

# **DESH RAKSHAK AUSHDHALAYA LIMITED**

## **38<sup>TH</sup> ANNUAL GENERAL MEETING**

---

### **CORPORATE INFORMATION**

#### **BOARD OF DIRECTORS**

**Mr. Tosh Kumar Jain**  
(Chairman cum Managing Director)

**Mrs. Sudesh Jain**  
(Director)

**Mrs. Swapnla Gupta**  
(Independent Director)

**Mr. Sachin Agarwal**  
(Independent Director)

**Mrs. Archana Pundir**  
(Company Secretary cum Compliance Officer)

**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

#### **STATUTORY AUDITORS**

M/s Sudhanshu Jain & co  
10, Guru Mandal Ashram, Devpura  
Haridwar (Uttaranchal)

#### **SECRETARIAL AUDITOR**

M/s N K Rastogi & Associates  
03 Shankar Vihar 2nd Floor Vikas Marg

#### **REGISTERED OFFICE**

Bhagwant Kuti, Kankhal  
Haridwar-249408 (Uttarakhand)  
Telephone Nos. 01334-243833, 245877  
Fax-245866

**38<sup>th</sup> Annual General Meeting** CIN-L33119UR1981PLC006092  
of Desh Rakshak Aushdhalya Limited E-mail Id: [dral96@yahoo.com](mailto:dral96@yahoo.com)

**Date:** 27<sup>th</sup> September, 2019

**Time:** 04:00 P.M.

**Venue:** Bhagwant Kuti, Kankhal  
Haridwar-249408 (Uttarakhand)

#### **Plant Location**

Bhagwant Kuti, Kankhal  
Haridwar-249408 (Uttarakhand)

**INVESTOR HELPDESK**  
**01334-243833, 245877, 245866**  
**E-mail: [dral96@yahoo.com](mailto:dral96@yahoo.com)**  
**[www.deshrakshak.in](http://www.deshrakshak.in)**

# CONTENTS

S. No.	Particulars	Page No.
1.	Notice of Annual General Meeting	3-11
2.	Explanatory Statement	12-14
3.	Additional information as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	15-16
4.	Updation of Shareholders Information	17
5.	Director's Report	18-26
6.	Extract of Annual Return (Form MGT-9) (Annexure-I)	27-34
7.	Report on Corporate Governance (Annexure-II)	35-54
8.	Declaration by Managing Director on Code of Conduct (Annexure-A)	55
9.	Certification By Managing Director And Chief Financial Officer (Annexure-B)	56
10.	Certificate by Statutory Auditors (Annexure-C)	57
11.	Secretarial Audit Report	58-60
12.	Management Discussion & Analysis Report	61-64
13.	Auditor's Report On Financial Statements	65-71
14.	Balance Sheet	72-73
15.	Profit & Loss Account	74-75
16.	Schedule and Notes to Account	76-85
17.	Cash Flow Statement	86
18.	Statement of Significant Accounting Policies And Notes To Accounts For The Year 2018-2019	87-92
19.	Attendance Slip	93
20.	Proxy Form	94-95
21.	Route Map	96

# NOTICE

## OF

### 38<sup>TH</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the 38<sup>th</sup> Annual General Meeting of Desh Rakshak Aushdhalaya Limited will be held on Friday, 27<sup>th</sup> day of September, 2019 at 04:00 p.m. at the registered office of the company situated at Bhagwant Kuti, Kankhal, Haridwar Uttarakhand-249408 to transact the following business:-

#### **ORDINARY BUSINESS:**

##### **1. ADOPTION OF ANNUAL FINANCIAL STATEMENT.**

To Receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2019 and the Profit & Loss Account for the year ended on that date together with Reports of the Directors and Auditors thereon.

##### **2. RE-APPOINTMENT OF MRS. SUDESH JAIN AS THE DIRECTOR, LIABLE TO RETIRE BY ROTATION.**

To re-appoint the Director **Mrs. Sudesh Jain** (DIN: 01540383), who retires by rotation and being eligible offers herself for re-appointment at the forthcoming Annual General Meeting.

#### **SPECIAL BUSINESS:**

##### **3. REGULARISATION OF ADDITIONAL DIRECTOR, MRS. MONIKA JAIN AS DIRECTOR OF THE COMPANY.**

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

“**RESOLVED THAT** pursuant to Section 152 and other applicable provisions 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) Mrs. Monika Jain (DIN: 03403491) who was appointed as an Additional Director of the Company by the Board of Directors with effect from June, 1 2019 and who holds office up to the date of this Annual General Meeting in terms of Section 161 (1) of the Act, be and is hereby appointed as a Director of the Company and her tenure will be liable to retire by rotation.”

“**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 of **Mrs. Monika Jain.**”

#### **4. REGULARISATION OF ADDITIONAL DIRECTOR, MR. ARIHANT KUMAR JAIN AS DIRECTOR OF THE COMPANY.**

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

**“RESOLVED THAT** pursuant to Section 152 and other applicable provisions 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) Mr. Arihant Kumar Jain (DIN: 06401053) who was appointed as an Additional Director of the Company by the Board of Directors with effect from June, 1 2019 and who holds office up to the date of this Annual General Meeting in terms of Section 161 (1) of the Act, be and is hereby appointed as a Director of the Company and his tenure will be liable to retire by rotation.”

