

DESH RAKSHAK AUSHDHALAYA LIMITED

37TH ANNUAL GENERAL MEETING

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Tosh Kumar Jain
(Chairman cum Managing Director)

Mrs. Monika Jain
(Director)

Mrs. Sudesh Jain
(Director)

Mrs. Anjul Agarwal
(Independent Director)

Mr. Arihant Kumar Jain
(Director)

Mr. Sachin Agarwal
(Independent Director)

Mr. Nikhil Sundarani
(Company Secretary)

Mr. Amit Kumar Singh
(Chief Financial Officer)

BANKERS

State Bank of India
Punjab National Bank

REGISTRAR & TRANSFER

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

AUDITORS

M/s Sudhanshu Jain & Co
10, Guru Mandal Ashram, Devpura
Haridwar (Uttarakhand)

REGISTERED OFFICE

Bhagwant Kuti, Kankhal
Haridwar-249002 (Uttarakhand)
Telephone Nos. 01334-243833, 245877
Fax-245866

37TH Annual General Meeting CIN-L33119UR1981PLC006092
of Desh Rakshak Aushdhalya Limited E-mail Id: deshrakshak@yahoo.com

Date: 29th September, 2018

Time: 04:00 P.M.

Venue: Bhagwant Kuti, Kankhal
Haridwar-249002 (Uttarakhand)

Plant Location

Bhagwant Kuti, Kankhal
Haridwar-249002 (Uttarakhand)

INVESTOR HELPDESK
01334-243833, 245877, 245866
E-mail: deshrakshak@yahoo.com
www.deshrakshak.in

CONTENTS

S. No.	Particulars	Page No.
1.	Notice of Annual General Meeting	3
2.	Explanatory Statement	10
3.	Updation of Shareholders Information	12
4.	Director's Report	13
5.	Extract of Annual Return (Form MGT-9)	22
6.	Secretarial Audit Report	30
7.	Management Discussion & Analysis Report	33
8.	Report on Corporate Governance	37
9.	Declaration by Managing Director on Code of Conduct	53
10.	Certification By Managing Director And Chief Financial Officer	54
11.	Certificate by Statutory Auditors	55
12.	Auditor's Report On Financial Statements	56
13.	Balance Sheet	63
14.	Profit & Loss Account	65
15.	Schedule and Notes to Account	67
16.	Cash Flow Statement	76
17.	Statement of Significant Accounting Policies And Notes To Accounts For The Year 2017-2018	77
18.	Attendance Slip	82
19.	Proxy Form	83
20.	Route Map	84

NOTICE OF 37TH ANNUAL GENERAL MEETING

Notice is hereby given that the 37th Annual General Meeting of M/s Desh Rakshak Aushdhalaya Limited will be held on Saturday, 29th day of September, 2018 at Bhagwant Kuti, Kankhal, Haridwar Uttarakhand-249002 at 04:00 p.m. to transact the following business:-

ORDINARY BUSINESS:

1. To Receive, consider and adopt the Audited Balance Sheet as at 31st March, 2018 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 Mrs. Sudesh Jain (DIN: 01540383), who retires by rotation and being eligible offers herself for re-appointment at the forthcoming Annual General Meeting.
3. **To confirm the appointment of M/s Sudhanshu Jain & Associates, Chartered Accountants, as Statutory Auditor and to fix their remuneration.**

In this regard to consider and if thought, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of Sections 139 of the Companies Act, 2013 (“the Act”) as amended by Companies (Amendment) Act, 2017, Section 142 and other applicable provisions of the Act, read with the provisions of the Companies (Audit and Auditors) Rules, 2014 (for time being in force), appointment of M/s Sudhanshu Jain & Associates Chartered Accountants (Firm Registration No. 020964N) who has been appointed as Statutory Auditor of the Company for the term of five years at the 36th Annual General Meeting of the Company with the condition of ratification of appointment at every annual general meeting, be and is hereby confirmed for the rest of their tenure without any ratification in Annual General Meeting and Board of Directors of the Company be and is hereby authorised to fix their remuneration from time to time in consultation with them.”

