Actuarial assumption				
	Mortality Table (LIC)	1994-1996 (Ultimate)	1994-1996 (Ultimate)	1994-1996 (Ultimate)	1994-1996 (Ultimate)
	Discount Rate (per annum)	8%	8%	8%	7.5%
	Expected rate of return on plan assets (Per annum)	2010-2011 8%	2009-2010 8%	2008-2009 8%	2007-2008 7.5%

Assumption relating to future salary increases, attrition, interest rate for discount and overall expected return on assets has been considered based on relevant economic factors such as inflation, market growth and other factors applicable to the period over which the obligation is expected to be settled.

The Company expects to contribute Rs. 12.30 Lacs to Grauity Fund in 2011-2012.



Annual Report 2010-2011

SCHEDULE - S (Contd.)

14. Related Party Disclosures

A) Names of related parties and description of relationship :

1.	Subsidiary Company	Eastern India Edible Oils & Foods Products Ltd. (Incorporated on 29.12.2010)
2.	Associates	Hindustan Composites Ltd. Rasoi Finance Ltd.
3.	Key Management Personnel(KMP) and their relatives	Shri Raghu Mody, Chairman Smt. Shashi Mody, Vice Chairperson Shri Kapil Kaul, Whole time Director Smt. Sumitra Devi Mody, Advisor (Wife of Shri Raghu Mody-Chairman)
4.	Enterprise where KMP/Relatives of KMP have significant influence	Alipore Consultants Ltd. Axon Trading & Mfg. Co. Ltd. J L Morison India Ltd. Lotus Udyog Ltd. Leaders Healthcare Pvt. Ltd. Mody Investors Pvt. Ltd. Noble Trading Co. Ltd. Pallawi Resources Ltd. Pallawi Trading & Mfg. Co. Ltd. Rasoi Express Pvt. Ltd. Silver Trading & Services Ltd. Surdas Trading & Mfg. Co. Ltd.

Related Party Transactions :-

Transactions	Associates		Subsidiary Company		Key Management Personnel (KMP) and their Relatives		Enterprises where KMP/Relatives of KMP have significant influence		Total	
	31.03.2011	31.03.2010	31.03.2011	31.03.2010	31.03.2011	31.03.2010	31.03.2011	31.03.2010	31.03.2011	31.03.2010
Loan Taken										
Lotus Udyog Ltd.	-	-	-	-	-	-	-	2,100,000	-	2,100,000
Pallawi Resource Ltd.	-	-	-	-	-	-	-	2,600,000	-	2,600,000
Rasoi Finance Ltd.	-	1,000,000	-	-	-	-	-	-	-	1,000,000
	-	1,000,000	-	-	-	-	-	4,700,000	-	5,700,000
Loan Given										
Pallawi Resource Ltd.	-	-	-	-	-	-	2,700,000	8,550,000	2,700,000	8,550,000
	-	-	-	-	-	-	2,700,000	8,550,000	2,700,000	8,550,000
Investment										
Eastern India Edible Oils & Foods Products Ltd.	-	-	500,000	-	-	-	-	-	500,000	-
	-	-	500,000	-	-	-	-	-	500,000	-
Purchase of Oils										
J L Morison India Ltd.	-	-	-	-	-	-	312,674,646	191,584,672	312,674,646	191,584,672
	-	-	-	-	-	-	312,674,646	191,584,672	312,674,646	191,584,672



Related Party Transactions :-

Transactions	Associates		Subsidiary Company		Key Management Personnel (KMP) and their Relatives		Enterprises where KMP/Relatives of KMP have significant influence		Total	
	31.03.2011	31.03.2010	31.03.2011	31.03.2010	31.03.2011	31.03.2010	31.03.2011	31.03.2010	31.03.2011	31.03.2010
Rent Income										
Hindustan Composite Ltd	834,000	1,224,000	-	-	-	-	-	-	834,000	1,224,000
Rasoi Finance Ltd	12,000	12,000	-	-	-	-	-	-	12,000	12,000
J L Morison India Ltd	-	-	-	-	-	-	300,000	1,095,000	300,000	1,095,000
Noble Trading Co. Ltd	-	-	-	-	-	-	12,000	12,000	12,000	12,000
Eastern India Edible Oils & Foods Products Ltd.	-	-	949	-	-	-	-	-	949	-
Leaders Healthcare Pvt. Ltd.	-	-	-	-	-	-	24,000	24,000	24,000	24,000
Lotus Udyog Ltd.	-	-	-	-	-	-	12,000	12,000	12,000	12,000
Surdas Trading & Mfg. Co. Ltd.	-	-	-	-	-	-	12,000	12,000	12,000	12,000
	846,000	1,236,000	949	-	-	-	360,000	1,155,000	1,206,949	2,391,000
Dividend Income										
J L Morison India Ltd	-	-	-	-	-	-	248,927	238,427	248,927	238,427
Hindustan Composites Ltd	20,505,740	-	-	-	-	-	-	-	20,505,704	-
	20,505,740	-	-	-	-	-	248,927	238,427	20,754,667	238,427
Interest Expenses										
J L Morison India Ltd	-	-	-	-	-	-	199,291	4,939,221	199,291	4,939,221
Lotus Udyog Ltd.	-	-	-	-	-	-	-	6,904	-	6,904
Pallwai Resources Ltd	-	-	-	-	-	-	-	34,477	-	34,477
Rasoi Finance Ltd	-	8,197	-	-	-	-	-	-	-	8,197
	-	8,197	-	-	-	-	199,291	4,980,602	199,291	4,988,799
Interest Income										
Pallawi Resources Ltd	-	-	-	-	-	-	55,332	76,113	55,332	76,113
	-	-	-	-	-	-	55,332	76,113	55,332	76,113
Miscellaneous Expenses										
Alipore Consultants Ltd	-	-	-	-	-	-	-	5,500	-	5,500
Shri Kapil Kaul	-	-	-	-	90,000	24,000	-	-	90,000	24,000
Smt Sumira Devi Mody	-	-	-	-	132,000	132,000	-	-	132,000	132,000
Noble Trading Co Ltd	-	-	-	-	-	-	-	6,871	-	6,871
Rasoi Express Pvt Ltd	-	-	-	-	-	-	125,854	196,542	125,854	196,542
Hindustan Composites Ltd	-	21,787	-	-	-	-	-	-	-	21,787
	-	21,787	-	-	222,000	156,000	125,854	208,913	347,854	386,700
Rent Expenses										
Pallawi Resources Ltd	-	-	-	-	-	-	123,776	115,424	123,776	115,424
Hindustan Composites Ltd	-	6,000	-	-	-	-	-	-	-	6,000
Noble Trading Co Ltd.	-	-	-	-	-	-	12,000	12,000	12,000	12,000
	-	6,000	-	-	-	-	135,776	127,424	135,776	133,424



