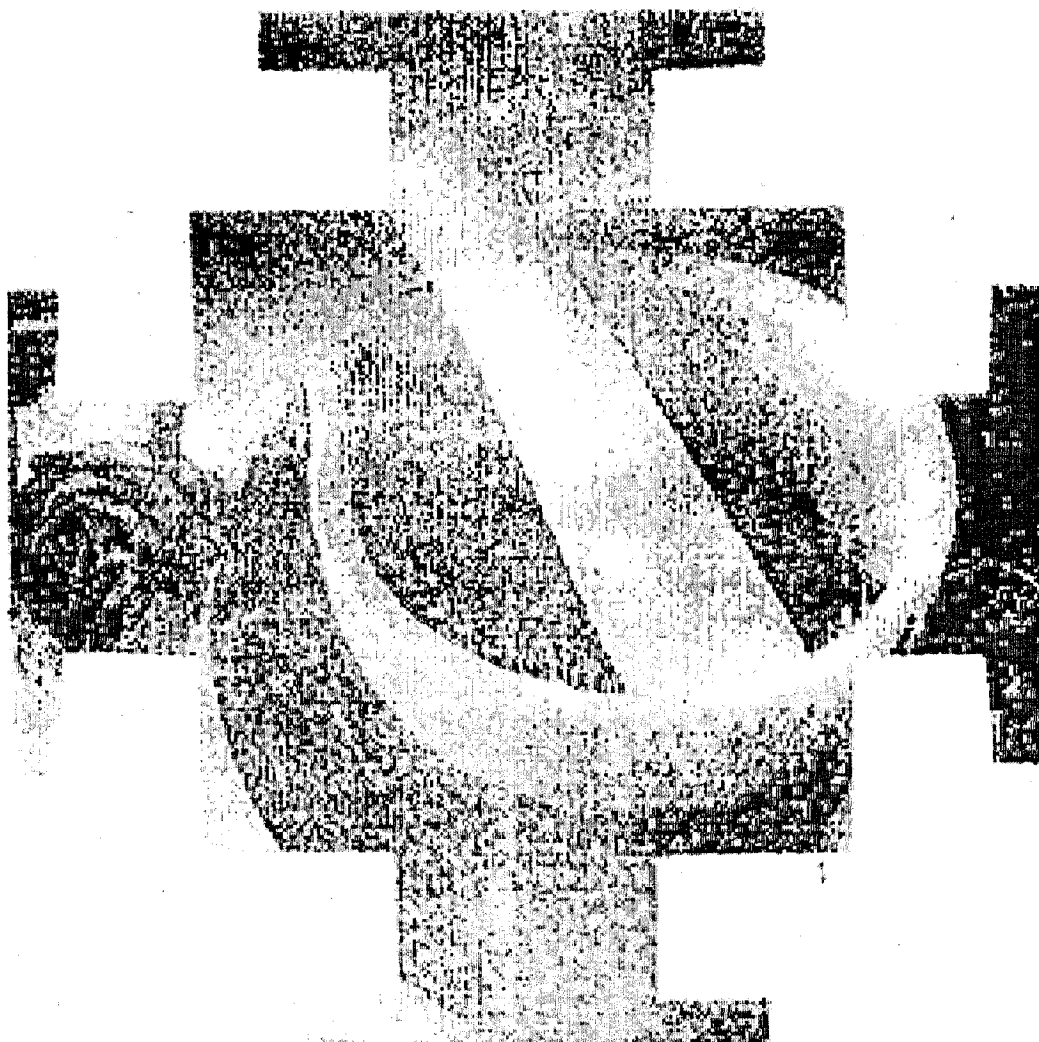


# **31th ANNUAL REPORT**

## **2011-2012**



**देशरक्षक**

**DESHRAKSHAK AUSHDHALAYA LTD.**

# DESHRAKSHAK AUSHDHALAYA LTD.

## XXXIst (31st) ANNUAL GENERAL MEETING

### Corporate Information

#### BOARD OF DIRECTORS

**Shri Tosh Kumar Jain**  
(Chairman cum Managing Director)

**Smt. Monika Jain**  
(Director)

**Smt. Sudesh Jain**  
(Director)

**Shri R C Sharma**  
(Independent Director)

**Shri Sachin Agarwal**  
(Independent Director)

**Dr. Surendra Kumar**  
(Independent Director)

**Ruchi Dawar**  
(Company Secretary)

#### **BANKERS**

State Bank Of India  
Punjab National Bank

#### **REGISTRAR & TRANSFER AGENT**

M/s Mas Services Limited  
T-34, IInd Floor, Okhla Phase-II  
New Delhi

#### **AUDITORS**

M/s Anil Jain & Co.  
10, Guru Mandal Ashram, Devpura  
Hardwar (Uttaranchal)