SPECIAL BUSINESS:

4. **To Appoint Shri Tosh Kumar Jain, as Chairman cum Managing Director.**

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 196 and Part II of Schedule V and other applicable provisions of the Companies Act, 2013, (“the Act”), or any amendment or modification or re-enactment thereof the consent of the members of the Company be and is hereby accorded, for the appointment of Shri Tosh Kumar Jain, as Chairman cum Managing Director of the Company for a period of 5 years with effect from 29th of September 2018 on the terms and conditions within the ceiling prescribed in Schedule V of the Companies Act, 2013.”

“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, 2013 and Schedule V to the Act as existing or as may be amended.”

5. Regularization of Independent Director

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

“**RESOLVED THAT** pursuant to Sections 160 & 161 of the Companies Act, 2013 and any other applicable provisions if any, 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 regulation 19(4) read with part D of the Schedule II of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations 2015 and other applicable laws, Mrs. Swapnla Gupta, who was appointed as an Additional Independent Director by the Board of Directors in its meeting held on August 31, 2018 w.e.f from September 1, 2018 pursuant to section 161 of the Act and as recommended by the Nomination and Remuneration Committee and who holds office up to the ensuing Annual General Meeting of the Company and in respect of whom the Company has received notice in writing from a member under 160 of the Act proposing the candidature of Mrs. Swapnla Gupta for the office of Independent Director be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation in terms of Section 149(4), (10) & (11) and 152(6)(e) of the Companies Act, 2013 to hold office for a term of five years w.e.f 29th September 2018.

“**RESOLVED FURTHER THAT** pursuant to the provisions of Section 149 and 197 of the Companies Act, 2013 read with Schedule IV of thereof (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mrs. Swapnla Gupta, Independent Director of the Company be paid, sitting fees, within the limits prescribed under the Act and Rules there under and as approved by the Board of Directors of the Company, for attending the meeting(s) of the Board or any Committee thereof and reimbursement of any expenses for participation in the board and other meetings.

RESOLVED FURTHER THAT Mr. Tosh Kumar Jain (DIN: 01540363), Chairman and Managing Director of the Company, be and is hereby authorised to file relevant forms with the Registrar of Companies, Uttar Pradesh and Uttarakhand, and to do such other acts, deeds and things as may be considered necessary in connection with the above appointment.”

6. Increment in managerial remuneration (Special Resolution)

To consider and if thought fit, to pass with or without modification(s), the following resolution;

“**RESOLVED THAT** pursuant to the provision of section 197 of the Companies Act, 2013 and other applicable provisions if any, of the Companies Act, 2013 read with schedule V of the Act and rules made thereunder, including any statutory modifications thereof, consent of the shareholders be and is hereby accorded for the new increased remuneration structure of Mr. Tosh Kumar Jain

(Managing Director), Mr. Arihant kumar jain and Mrs. Monika Jain Directors of the company with effect From 01st April, 2018 as under;

1. Salary:

Mr. Tosh Kumar Jain	Rs: 1,00,000 p.m.
Mrs. Monika Jain	Rs: 50000 p.m.
Mr. Arihant kumar jain	Rs: 30000 p.m.