Annual Report 2010-2011

Related Party Transactions :-

Transactions	Associates		Subsidiary Company		Key Management Personnel (KMP) and their Relatives		Enterprises where KMP/Relatives of KMP have significant influence		Total	
	31.03.2011	31.03.2010	31.03.2011	31.03.2010	31.03.2011	31.03.2010	31.03.2011	31.03.2010	31.03.2011	31.03.2010
Dividend Paid										
Hindustan Composites Ltd	175,068	-	-	-	-	-	-	-	175,068	-
J L Morison India Ltd	-	-	-	-	-	-	360,062	-	360,062	-
Axon Trading & Mfg. Co Ltd	-	-	-	-	-	-	30,825	-	30,825	-
Mody Investors Pvt Ltd	-	-	-	-	-	-	108,280	-	108,280	-
Noble Trading Co Ltd	-	-	-	-	-	-	81,918	-	81,918	-
Pallawi Resources Ltd	-	-	-	-	-	-	313,285	-	313,285	-
Pallawi Trading & Mft. CO Ltd	-	-	-	-	-	-	33,247	-	33,247	-
Silver Trading & Services LTD	-	-	-	-	-	-	80,495	-	80,495	-
Surdas Trading & Mfg Co, Ltd	-	-	-	-	-	-	35,815	-	35,815	-
Leaders Healthcare Pvt Ltd	-	-	-	-	-	-	134,315	-	134,315	-
Lotus Udyog Ltd.	-	-	-	-	-	-	7,050	-	7,050	-
Others	-	-	-	-	87,273	-	-	-	87,273	-
	175,068	-	-	-	87,273	-	1,185,292	-	1,447,633	-
Remuneration										
Smt Shashi Mody	-	-	-	-	-	594,053	-	-	-	594,053
Shri Kapil Kaul	-	-	-	-	492,660	461,380	-	-	492,660	461,380
	-	-	-	-	492,660	1,055,433	-	-	492,660	1,055,433
Director Sitting Fee										
Shri Raghu Mody	-	-	-	-	55,000	35,000	-	-	55,000	35,000
Smt Shashi Mody	-	-	-	-	25,000	15,000	-	-	25,000	15,000
	-	-	-	-	80,000	50,000	-	-	80,000	50,000
Other Liability										
J L Morison India Ltd	-	-	-	-	-	-	263,983,105	224,842,090	263,983,105	224,842,090
Hindustan Composites Ltd	50,000,000	-	-	-	-	-	-	-	50,000,000	-
Lotus Udyog Ltd	-	-	-	-	-	-	-	6,904	-	6,904
Sri Kapil Kaul	-	-	-	-	119,700	112,100	-	-	119,700	112,100
	50,000,000	-	-	-	119,700	112,100	263,983,105	224,848,994	314,102,805	224,961,094
Deposit Given										
Pallawi Resources Ltd	-	-	-	-	-	-	50,000,000	2,500,000	50,000,000	2,500,000
	-	-	-	-	-	-	50,000,000	2,500,000	50,000,000	2,500,000
Guarantee Given										
Rasoi Express Pvt. Ltd.	-	-	-	-	-	-	3,800,000	3,800,000	3,800,000	3,800,000
	-	-	-	-	-	-	3,800,000	3,800,000	3,800,000	3,800,000
Rent Receivable										
J L Morison India Ltd	-	-	-	-	-	-	30,000	15,000	30,000	15,000
	-	-	-	-	-	-	30,000	15,000	30,000	15,000
Investment										
Rasoi Finance Ltd	2,422,596	2,422,596	-	-	-	-	-	-	2,422,596	2,422,596
Hindustan Composites Ltd	26,221,461	26,221,461	-	-	-	-	-	-	26,221,461	26,221,461
Eastern India Edible Oils & Foods Products Ltd.	-	-	500,000	-	-	-	-	-	500,000	-
Axon Trading & Mfg. Co. Ltd.	-	-	-	-	-	-	-	211,880	-	211,880
Pallawi Trading & Mfg. Co. Ltd.	-	-	-	-	-	-	-	203,906	-	203,906
J L Morison India Ltd	-	-	-	-	-	-	7,998,139	7,998,139	7,998,139	7,998,139
Lotus Udyog Ltd	-	-	-	-	-	-	-	77,536	-	77,536
Noble Trading Co Ltd	-	-	-	-	-	-	-	131,624	-	131,624
Silver Trading & Service Ltd.	-	-	-	-	-	-	-	180,910	-	180,910
Surdas Trading & Mfg. Co Ltd	-	-	-	-	-	-	-	84,860	-	84,860
	28,644,057	28,644,057	500,000	-	-	-	7,998,139	8,888,855	37,142,196	37,532,912



SCHEDULE - S (Contd.)

	<u>Current Year</u> Rs.	<u>Previous Year</u> Rs.
15. Managerial Remuneration		
Amount paid / payable to Whole time-Directors		
Salaries and Allowances	409,500	760,908
Contribution to provident & superannuation funds	83,160	154,525
Value of other perquisites	90,000	40,000
	<u>582,660</u>	<u>955,433</u>

Note : 1) The liability towards gratuity and leave encashment is computed on a Group Basis and separate figure for any individual employee are not available.

2) As per appointment terms no commission is payable to managerial personnel and therefore computation of net profits in accordance with section 349 of the Companies Act, 1956 has not been disclosed.

