

TWENTI-SECOND ANNUAL REPORT

FOR

THE YEAR ENDED - 31ST March-2014

RUDRAKSH CAP-TECH LIMITED

RUDRAKSH CAP-TECH LIMITED

Admi. Off.- 301, Camps Corner,

**Opp. SRP Group-4, Near D-Mart,
Makarpura, Vadodara – 390 010**

BOARD OF DIRECTORS:- Mr. Sanjay A. Choksi – Director
Mr. Hitesh A. Choksi – Director
Mr. Mahesh R. Patel – Director

REGD. OFFICE :- 10, S.B., Maheshwar Darshan Building,
Opp. Aasha Parekh Hospital,
S.V.Road, Santacruz (W),
Mumbai – 400 054. Maharashtra.

ADMINI. OFFICE :- 301, Camps Corner, Opp. SRP Group-4,
Near D- Mart, Makarpura,
Vadodara – 390 010. Gujarat.
Tele-Fax :- 0265-6569067
E-mail ID :- rudrakshcaptech@gmail.com
Website :- www.rudrakshcap-tech.com

AUDITORS :- M/s. Bharat Parikh & Associates,
Chartered Accountants,
R.C. Dutt Road,
Alkapuri, Vadodara – 390 007.

BANKERS :- ICICI Bank Ltd.
Sayajigunj,
Vadodara – 390 005

NOTICE

Notice is hereby given that the 22nd ANNUAL GENERAL MEETING of the Members of RUDRAKSH CAP-TECH LIMITED will be held on 30th September 2014 at the Registered Office of the Company at 10, Basement, Maheshwar Darshan Building, Opp. Aasha Parekh Hospital, S.V. Road, Santacruz(w), Mumbai - 400 054, Maharashtra, at 11.00 a.m. to transact the following Business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2014, Profit and Loss Account for the financial year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To Appoint Director in place of Mr. SANJAY CHOKSHI (DIN No.-01750932) Who retires by rotation in terms of Sec 152(6) of the COMPANIES ACT 2013 And being offers himself as a Director.
3. To consider and if thought fit to pass with or without modification (s) the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act 2013 read with Companies (Audit & Auditors) Rules 2014 and pursuant to the recommendation of the Audit committee of the Board of Directors M/S N.JANI & CO., Chartered Accountants,(REGISTRATION NO.-134162W) Be and are hereby re-appointed as Auditors of the company to hold office from the Conclusion of this ANNUAL GENERAL MEETING (AGM) to the conclusion of the Annual General Meeting held for the financial Year ending 2017 (subject to ratification of the appointment by the members at every AGM held after this AGM) at the Remuneration to be determined by the board of directors of the company. “

SPECIAL BUSINESS:

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

RESOLVED THAT pursuant to the provisions of SEC 149,152 read with SCHEDULE - IV and other applicable provisions if any of the Companies Act 2013 (Act) and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force) and clause 49 of the Listing Agreement, Mr. NARAYAN AACHARYA (DIN NO 06885894), Director of the company w.e.f. 03-07-2014 who has submitted a declaration that he meets the criteria for independence as provided in sec 149 (6) of the Act and who is eligible for appointment and in respect of whom the company has received a notice in writing from a member proposing his candidature for the office of director be and is hereby appointed as Independent Director of the company to hold office for five consecutive years for a term up to MARCH 31- 2019.”

- 5 To consider and, if thought fit, to pass with or without modification(s), the following resolution as SPECIAL RESOLUTION:

RESOLVED THAT in terms of SEC 197, 198, Schedule - V read with Companies (Appointment and remuneration of Managerial Personnel) Rules-2014 and subject to the Approvals, concurrence and consent of the central Government as may be required or necessitated the consent and approval of the members be and is hereby accorded to the terms and conditions of appointment & payment of remuneration to Shri ANIRUDH P. SETHI, (DIN: 06864789) Director of the Company, as MANAGING DIRECTOR of the company for a period of five Years with effect from 15th May 2014 as per the terms and conditions of appointment & remuneration detailed in the explanatory statement attached to this Notice ."

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

"RESOLVED THAT, pursuant to Section 14 and all other applicable provisions if any of the Companies Act 2013 the Articles of Association of the company be and is here by altered and amended to the extent and in the manner that the new text of the Articles of Association of the company as submitted to this meeting and initialled by the chairman for the sake of identification which new articles of association be and is here by approved and adopted for all future course of action."

FURTHER RESOLVED THAT, the Board of Directors of the Company be and is here by authorised to do all such acts, deeds, matters and things as it may consider necessary, expedient, usual or proper to give full effect to the above resolution."