#### **INVESTOR HELPDESK**

01334-243833, 245877, 245866

E-mail: [deshrakshak@yahoo.com](mailto:deshrakshak@yahoo.com)

[www.deshrakshak.com](http://www.deshrakshak.com)

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**NOTICE**

Notice is hereby given that the 31st Annual General Meeting of the members of the company Deshrakshak Aushdhalaya Limited Will be held on Friday, 14th day of September 2012 at 4.00 P.M at Hotel LG Residency, Avdhoot Mandal Road, Near Singhdwar, Jwalapur (Haridwar) to transact the following business:-

**ORDINARY BUSINESS:**

1. To Receive consider and adopt the Audited Balance Sheet as at 31st March, 2012 and the Profit & Loss Account for the year ended on that date together with Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sachin Agarwal, Independent Director who retires by rotation and being eligible offers himself for re-appointment.
3. To Appoint Auditors and fix their remuneration and in connection therewith to pass, with without modifications, the following resolution:

"RESOLVED THAT pursuant to the provisions of Section 224A and other applicable provisions, if any, of the Companies Act, 1956, M/s Anil Jain & Co. Chartered Accountants, the retiring auditors be and are hereby re-appointed as Auditors of the company, to hold the office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the company, at such remuneration as may be fixed by the Board of Directors, from time to time and reimbursement of out-of-pocket expenses incurred by them to carry out the audit."

**SPECIAL BUSINESS:**

4. 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 198, Section 269, Section 309, Section 310 and other applicable provisions of the Companies Act, 1956, ("the Act") read with Schedule XIII to the Act, or any amendment or modification or re-enactment thereof and subject to such approvals as may be necessary and subject to the consent of the members of the Company in this Annual General Meeting, for the appointment of Shri Tosh Kumar Jain, as

Chairman cum Managing Director of the Company for a period of 5 years on the terms and conditions within the ceiling prescribed in Schedule XIII of the Companies Act, 1956."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to raise, amend, alter or otherwise vary the terms and conditions of his appointment from time to time as they deem fit in accordance with the provisions of the Companies Act, 1956 and Schedule XIII to the Act as existing or as may be amended."

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

"RESOLVED THAT Mrs. Monika Jain who was appointed by the Board as an Additional Director w.e.f. 25.05.2012 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation."

6. 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 257 and other applicable provisions, if any, of the Companies Act, 1956 (including and modification or re-enactment thereof) and pursuant to the guidelines of SEBI, and provisions of Listing Agreement of BSE and subject to the approval of shareholders in this Annual General Meeting, Dr. Surendra Kumar in respect of whom a notice in writing has been received by the Company proposing his candidature for the office of Director under section 257 of the Companies Act, 1956 be and is hereby appointed as Independent Director liable to retire by rotation."

"FURTHER RESOLVED THAT Dr. Surendra Kumar will provide his expertise in his professional Capacity."

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

"RESOLVED THAT pursuant to Section 17 and Section 146 of the Companies Act, 1956 and subject to approval of the Central Government the registered office of the company be and is hereby shifted from the State of Uttarakhand to the State of NCT of Delhi and in clause II of the Memorandum of Association of the company the words State of Uttarakhand be substituted by the words State of NCT of Delhi and necessary alterations be made in all other related papers and documents."

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

"RESOLVED THAT subject to the provision of the Companies Act, 1956, SEBI (Delisting of Securities) Guidelines, 2003 and subject to such other approvals and sanctions as may be required from the Stock Exchanges with which the securities of the Company are listed, consent of the Company be and is hereby accorded for the Voluntary Delisting of equity shares of the Company from Kanpur Stock Exchange, Delhi Stock Exchange and Cochin Stock Exchange where the Company's shares are listed."

"FURTHER RESOLVED THAT the Board of Directors (whether acting through Board or a committee of the Board or any Director or any person authorized by the Board) be and is hereby authorized to do and perform all such other acts, deeds, matters and things as it may in its absolute discretion deem necessary desirable or appropriate and execute all such applications, deeds, agreements, documents and writings as it may consider necessary, usual, requisite or proper for giving effect to this resolution."

PLACE: Haridwar

For and on behalf of the Board

DATE: 22.08.2012

For Desh Rakshak  
Aushdhalaya Limited

S/d-

(Tosh Kumar Jain)

Chairman & Managing Director

**NOTES:**

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. The proxies in order to be effective, must be received by the company not less than 48 hours before the commencement of the meeting.
2. The Register of Members and Share Transfer Books of the company will remain closed from 7th day of September 2012 to 14th September 2012 (both days inclusive).
3. The instrument of Share Transfer, complete in all respects should reach the company prior to closure of the Register of Members, as stated above.
4. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 relating to item no. 4 and 5 of the notice setting out the material facts is annexed hereto.
5. Shareholders are requested to notify immediately change, if any, regarding their address to the Company.