16. Production Data		<u>Current Year</u>		<u>Previous Year</u>	
		Installed Capacity (As certified)	Actual Production	Installed capacity (As certified)	Actual Production
Product	Unit				
Vanaspati	M/T	42,000 Per Annum	18,673	42,000 Per Annum	13,796
Refined Oil	M/T	30,000 Per Annum	2,253	30,000 Per Annum	1,763

17. Consumption of Raw Materials					
Particulars	Unit	<u>Current Year</u>		<u>Previous Year</u>	
		Quantity	Value (Rs.)	Quantity	Value (Rs.)
Refined Palm Oil	M/T	10,814	465,348,833	6,048	185,281,153
Crude Palm Oil	M/T	10,721	454,304,404	8,727	298,858,680
Soyabean Oil	M/T	-	-	249	10,450,566
Other Edible Oil	M/T	206	11,677,575	904	37,987,096
		<u>21,741</u>	<u>931,330,812</u>	<u>15,928</u>	<u>532,577,495</u>

18. Purchase of Materials					
Particulars	Unit	<u>Current Year</u>		<u>Previous Year</u>	
		Quantity	Value (Rs.)	Quantity	Value (Rs.)
Salt*	M/T	312	1,027,631	549	2,215,269
Mustard Oil	M/T	326	17,623,370	621	31,432,070
Refined Soyabean Oil	M/T	1,528	76,548,382	2,442	105,396,538
Other Edible Oil	M/T	154	7,447,092	918	36,238,290
Other Edible Products**	KG	2,788	122,413	22,474	809,770
			<u>102,768,888</u>		<u>176,091,937</u>

*14 MT Short received from Suppliers (Previous Year 61 MT excess received)

** Nil Kgs (Previous Year 370 Kgs) Soya Chunk received in excess during the year.



Annual Report 2010-2011

SCHEDULE - S (Contd.)

19. Opening and Closing Stock of Finished Products

Products	Unit	Stocks as at 31.03.2009		Stocks as at 31.03.2010		Stocks as at 31.03.2011	
		Qty	Value Rs.	Qty	Value Rs.	Qty	Value Rs.
Vanaspati	M/T	1,707	60,142,547	1,334	53,748,261	1,101	66,242,053
Refined Ricebran Oil	M/T	7	247,740	17	724,318	7	403,111
Refined Palm Oil	KG	2,040	69,101	5,753	218,620	-	-
Refined Soyabean Oil	M/T	172	7,661,568	103	4,640,919	13	844,226
Mustard Oil	M/T	20	1,036,946	29	1,510,492	1	92,669
RBD Palmolein Oil	M/T	3	87,553	5	194,991	-	-
Other Edible Products	KG	342	14,938	32	1,904	743	40,158
Salt	M/T	311	1,475,799	142	621,759	-	-
Faty Acid & Acid Oil	M/T	15	177,763	9	112,958	21	186,435
Refined Sun Flower Oil	KG	-	-	306	15,097	87	6,159
Others	Pcs	4,980	229,742	10,588	548,751	-	-
			71,143,697		62,338,070		67,814,811

20. Sales

Product	Unit	Current Year		Previous Year	
		Quantity	Value (Rs.)	Quantity	Value (Rs.)
Vanaspati	M/T	18,906	952,264,191	14,169 * 0.33	565,650,868 -
Faty Acid & Acid Oil	M/T	675	8,190,867	565	6,738,985
Refined Palm Oil	M/T	2,273 **0.50	122,046,536 -	1,525 **0.55	55,874,171 -
Refined Rice Bran Oil	M/T	66 **0.33	3,646,305 -	230 **0.56	11,784,754 -
Refined Soyabean Oil	M/T	1,542 *0.00 **7.53	86,178,837 - -	2,546 *0.03 **10.53	128,357,724 - -
Salt	M/T	440	2,031,820	779	4,010,013



SCHEDULE - S (Contd.)

Product	Unit	Current Year		Previous Year	
		Quantity	Value (Rs.)	Quantity	Value (Rs.)
Mustard Oil	M/T	332	20,193,597	529	31,447,268
		**1.61	-	**1.15	-
RBD Palmolein Oil	M/T	27	1,221,390	357	14,094,022
		**0.133	-	**1.20	-
Sunflower Oil	M/T	59	3,577,576	160	8,443,088
		** 0.29	-	** 0.42	-
Other Edible Oils	M/T	-	-	425	22,838.137
				**0.00026	
Other Edible Products	KG	2,077	93,228	23,154	1,057,534
			<u>1,199,444,347</u>		<u>850,296,564</u>

**Represents complimentary given to Factory Staff and Workers during Puja Festival.

** Represents on account of Process Loss.

21. A) Expenditure in Foreign Currency

	Current Year Rs.	Previous Year Rs.
Travelling	71,971	89,984
Other	38,892	22,664
	<u>110,863</u>	<u>112,648</u>

B) Earnings in Foreign Currency :-

Recovery of Insurance	202,437	-
	<u>202,437</u>	<u>-</u>

C) Value of Imports on C.I.F. basis

Raw Materials (Mfg.)	60,689,161	67,040,736
Stores, Spares & Packing Materials	-	-

D) Value of Raw Materials and Stores and Spare Parts consumed and their percentage to total consumption :



Annual Report 2010-2011

SCHEDULE - S (Contd.)

	<u>Current Year</u> Rs.	<u>Previous Year</u> Rs.
a) Imported		
Raw Materials	454,304,404	309,309,246
% of Total Consumption	48.78	58.08
Stores Spares & Packing Materials	-	-
% of Total Consumption	-	-
b) Indigenous		
Raw Materials	477,026,408	223,268,249
% of Total Consumption	51.22	41.92
Packing Materials, Stores & Spare Parts	80,966,781	66,127,664
% of Total Consumption	100	100

22. Eastern India Edible Oils and Food Products Ltd. has been incorporated on 29th December 2010, with a paid up share capital of Rs, 5,00,000 and has become wholly owned subsidiary on 19th January 2011 on allotment of entire equity shares to the Company. However, the Operations in respect of the said subsidiary are yet to be established. Pending this and determination of exact status vis a vis Company's long-term involvement thereof, the accounts of the Company has not been consolidated with the Company.