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

"RESOLVED THAT in terms of the provisions of section 61, 64 and all other applicable provisions if any of the Companies Act 2013 Read with Article -V of the ARTICLES OF ASSOCIATION of the company, the consent of the company be and is hereby accorded to increase the Authorised Equity share capital of the company from RS 6,00,00,000/- [RUPEES SIX CRORES ONLY] divided into 60,00,000 [SIXTY LAKHS] Equity shares of RS 10/-. Each to RS 11,00,00,000 [RUPEES ELEVEN CRORES ONLY] Divided into 1,10,00,000, [ONE CRORE TEN LAKHS] Equity shares of RS 10/-. Each by the creation of 50,00,000 [FIFTY LAKHS] Equity shares of RS 10/-. Each amounting to RS 5,00,00,000 [FIVE CRORES ONLY] AND THAT The new Equity shares so created shall be ranking pari passu with the existing Equity share capital of the company."

FURTHER RESOLVED THAT, As envisaged by SEC.- 4(e) And all other applicable provisions if any of the companies Act 2013 , the CLAUSE V of the Memorandum of Association be and is hereby altered to the extent and effect

THAT THE New clause-V of MEMORANDUM OF ASSOCIATION of the company on alteration shall stand to be read as under :

“THE AUTHORISED SHARE CAPITAL OF THE COMPANY WILL BE Rs. 11,00,00,000 (RUPEES ELEVEN CRORES ONLY) Divided into 1,10,00,000 (ONE CRORE TEN LAKHS) Equity shares of RS 10/- EACH “

FURTHER RESOLVED THAT, the Board Of Directors of the Company be and is here by authorised to do all such acts, deeds, matters and things as it may consider necessary, expedient, usual or proper to give full effect to the above resolution.”

For And on Behalf of the Company

Date : 01 /09/2014

Registered office :

10,BASEMENT,
MAHESHWAR DARSHAN BUILDING,
OPP AASHA PAREKH HOSPITAL,
S.V.ROAD, SANTACRUZ (W),
MUMBAI - 400 054.

Sd/-

**Mr. ANIRUDH SETHI
Managing Director**

NOTES

01 A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Businesses to be transacted at the Annual General Meeting (AGM) is annexed hereto.
2. The Register of Members and Share Transfer Books of the Company will remain closed from **23rd September, 2014 to 30th September, 2014** (both days inclusive). The book closure dates have been fixed in consultation with the Stock Exchanges.
3. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
4. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM

5. Voting through Electronic means:

Pursuant to Section 108 of the Companies Act, 2013, read with the Rule 20 and Rule 21 of Companies (Management and Administration) Rules, 2014 in pursuance with the directions issued by SEBI vide Circular No. CIR/CFD/DIL/6/2012 dated 13th July, 2014, clause 35b of listing Agreement the Company is pleased to provide the facility to Members to exercise their right at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Limited (CDSL).

PROCEDURE FOR E-VOTING

In case of members receiving AGM Notice by e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on “Shareholders” tab.
- (iii) Now, select the “COMPANY NAME” from the drop down menu and click on “SUBMIT”
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.
	In case the folio number is less than 8 digits enter the applicable

	number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

(viii) After entering these details appropriately, click on “SUBMIT” tab.

(ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for “RUDRAKSH CAP TECH LIMITED”

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

(xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

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

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

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

(xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com. and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

(A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

(B) The voting period begins on 27/09/2014 (9.00 A.M.) and ends on 29/09/2014 (_6.00-P.M). During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (i.e. the record date), being 20 nd September , 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 26/09/2014, i.e. the date prior to the commencement of book closure date are entitled to vote on the Resolutions set forth in this Notice. Members who have acquired shares after the dispatch of the Annual Report and before the book closure may approach the Company for issuance of the User ID and Password for exercising their right to vote by electronic means. The e-voting period will commence at 25/09/2014, 2014 and will end at 27/09/2014.

The Company has appointed ASHOK SHELAT & ASSOCIATES Company Secretaries, to act as the Scrutinizer, for conducting the scrutiny of the votes cast.

The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

6. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection at the AGM.
7. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participant(s), with whom they maintain their demat accounts, will be used by the Company for payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change in bank particulars. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate to their Depository Participants immediately.
8. Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to M/s. Bigshare Services Pvt. Ltd, Registrar and Share Transfer agent of the Company immediately.
9. Members are requested to note that as per Section 205A of the Companies Act, 1956, dividends not encashed / claimed within seven years from the date of declaration will be transferred to the Investor Education and Protection Fund (IEPF). After transfer of the said amount to IEPF, no claims in this respect shall lie against IEPF or the Company.
10. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to Bigshare Services Pvt. Ltd, Registrar and Share Transfer agent of the Company.
11. For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the registration counter.
12. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.

For And on Behalf of the Company

Date : 01/09/2014

Registered office :

**10,BASEMENT,
MAHESHWAR DARSHAN BUILDING,
OPP AASHA PAREKH HOSPITAL,
S.V.ROAD, SANTACRUZ (W),
MUMBAI - 400 054**

**ANIRUDH SETHI
MANAGING DIRECTOR**