**Annexure to the Notice****Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956****Pursuant to Item No. 4**

Due to the sudden sad demise of Late Shri Paras Kumar Jain, former Chairman and Managing Director of the Company on 11th day of May 2012, The Board of Directors of the Company had appointed Shri Tosh Kumar Jain, as a Chairman cum Managing Director in their Meeting held on 25th day of May 2012 due to casual vacancy caused by death of Shri Paras Kumar Jain and given their approval for the appointment of Shri Tosh Kumar Jain as the Chairman cum Managing Director of the Company on the terms and conditions as mentioned in the Notice of AGM.

Shri Tosh Kumar Jain is son of Late Shri Paras Kumar Jain and working as an executive director of the Company since 24 years. The Board of Directors recommends for your approval his appointment as Chairman cum Managing Director of the Company.

None of the Directors other than Shri Tosh Kumar Jain, himself, is concerned or interested in the resolution.

**Pursuant to Item No. 5**

The Board of Directors has appointed Mrs Monika Jain as an Additional Director of the Company in the Promoters category w.e.f. 25th day of May, 2012 in terms of Section 260 of the Companies Act, 1956. she will hold office only upto the date of this Annual General Meeting.

Valid Notice along with requisite deposit under section 257 of the Companies Act, 1956 has been received from a member of the Company proposing the candidature of Mrs. Monika Jain for the office of Director of the Company.

Mrs Monika Jain has a rich experience in Management and operations. The Board considers that her association as a Director will be beneficial to and in the interest of the Company.

The Board of Directors recommends for your approval her appointment as a Director of the Company, liable to retire by rotation.

**Pursuant to Item No. 6**

Dr. Surendra Kumar aged about 46 years is Doctorate in Botany and working as Executive Director since 1998 in Pharmaceuticals Company. He has a rich experience of more than 15 years in Ayurved and Pharmaceuticals Industry.



To comply with the clause 49 of the Listing Agreement of BSE with regard to composition of Board of Directors, Dr. Surendra Kumar has been appointed by the Board as an Independent Director w.e.f. 25.05.2012. His tenure is concluding at the commencement of Annual General Meeting and being eligible offers himself for re-appointment.

None of the Directors other than Shri Surendra Kumar, himself, is concerned or interested in the resolution.

The Board of Directors recommends for your approval his appointment as Independent Director of the Company, liable to retire by rotation.

**Pursuant to Item No. 7**

It will be a most convenient, profitable and times saving for the company to look after the work from State of NCT of Delhi. The Directors, therefore consider that the memorandum of association of the company would be altered so as to change the place of its registered office from its present situation at Haridwar a place situated in the State of Uttarakhand.

After the proposal is approved by the shareholder, a petition is required to be made, under Section 17(2) of the Companies Act, 1956, to the Appropriate Authority for confirmation of the alteration to the memorandum of association of the company so as to shift the company's registered office from the State of Uttarakhand to the State of NCT of Delhi.

Yours Directors recommend the Resolution for consideration and approval.

None of the Directors of your company is interested in above resolution except as shareholder in general.

**Pursuant to Item No. 8**

As per SEBI (Delisting of Securities) Guidelines, 2003 company's securities can be delisted from the stock exchanges including the Regional stock exchange if the shares of the company continue to be listed on either Bombay Stock Exchange Limited or National Stock Exchange Limited. With a view to control the expenditure and conserve resources for the operations of the company it is proposed to delist the equity shares of the company from the Kanpur Stock Exchange, Delhi Stock Exchange and Cochin Stock Exchange. Delisting from these stock exchanges will help in reducing the cost by way of listing fees and other incidental costs.

Moreover SEBI has paved the way for closure of several defunct regional stock

exchanges by voluntary exists. There are 16 Sebi-recognised regional stock exchanges in India, including the Kanpur Stock Exchange, Delhi Stock Exchange and Cochin Stock Exchange, which may opt for exit route being defunct. There is hardly any trading on these regional stock exchanges.

The Directors holding shares of the company may be concerned with the resolution. The Board of Directors recommends the resolution to be passed as the special resolution.

PLACE: Haridwar  
DATE: 22.08.2012

For and on behalf of the Board  
For Desh Rakshak  
Aushdhalaya Limited

S/d-/  
**(Tosh Kumar Jain)**  
Chairman & Managing Director