23. Investment in secured 9.5% Coupon Non Convertible Debentures of Tata Motors Ltd. valuing Rs. 5,00,00,000 which were hitherto treated as long term investments, have been reclassified during the year as current investments. However, this does not have any impact on the accounts of the Company.

24. Previous Year's Figures have been regrouped and rearranged wherever necessary.

Signature to Schedule A to S which form and intergral part of the accounts

As per our Reort of even date attached

For **Lodha & Company**

Chartered Accountants

R.P. Singh

(Partner)

14, Government Place East
Kolkata, the 21st day of May, 2011

PARTHA CHAKRAVERTI
*Company Secretary &
Vice President*

For and on behalf of the Board

RAGHU MODY	-	Chairman
SHASHI MODY	-	Vice-Chairperson
KAPIL KAUL	-	Director
A.C. CHAKRABORTTI	-	Director
HARISH PAREKH	-	Director
VIJAI SINGH	-	Director
R.S. VAIDYANATHAN	-	Director



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2011

	Year Ended 31st March 2011	Year Ended 31st March 2010
A. Cash Flow from Operating Activities :		
Net Profit before tax as per Profit & Loss Account	113,124,899	132,836,240
Adjusted for :		
Sundry Balances Written Back	(331,929)	(458,816)
Provision for Diminution in value of Investment Written back	(227,316)	-
Provision for Doubtful Debts Written back	-	(82,130)
Sundry Balances Written Off	1,011,874	270,393
Profit/Loss on disposal of Fixed Assets (Net)	770,628	(148,558,001)
Unrealised Foreign Exchange Profit/Loss	(767,965)	(1,134,870)
Interest Expenses	9,104,310	8,968,751
Provision for Doubtful Debts	338,351	-
Depreciation	19,847,591	19,769,345
	<u>29,745,544</u>	<u>(121,225,328)</u>
Operating Profit before Working Capital Changes	142,870,443	11,610,912
Adjusted for :		
Trade and Other Receivables	(7,12,135,876)	(161,670,405)
Inventories	19,243,797	47,117,070
Trade Payables	95,070,594	(151,553,817)
	<u>(597,821,485)</u>	<u>(266,107,152)</u>
Cash Generated from Operations	(454,951,042)	(254,496,240)
Taxes Paid/Refund (net)	<u>(21,378,353)</u>	<u>(59,296,555)</u>
Cash Flow From Operating Activities (A)	(476,329,395)	(313,792,795)
B. Cash flow from investing Activities		
Purchase of Fixed Assets	(20,114,817)	(2,731,131)
Sales of Fixed Assets	221,153	850,189,380
Net Cash Flow From Investing Activities (B)	(19,893,664)	847,458,249
C. Cash Flow from Financing Activities		
Proceeds/(Repayments) from Secured Borrowings	(17,475,016)	(12,199,466)
Proceeds/(Repayments) from Unsecured Borrowing	-	(13,600,000)
Interest Paid	(9,107,969)	(10,273,974)
Dividend Paid	(2,234,022)	(420,025)
Net Cash Flow from Financing Activities (C)	(28,817,007)	(12,094,533)
Net Increase in Cash & Cash Equivalent (A+B+C)	(525,040,066)	521,570,921
Opening Balance of Cash & Cash Equivalents	538,294,764	16,723,843
Closing Balance of Cash & Cash Equivalents	13,254,698	538,294,764

As per our Report of even date attached

For Lodha & Company
Chartered Accountants

R.P. Singh
Partner
14, Government Place East
Kolkata, The 21st May, 2011

PARTHA CHAKRAVERTI
Company Secretary &
Vice President

For and on behalf of the Board

RAGHU MODY - Chairman
SHASHI MODY - Vice-Chairperson
KAPIL KAUL - Director
A.C. CHAKRABORTTI - Director
HARISH PAREKH - Director
VIJAI SINGH - Director
R.S. VAIDYANATHAN - Director



**STATEMENT PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956
RELATING TO SUBSIDIARY COMPANIES**

PARTICULARS

1. Name of the Subsidiary Company	Eastern India Edible Oils And Food Products Limited
2. Financial year of the Subsidiary ended on	31.03.2011
Date from which it became subsidiary	19.01.2011
3. Share of the subsidiary held by the company as on 31st March, 2011	
a) Number & face value	50000 equity shares of Rs. 10 each fully paid up
b) Extent of holding (%)	100%
4. The net aggregate amount of the subsidiary companies Profit/(Loss) so far as it concerns the member of the holding company	
(a) Not dealt with in the holding company's accounts	
(i) For the financial year ended 31st March, 2011	Rs. (214,991)
(ii) Upto the previous financial years of the subsidiary	Not Applicable
(b) Dealt with in the holding company's accounts	
(i) For the financial year ended 31st March, 2011	NIL
(ii) For the previous financial year of the subsidiary company since they become the holding company's subsidiaries	Not Applicable

For and on behalf of the Board

RAGHU MODY	-	Chairman
SHASHI MODY	-	Vice-Chairperson
KAPIL KAUL	-	Director
A.C. CHAKRABORTTI	-	Director
HARISH PAREKH	-	Director
VIJAI SINGH	-	Director
R.S. VAIDYANATHAN	-	Director

Kolkata, The 21st May, 2011



ADDITIONAL INFORMATION AS REQUIRED UNDER PART IV OF SCHEDULE VI TO THE COMPANIES ACT, 1956.