**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 of **Mr. Arihant Kumar Jain**”

#### **5. REGULARIZATION OF MS. EKTA GUPTA AS 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 149, 152 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, Ms. Ekta Gupta, who was appointed as an Additional Independent Director by the Board of Directors in its meeting held on August 01, 2019 w.e.f from August 2, 2019 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 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 27<sup>th</sup> September 2019..

**“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), Ms. Ekta 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. RECLASSIFICATION OF PERSONS/ENTITIES FORMING PART OF THE PROMOTER GROUP FROM ‘PROMOTER AND PROMOTER GROUP’ CATEGORY TO ‘PUBLIC CATEGORY.**

To consider and approve re-classification of Promoters of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to provisions of Regulation 31A(2) read with Regulation 31A(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments made thereto) (hereinafter referred to as “Listing Regulations”) or any other applicable provisions of Listing Regulations and other applicable laws, consent of the members of Company be and is hereby accorded to reclassify the following persons/entities from “Promoter Category” to “Public Category” since the persons are neither involved in the management nor holds any controlling stake in the Company and also none of aforesaid persons has entered into any Shareholders’ Agreement with the Company nor have they got any Veto Rights or Special Information Rights or Special Rights as to voting power or control of the Company:

<b>Name of Shareholders</b>	<b>No. of Equity Shares Held</b>	<b>% of Total Equity Share Capital</b>
Manoj Kumar Jain	2300	0.05
Payal Jain	27900	0.63

**RESOLVED FURTHER THAT** it is hereby confirmed that

- The aforesaid persons do not hold more than 10% of paid-up equity share capital of the Company. In fact, the aggregate shareholding of all of the above 2 persons is only 0.68% of the equity share capital of the Company and the individual shareholding is even lower.
- That the aforesaid persons have not and will continue not to exercise direct or indirect control over the Company.
- That no aforesaid persons have been or would be appointed as key managerial personnel of the Company.
- The event of re-classification shall be disclosed to the stock exchange as a material event in accordance with these regulations
- That no special right were even held and would not be ever held by the above reclassified promoters.

**RESOLVED FURTHER THAT** Mr. Amit Kumar Singh ,CFO or CS Nikhil Sundrani Company secretary of the company or such other person as authorized by the board to submit application for reclassification to the SEBI board, stock exchanges wherein the securities are listed or any other regulatory body as may be required and to take such steps expedient or desirable for giving effect to the above mentioned resolution.

**7. TO APPROVE MANAGERIAL REMUNERATION PAYABLE TO DIRECTORS INCLUDING MANAGING DIRECTOR (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 payment of remuneration of Mr. Tosh Kumar Jain (Managing Director), Mr. Arihant kumar jain and Mrs. Monika Jain Directors of the company with effect From 01<sup>st</sup> April, 2019 as under;

Remuneration to be payable as:

Sr. No.	Name of Director	Amount Payable
1.	Mr. Tosh Kumar Jain	Rs 1,00,000/- p.m.
2.	Mrs. Monika Jain	Rs 50000/- p.m.
3.	Mr. Arihant kumar jain	Rs: 30000/- p.m.

**RESOLVED FURTHER THAT** the above remuneration shall be in addition to fees payable to the director(s) for attending the meetings of the Board or any Committee thereof as may be decided by the Board of Directors and reimbursement of expenses for participation in such Board and Committee meetings.”

Place: Haridwar  
Date: 24/08/2019

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

Sd/-  
**Tosh Kumar Jain**  
Chairman & Managing Director  
DIN: 01540363

## **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 2019 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 38<sup>th</sup> Annual General Meeting and the Annual Report for 2019 will also be available on the Company's website [www.deshrakshak.in](http://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: [dral96@yahoo.com](mailto:dral96@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 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 **19<sup>th</sup> Day of September 2019 to 27<sup>th</sup> Day of September 2019** (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. 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.
  12. 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.
  13. Any member requiring further information on the Accounts at the meeting is requested to send the queries in writing to the Company Secretary by **15<sup>th</sup> September, 2019**.
  14. Members are requested to bring their copies of Annual Report at the meeting, as extra copies will not be supplied.
  15. 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 2018-19 and 2019-2020 to the above stock exchange.
  16. 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.
  17. Only registered members carrying the attendance slips and the holders of valid proxies registered with the Company will be permitted to attend the meeting.
  18. 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.”

19. 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.

## **20. 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 38<sup>th</sup> 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 Tuesday, September 24, 2019 (09:00 a.m.) and ends on Thursday, September 26, 2019 (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 18<sup>st</sup>, 2019, 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 38<sup>th</sup> 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 38<sup>th</sup> 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](http://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 18<sup>th</sup> 2019.

**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 18<sup>th</sup> 2019, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto: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](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.