Place: Haridwar
Date: 31/08/2018

For and on behalf of the Board
Desh Rakshak Aushdhalaya Limited

Sd/-
Tosh Kumar Jain
Chairman & Managing Director

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS OR HER BEHALF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies must be supported by an appropriate resolution as applicable.
4. The Independent Director has furnished the requisite declaration for regularization as per Section 149(6) of the Companies Act, 2013.
5. Electronic copy of the Annual Report for 2018 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same.
6. Members may also note that the Notice of the 37th Annual General Meeting and the Annual Report for 2018 will also be available on the Company's website www.deshrakshak.in for their reference. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Haridwar for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication

in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: deshrakshak@yahoo.com

7. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on all working days except Sunday, up to and including the date of the Annual General Meeting of the Company.
8. The Register of Members and Share Transfer Books of the company will remain closed from 22nd Day of September 2018 to 29th Day of September 2018 (both days inclusive).
9. Members holding shares in physical form are requested to intimate immediately to the Registrars & Share Transfer Agents of the Company, M/s MAS Services Ltd., T-34, 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi-110020 quoting registered Folio No. (a) details of their bank account/change in bank account, if any, to enable the Company to print these details on the dividend warrants; and (b) change in their address, if any, with pin code number.
10. The following information to be incorporated on the dividend warrants may be furnished.
 - i) Name of Sole/First joint holder and the folio number.
 - ii) Particulars of Bank Account, viz.
 - iii) Name of the Bank
 - iv) Name of the Branch
 - v) Complete address of the Bank with Pin Code number
 - vi) Bank Account Number allotted by the Bank and nature of the Account (Savings/Current etc.)
11. Relevant documents referred to in the accompanying Notice and the Statement is open for inspection by the members at the Registered Office of the Company on all working days, except Sunday, during business hours up to the date of the Meeting.
12. In terms of Section 72 of the Companies Act, 2013, the shareholders of the Company may nominate a person on whom the shares held by him/them shall vest in the event of his/their death. Shareholders desirous of availing this facility may submit nomination in SH-13.
13. The Company has entered into agreements with CDSL and NSDL to offer depository services to the Shareholders. Shareholders can open account with any of the depository participant registered with CDSL and NSDL.

14. Any member requiring further information on the Accounts at the meeting is requested to send the queries in writing to the Company Secretary by 15th September, 2018.
15. Members are requested to bring their copies of Annual Report at the meeting, as extra copies will not be supplied.
16. Pursuant to the requirement of the listing agreement, the Company declares that its equity shares are listed on the stock exchange at Mumbai. The Company has paid the annual listing fee for the year 2017-18 and 18-19 to the above stock exchange(s).
17. In respect of the matters pertaining to Bank details, ECS mandates, nomination, power of attorney, change in name/address etc., the members are requested to approach the Company's Registrars and Shares Transfer Agents, in respect of shares held in physical form and the respective Depository Participants, in case of shares held in electronic form. In all correspondence with the Company/Registrars and Share Transfer Agents, members are requested to quote their account/folio numbers or DP ID and Client ID for physical or electronic holdings respectively.
18. Only registered members carrying the attendance slips and the holders of valid proxies registered with the Company will be permitted to attend the meeting.
19. The Securities and Exchange Board of India vide its circular no. CIR/CFD/DIL/10/2010 dated 16 December 2010, amended clause 5A of the Equity Listing Agreement for dealing with unclaimed shares in physical form. In compliance with this amendment, the Company has sent all three reminders to such shareholders whose share certificates are in undelivered form and requesting them to update their correct details viz. postal addresses, PAN details etc. registered with the Company. The Company has transferred all the shares into the folio in the name of "Unclaimed Suspense Account."
20. As a part of "Green initiative in the Corporate Governance", The Ministry of Corporate Affairs vide its circular nos. 17/2011 and 1/2011 dated 21.04.2011 and 29.04.2011, respectively, has permitted the companies to serve the documents, namely, Notice of General Meeting, Balance Sheet, Statement of Profit & Loss, Auditor's Report, Director's Report, etc., to the members through e-mail. The shareholders holding shares in physical form are requested to register their e-mail address with the Registrar & Share Transfer Agents by sending duly signed request letter quoting their folio no., name and address. In case of shares held in demat form, the shareholders may register their e-mail addresses with their DPs (Depository Participants)

21. Voting through electronic means

- A. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), the Company is pleased to provide members facility to exercise their right to vote at the 37th Annual General Meeting (AGM) by electronic means and the business may be transacted through E-Voting Services. The facility of casting the

votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).