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE :

1.Registration Details :

CIN No.	L01132WB1905PLC001594
State Code	21
Balance Sheet Date	31.03.2011

2.Capital Raised During the Year : (Rs. in 000)

Public Issue	NIL
Right Issue	NIL
Bonus Issue	NIL
Private Placement	NIL

3.Position of Mobilisation and Deployment of Funds : (Rs. in 000)

Total Liabilities	1,611,633
Total Assets	1,611,633

Sources of Funds :

Paid up Capital	19,320
Reserve & Surplus	1,041,654
Secured Loans	100,797
Unsecured Loans	-

Application of Funds :

Net Fixed Assets	375,819
Investment	510,635
Net Current Assets	335,302
Deferred Tax Liability	(59,985)
Miscellaneous Expenditure	NIL
Accumulated Losses	NIL

4.Performance of Company : (Rs. in 000)

Total Income	1,396,114
Total Expenditure	1,282,989
Profit / (Loss) before tax	113,125
Profit / (Loss) after tax	92,158
Earning per Share (Rs.)	47.70
Dividend Rate	25%

5.Generic Names of Principal Products, Services of the Company :

Item Code No.	Product Description
151620.09	Hydrogenated Vegetable Oils
151190.00	RBD Palmolien & Palm Oil
151590.11	Refined Rice Bran Oil

For and on behalf of the Board

RAGHU MODY	-	Chairman
SHASHI MODY	-	Vice-Chairperson
KAPIL KAUL	-	Director
A.C. CHAKRABORTTI	-	Director
HARISH PAREKH	-	Director
VIJAI SINGH	-	Director
R.S. VAIDYANATHAN	-	Director

Kolkata, The 21st May, 2011

PARTHA CHAKRAVERTI
Company Secretary &
Vice President



Annual Report 2010-2011

EASTERN INDIA EDIBLE OILS AND FOOD PRODUCTS LIMITED

DIRECTORS REPORT

FOR THE YEAR ENDED 31ST MARCH, 2011

To
The Shareholders,

Your Directors have pleasure in presenting the 1st Annual Report and the Audited Accounts of the Company for the year ended 31st March, 2011

FINANCIAL RESULTS	31st March, 2011 (Rs.)
Profit/(Loss before Depreciation	(2,14,991)
Less : Depreciation	-
Profit/(Loss) before Tax	(2,14,991)
Less : Provision for Taxation	-
Profit/(Loss) after Tax	(2,14,991)
Add : Balance Brought Forward From Last Account	-
Profit available for Appropriation	(2,14,991)
Transfer to General Reserve	-
Balance carried to Balance Sheet	(2,14,991)

PERFORMANCE

During the year under review, your Company incurred a net loss of Rs. 2,14,991. The Company was incorporated on 29th December, 2010 and the certificate of commencement issued on 9th February, 2011. During the year under review, there was no activity of the Company.

DIVIDEND

In view of loss your directors are unable to recommend any dividend for the year under review.

PUBLIC DEPOSITS

The Company has not accepted any public deposits during the year.

DIRECTORS

Mr. M.K. Pandita, Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

Mr. R.S. Vaidyanathan was appointed as Additional Director in the Board of the Company in the Board Meeting held on 10th January, 2011 in terms of section 260 of the Companies Act, 1956 read in conjunction with Article 151 of the Articles of the Association of the Company.

As per provision to section 260 of the Act, additional director shall hold office upto the date of the ensuing annual general meeting of the Company.

Notice has been duly received under section 257 of the Companies Act along with the requisite deposit proposing candidature of Mr. Vaidyanathan for the office of the Director.

AUDITORS

M/s. Lodha & Co., Chartered Accountants, the Auditors of the company, retires at the conclusion for the forthcoming Annual General Meeting and being eligible offer themselves for reappointment.

REQUIREMENTS UNDER SECTION 217 OF THE COMPANIES ACT, 1956

A. SECTION (2A) - PARTICULARS OF EMPLOYEES

None of employees are covered by the provisions of section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules 1975, as amended.

B. SECTION (1)(e) - CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Particulars in respect of conservation of energy and technology absorption as required under section 217(1) (e) of the Companies Act, 1956 does not apply to our Company. There has been no foreign exchange income and / or out go during the year.

C. SECTION (2AA) - DIRECTORS RESPONSIBILITY STATEMENT

As stipulated in section 217(2AA) of the Companies Act, 1956 your Directors confirm having :

- (i) followed in the preparation of the annual accounts, the applicable accounting standards with proper explanation relating to material departures, if any.
- (ii) selected such accounting policies and applied them consistently and made adjustments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of your company at the end of the financial year and of the profit/loss for that period.
- (iii) taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of your company and for preventing and detecting fraud and other irregularities and
- (iv) prepared the Annual Account of your company on a going concern basis.

ACKNOWLEDGEMENTS

Your Directors gratefully acknowledge the support & co-operation from its shareholders and bank and look forward to their continued support.

Place Kolkata
Dated : 20th May, 2011

On behalf of the Board of Directors
Shashi Mody
Director



AUDITOR'S REPORT

To the Members of

Eastern India Edible Oils & Food Products Limited

1 We have audited the attached Balance Sheet of Eastern India Edible Oils & Food Products Limited as at 31st March 2011, the Profit and Loss account for the period from 29.12.2010 to 31.03.2011 and the cash flow statement for the period ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

2 We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

3 As required by the Companies (Auditor's Report) order, 2003 as amended by the companies (Auditors Report) (Amendment) order 2004 ('the order'), issued by the Central Government of India in terms of Section 227(4A) of the Companies Act, 1956 ('the Act') and according to the information and explanations given to us and on the basis of such checks as we considered appropriate, we report that:

- i. The Company does not have any Fixed Asset and therefore provisions of Clause 4 (i)(a), 4 (i)(b) and 4 (i)(c) are not applicable.
- ii. The Company does not have any Inventory and therefore provisions of Clause 4 (ii)(a), 4 (ii)(b) and 4 (ii)(c) are not applicable.
- iii. The Company has not granted or taken loans secured or unsecured to/from Companies, firms or parties covered in the register maintained under Section 301 of the Companies Act, 1956. Accordingly, clause 4 (iii) of the Order is not applicable to the Company.
- iv. In our opinion and according to information and explanations given to us, there are reasonable internal control procedures commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale

of goods. However there were no transactions of purchase of inventory and Fixed Assets and sale of goods. During the course of our audit we have not observed any major continuing failure to correct weaknesses in the internal control.

- v. (a) To the best of our knowledge and belief and according to the information and explanations provided by the management, there are no contracts or arrangements referred to in Section 301 of the Companies Act 1956 which requires to be entered in the register maintained under that Section; and.
(b) According to the information and explanations given to us, there are no transactions made in pursuance of contracts or arrangements during the period which aggregate to rupees five lakhs or more in respect of each party.
- vi. The Company has not accepted any deposits from the public during the period.
- vii. The provision of Clause 4 (vii) related to Internal Audit is not applicable to the company.
- viii. The provision of Clause 4 (viii) related to maintenance of cost records under section 209 (1)(d) of the Companies Act, 1956 is not applicable to the company.
- ix. (a) According to the information and explanations given to us, there are no statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty and Cess, payable during the period. According to the information and explanations given to us, no undisputed amount in respect of above dues were outstanding as at 31.03.2011 for a period of more than six months from date of becoming payable.
(b) There are no dues of Sales tax, income tax, custom duty, wealth tax, excise duty and cess which have not been deposited on account of any dispute.
- x. The Company has been registered during the year and therefore provision of Clause 4 (x) of the Order is not applicable to the Company.
- xi. In our opinion and according to the information and explanations given to us, the Company has not taken



Annual Report 2010-2011

- loan from any financial institutions and banks. Therefore provision of Clause 4 (xi) of the Order is not applicable to the Company.
- xii. According to the information and explanations given and based on the documents and records produced to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities and therefore, provisions of Clause 4(xii) of the Order is not applicable.
- xiii. The Company is not a chit fund or a nidhi mutual benefit fund/society. Therefore, provision of Clause 4 (xiii) of the Order is not applicable to the Company.
- xiv. As the Company did not deal/trade in securities during the period and therefore, provision of Clause 4(xiv) of the Order is not applicable.
- xv. According to the information and explanations given to us, the Company has not given guarantee for loans taken by others from bank and therefore, provision of Clause 4(xv) of the Order is not applicable.
- xvi. According to the information and explanations given and based on the documents and records produced to us, no term loan has been taken by the Company during the period.
- xvii. According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, no short term funds have been raised during the period and therefore, provision of Clause 4 (xvii) of the Order is not applicable.
- xviii. The Company has not made any preferential allotment of shares to parties and Companies covered in the Register maintained under section 301 of the Companies Act, 1956, during the period.
- xix. The Company did not have any outstanding debentures during the period.
- xx. The Company has not raised any money through a public issue during the period.
- xxi. During the course of our examination of the books of accounts carried out in accordance with generally accepted auditing practices in India, we have neither come across any incidence of fraud on or by the Company nor we have been informed of any such case by the management.
- 4 Further to our comments made in above paragraphs, we report that:
- i. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;
- ii. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of the books of accounts;
- iii. The balance sheet, profit and loss account and cash flow statement dealt with by this report are in agreement with the books of account.
- iv. In our opinion, the balance sheet, profit and loss account and cash flow statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956.
- v. On the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2011 from being appointed as a director in terms of Section 274 (1) (g) of the Companies Act, 1956.
- vi. In our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with notes thereon, give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
- a) in the case of the balance sheet, of the state of affairs of the Company as at 31st March 2011;
- b) in the case of the profit and loss account, of the loss for the period ended on that date; and
- c) in the case of the cash flow statement, of the cash flows for the period ended on that date.

For Lodha and Co.,
Chartered Accountants
ICAI (Firm) Registration no. 301051E

R P Singh
Partner

Place: Kolkata
Date: 20th May. 2011

Membership Number: 52438



Rasoi Limited

EASTERN INDIA EDIBLE OILS AND FOOD PRODUCTS LIMITED

BALANCE SHEET AS AT 31ST MARCH' 2011

	Schedule	AS AT 31ST MARCH 2011 (Rs.)
Source of Funds :		
Share Capital	'A'	5,00,000
TOTAL		<u>5,00,000</u>
Application of Funds :		
Current Assets, Loans & Advances :		
Cash & Bank Balances (Current A/C)		3,39,008
Less : Current Liabilities (Sundry Creditors for goods & expenses)		53,999
		<u>2,85,009</u>
Misc. Expenditure	B'	-
Profit & Loss A/c		2,14,991
TOTAL :		<u>5,00,000</u>
Accounting Policies & Notes on Accounts	'D'	

Schedules referred to above form an integral part of the Balance Sheet

As per our Report of even dated attached

For Lodha & Company

Chartered Accountants

R.P. Singh

(Partner)

14, Government Place East

Kolkata, the 20th day of May, 2011

For and on behalf of the Board

Shashi Mody - Director

Kapil Kaul - Director

M.K. Pandita - Director

R.S. Vaidyanathan - Director



EASTERN INDIA EDIBLE OILS AND FOOD PRODUCTS LIMITED

PROFIT & LOSS A/C FOR THE PERIOD FROM 29TH DECEMBER' 2010 TO 31ST MARCH' 2011

	Schedule	AS AT 31ST MARCH 2011
EXPENDITURE		
Preliminary Expences Written Off		1,72,605
Other Expenses	C	42,386
Loss for the period		2,14,991
Loss carried to Balance Sheet		2,14,991
Accounting Policies & Notes on Accounts	D	
Basic & Diluted Earning Per Share (Note no 2 (i) of Schedule 'D')		(21.80)

Schedules referred to above form an integral part of the Profit & Loss Account

As per our Report of even dated attached
For Lodha & Company
 Chartered Accountants

R.P. Singh
 (Partner)
 14, Government Place East
 Kolkata, the 20th day of May, 2011

For and on behalf of the Board

Shashi Mody - Director
 Kapil Kaul - Director
 M.K. Pandita - Director
 R.S. Vaidyanathan - Director



EASTERN INDIA EDIBLE OILS AND FOOD PRODUCTS LIMITED

SCHEDULE TO THE BALANCE SHEET (CONTD.)