- B. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- C. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- D. The remote e-voting period commences on Monday, September 24, 2018 (09:00 a.m.) and ends on Wednesday, September 26, 2018 (05:00 p.m.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 21st, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

The procedure and instructions for members for remote e-voting are as under:

I. In case of Members receiving e-mail from NSDL (For those members whose e-mail addresses are registered with Company/Depositories):

a. Open e-mail and open PDF file viz.”Desh Rakshak Aushdhalaya Limited e-Voting.pdf” with your client ID or Folio No. as password containing your user ID and password for remote e-voting. Please note that the password is an initial password.

b. Launch internet browser by typing the following URL:<https://www.evoting.nsdl.com>.

c. Click on Shareholder-Login.

d. Put user ID and password as initial password noted in step (I) above. Click Login.

e. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

f. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

g. Select “EVEN” of “**Desh Rakshak Aushdhalaya Limited**”

h. Now you are ready for remote e-voting as Cast Vote page opens.

i. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.

j. Upon confirmation, the message “Vote cast successfully” will be displayed.

k. Once you have voted on the resolution, you will not be allowed to modify your vote.

l. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested

specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through e-mail to naveen@nkrassociate.com with a copy marked to e-voting@nsdl.co.in.

II. In case of Members receiving Physical copy of Notice of 37th Annual General Meeting (for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy)

a. Initial password is provided at the bottom of the Attendance Slip for the 37th AGM.

b. Please follow all steps from Sl. No. (a) to Sl. No. (l) above, to cast vote.

E. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on 01334-245877.

F. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

G. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

H. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 21st 2018.

I. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 21st 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA, MAS Services Limited.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset. Your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

J. For as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

K. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

L. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

M. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.Deshrakshak.com and on the website of NSDL immediately after the

declaration of result by the Chairman or a person authorized by him in writing and communicated to the BSE Limited.

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

Item No. 4 Appointment Of Chairman Cum Managing Director

The Board of Directors recommends for your approval appointment of Mr. Tosh Kumar Jain as Chairman cum Managing Director of the Company for a period of 5 years from 29th of September.

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

Item No. 5: Regularization Of Independent Director

Section 149 of the Companies Act, 2013, provides that every listed public company shall have at least one third of the total number of directors as independent directors. Therefore, Mrs. Swapnla Gupta (DIN:) on recommendation of the Nomination and Remuneration Committee was appointed as Additional Independent Director of the Company by the Board in the board meeting held on 31st, August, 2018 w.e.f 1st September, 2018.

As per section 161 of the Companies Act, 2013 Mrs Swapnla Gupta holds office upto the date of ensuing Annual General Meeting to be held on 29.09.2018. The Company has received requisite notice in writing from a member under 160 of the Act proposing the candidature of Mrs. Swapnla Gupta to be appointed as Independent Director at the ensuing AGM. Mrs. Swapnla Gupta consented to the proposed Appointment and declared Qualified. Mrs. Swapnla Gupta possesses requisite knowledge, experience and skill for the position of Independent Director.

Item No. 6: Increment in managerial Remuneration

Pursuant to the provision of section 197 of the Companies Act, 2013 and other applicable provisions if any, of the Companies Act, 2013 read with schedule V of the Act and rules made thereunder , including any statutory modifications thereof, and subject to the approval of shareholders , board of directors in its meeting held on 31.08.2018 has given their consent for the increased remuneration structure of Mr. Tosh Kumar Jain (Managing Director), Mr. Arihant kumar jain and Mrs. Monika Jain Directors of the company with effect From 01st April, 2018 as under;

2. Salary:

Mr. Tosh Kumar Jain	Rs: 1,00,000
Mrs. Monika Jain	Rs: 50000
Mr. Arihant kumar jain	Rs: 30000