SCHEDULE 'A'

	<u>Period Ended on 31st March, 2011</u>
	Rs.
Share Capital	
Authorised Share Capital	
10,00,000 Equity Shares @ Rs. 10/- per share	10,000,000
Issued & Subscribed Share Capital	
50,000 Equity Shares @ Rs. 10/- per share	5,00,000
Entire Shares are held by Rasoi Ltd. (Holding Company) and it's Nominees	
	<u>5,00,000</u>

SCHEDULE 'B'

	<u>From 29th Dec'10 to 31st Mar'11</u>
	Rs.
Miscellaneous Expenditure	
(To the extent written off or adjusted)	
<u>Preliminary Expenses</u>	
Fees & Subscription	7500
General Charges	4000
Printing & Stationary	2235
ROC Filling fees	1,58,870
	<u>1,72,605</u>
Less : Written Off during the Year	1,72,605
Balance	<u>-</u>

SCHEDULE 'C'

Other Expenses

Audit Fees	16,545
Bank Charges	204
Fees & Subscription	5,000
General Charges	1,500
Printing & Stationary	9,688
Rates & Taxes	8,500
Rent	949
	<u>42,386</u>



EASTERN INDIA EDIBLE OILS & FOOD PRODUCTS LTD

SCHEDULE 'D'

**Notes forming part of the Balance Sheet as at 31st March, 2011
and Profit & Loss A/c for the period ended on 31st March, 2011**

**1. SIGNIFICANT ACCOUNTING POLICIES
GENERAL**

- i) These accounts have been prepared on historical cost basis, in accordance with generally accepted accounting principles in India and the provisions of the Companies Act 1956.
- ii) All expenses and income to the extent considered payable and receivable respectively unless specifically stated to be otherwise, are accounted for on mercantile basis.
- iii) Accounting policies unless specifically stated to be otherwise, are consistent and are in consonance with generally accepted accounting principles.

PRELIMINARY EXPENSES

Preliminary expenses are written off in the year in which these are incurred.

USE OF ESTIMATES

The preparation of financial statements require management to make estimates and assumption that affect the reported amount of assets and liabilities and disclosures relating to contingent liabilities and assets as at the Balance Sheet date and the reported amounts of income and expenses during the year. Difference between the actual results and the estimates are recognised in the year the results are known/materialised.

Contingencies are recorded when it is probable that a liability will be incurred and the amount can reasonably be estimated.

2. NOTES ON ACCOUNTS

(i) EARNINGS PER SHARE

Earning per share has been calculated in accordance with the provisions of Accounting Standard – 20 “Earning Per Share” issued by The Institute of Chartered Accounts of India.

		From 29th Dec' 10 to 31st March'11
Profit attributable to Equity Shareholders (Rs.)	(a)	(2,14,991)
Total Equity Shares issued as on 19.01.2011		50000
Total No of Equity Shares as on 31.03.2011 (face value Rs 10/- each)		50000
The Weighted Average Number of Equity Shares	(b)	9863
Basic & Diluted Earning Per Share (in Rs.)	(a/b)	(21.80)



(ii) RELATED PARTY DISCLOSURES

SCHEDULE - 'D' (Contd.)

a) Names of related parties and description of relationship:

1. Holding Company Rasoi Limited (w.e.f. 29.12.2010)

b) Related party transactions: Holding Company

i) Share Capital Issued Rs.5,00,000/-

ii) Rent paid Rs. 949/-

c) Outstanding balance

Share Capital Rs.5,00,000/-

d) No amount has been written off or written back during the year.

(iii) The Company has been incorporated on 29th December 2010 and these accounts therefore, relate to the period from 29th December 2010 to 31st March 2011, therefore, this being the 1st Accounts of the Company, the corresponding figures of Previous Year figures are not applicable.

Signature to Schedule A to D which form an integral part of the accounts.

As per our Report of even date attached

For Lodha & Company

Chartered Accountants

R.P. Singh

(Partner)

14, Government Place East

Kolkata, the 20th day of May, 2011

For and on behalf of the Board

Shashi Mody - Director

Kapil Kaul - Director

M.K. Pandita - Director

R.S. Vaidyanathan - Director



EASTERN INDIA EDIBLE OILS AND FOOD PRODUCTS LIMITED

Cash Flow Statement for the period ended 31st March 2011

	Year Ended 31st March 2011 (Rs.)
A. Cash Flow from Operating Activities :	
Net Profit / (Loss) before tax as per Profit & Loss Account	(214,991)
Operating Profit before Working Capital Changes	(214,991)
Adjusted for :	
Trade Payables	53,999
Cash Generated from Operations	(160,922)
Taxes Paid/Refund (net)	-
Cash Flow from Operating Activities (A)	(160,922)
B. Cash Flow from Investing Activities	
Net Cash Flow from Investing Activities (B)	-
C. Cash Flow from Financing Activities	
Proceed from Equity Share Issue	500,000
Net Cash Flow from Financing Activities (C)	500,000
Net Increase in Cash & Cash Equivalents (A + B + C)	339,008
Opening Balance of Cash & Cash Equivalents	-
Closing Balance of Cash & Cash Equivalents	339,008

Note : This being the first accounts of the Company, the corresponding figures of previous year are not applicable.

As per our Report of even date attached
For Lodha & Company
 Chartered Accountants

R. P. Singh
 Partner
 14, Government Place East
 Kolkata, the 20th May 2011

For and on behalf of the Board

Shashi Mody - Director
 Kapil Kaul - Director
 M.K. Pandita - Director
 R.S. Vaidyanathan - Director



Rasoi Limited

EASTERN INDIA EDIBLE OILS AND FOOD PRODUCTS LIMITED

FOR THE YEAR ENDED 31ST MARCH, 2011

Additional information as required under Part IV of Schedule VI to the Companies Act, 1956.

Balance Sheet abstract company's general business profile :

1. Registration Details :

Registration No.	U15500WB2010PLC156367
State Code	21
Balance Sheet Date	31.03.2011

2. Capital Raised During the Year : (Rs. in 000)

Public Issue	Nil
Right Issue	Nil
Bonus Issue	Nil
Private Placement	500

3. Position of Mobilisation and Deployment of Funds : (Rs. in 000)

Total Liabilities	339
Total Assets	339

Sources of Funds :

Paid up Capital	500
Reserve & Surplus	-
Secured Loans	-
Unsecured Loans	-

Application of Funds :

Net Fixed Assets	-
Investment	-
Net Current Assets	285
Deferred Tax Liability	-
Miscellaneous Expenditure	Nil
Accumulated Losses	215

4. Performance of Company : (Rs. in 000)

Total Income	-
Total Expenditure	215
Profit / (Loss) before tax	(215)
Profit / (Loss) after tax	(215)
Earning per Share (Rs.)	(21.80)
Dividend Rate	-

5. Generic Names of Principal Products, Service of the Company :

There being no commercial activities during the year.

For and on behalf of the Board

Shashi Mody - Director

Kapil Kaul - Director

M.K. Pandita - Director

R.S. Vaidyanathan - Director

Kolkata, the 20th May 2011



ECS MANDATE FORM FOR PAYMENT OF DIVIDEND ON EQUITY SHARES

(In case of physical shares - send to our Share Transfer Agent)
(In case of demat shares - send to your Depository Participant)

1. Name of First Shareholder's (in block letters) :
2. Address :
3. Regd. Folio No. :
(If not Dematerialised)
- D P ID No. :
- Client ID No. :
(If dematerialised)
4. Particulars of Bank Account :
- A. Bank Name :
- B. Branch Name & City with Pin Code :
- C. Account No. (as appearing on the cheque Book) :
- D. Account Type (Please tick) :

SB	Current	Cash Credit
----	---------	-------------
- E. Ledger Folio of the Bank A/c. :
- F. 9 Digit MICR code of the Bank & Branch appearing on the cheque issued by the Bank :

--	--	--	--	--	--	--	--	--	--
5. Please attach a photo copy of a cheque leaf or a blank cancelled cheque issued by your Bank relating to your above account for verifying the accuracy of the codes numbers.

DECLARATION

I hereby declare that the particulars given above are correct and complete. If the transaction is delayed or not effected at all for reason of incomplete or incorrect information, I would not hold the Company responsible. In case of ECS facility not being available for any reason, the account details provided above may be incorporated in the payment instrument..

Place :
Date :

Signature of the shareholders

Certified that the particulars furnished above are correct as per our records.

Place :
Date :

Signature of the Banks' Officer

-
- Notes : 1. Kindly fill all columns, Incomplete form shall not be entertained.
2. Please ignore this form, if the same is already submitted
3. In lieu of the Bank Certificates to be obtained, shareholders can attach a Blank 'cancelled' cheque or a photocopy thereof.
-



Date: 30.06.2011

Dear Shareholder,

Sub: Green Initiative in Corporate Governance – Registration of email addresses.

Ref: Circular Nos. 17/2011 & 18/2011 dated 21.04.2011 & 29.04.2011 issued by MCA (Ministry of Corporate Affairs), Government of India

You may be possibly aware that vide the captioned circulars, MCA has informed and clarified that the provisions of Section 53 & 219(1) of the Companies Act, 1956 will be deemed to have been complied with if the communiqués to shareholders for e.g. notice, annual report etc. are forwarded in electronic mode, subject however to the conditions mentioned therein. Your company fully supports the Green initiative of the MCA and has decided to forward the said documents in electronic mode to its shareholders henceforth.

In line with the above, the members who are willing to receive the said documents in electronic mode are requested to comply with the following:

1. Those holding equity shares in PHYSICAL FORM are hereby requested to provide their email address by completing the “**e-communication registration form**” (provided below) to our registrars M/s. C.B. Management Services (P) Ltd., P-22, Bondel Road, Kolkata – 700 019 or can mail it to them in their following mail id: ra@cbmsl.com or cbmsl@cal2.vsnl.net.in.
2. Those holding equity shares in ELECTRONIC FORM are hereby requested to register their email address with their DP.

Please do note that being a shareholder of the company, you are entitled to receive a copy of the said documents free of cost in accordance with the provisions of the Companies Act, 1956.

We do hope you would extend your kind cooperation in making this initiative a great success.

Yours sincerely,

RASOI LIMITED

PARTHA CHAKRAVERTI
COMPANY SECRETARY
&
VICE PRESIDENT



RASOI LIMITED

Registered Office

RASOI COURT

20, SIR R. N. MUKHERJEE ROAD, KOLKATA-700 001



E-COMMUNICATION REGISTRATION FORM

Dear Sir,

Sub: Registration of my e-mail address – Green Initiative in Corporate Governance

I agree to receive the documents as referred to as above, in electronic mode. Please register my e-mail address in your records, being my consent towards the same.

Folio No. :

E-mail ID :

Name of First/Sole Holder :

Signature of the First/Sole Holder :

Date :

Notes:

1. Shareholders are requested to keep the Registrar informed as and when there is any change in their e-mail address.
2. The above e-mail address will be registered subject to verification of your signature with the specimen signature registered with the Registrar.

RASOI LIMITED

Registered Office

RASOI COURT

20, SIR R. N. MUKHERJEE ROAD, KOLKATA-700 001



PROXY FORM

I/We
of.....
being member/members in the above named Company/hereby appoint.....
..... of
of failing him
Of
as my/our proxy to attend and vote for me/us on my/our behalf at the 107th ANNUAL GENERAL MEETING of
the Company to be held at 5.00 p.m. on Friday 5th August, 2011 at Kalakunj (Kalamandir Basement), 48 Shakespeare
Sarani, Kolkata-700 017 and at any adjournment thereof

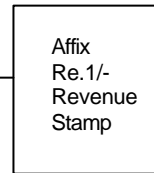
Signed this day of2011.

Folio No. DP ID No.* Client ID No.*

*Applicable for members holding shares in electronic form.

No. of Shares

Signature



Note : Proxies must reach the Company's Registered office not less than 48 hours before the meeting.

RASOI LIMITED

Registered Office

RASOI COURT

20, SIR R. N. MUKHERJEE ROAD, KOLKATA-700 001

ATTENDANCE SLIP

Members attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

I hereby record my presence at the 107th ANNUAL GENERAL MEETING at Kalakunj (Kalamandir, Basement), 48, Shakespeare Sarani, Kolkata-700 017 at 5.00 p.m. on Friday, 5th August, 2011.

.....
Full name of the Proxy (in block letters)

.....
(Signature)

Folio No.: DP ID No.* Client ID No.*

*Applicable for members holding shares in electronic form.

.....
Full name of the Member (in block letters)

.....
(Signature)

- Notes :
- 1. Member/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting.
 - 2. Member/Proxy holder wishing to attend the meeting should bring his copy of the Annual Report for reference at the meeting.