

# **DESH RAKSHAK AUSHDHALAYA LIMITED**

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

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### **CORPORATE INFORMATION**

#### **BOARD OF DIRECTORS**

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

**Mr. Arihant Kumar Jain**  
(Whole Time Director)

**Mrs. Monika Jain**  
(Whole Time Director)

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

**Mr. Mohit Kumar**  
(Additional Independent Director)

**CS Nikhil Sundrani**  
(Company Secretary cum Compliance Officer)

**Mr. Amit Kumar Singh**  
(Chief Financial Officer)

**40<sup>th</sup> Annual General Meeting**  
of DeshRakshakAushdhalyaLimited  
CIN-L33119UR1981PLC006092  
**Venue:** Bhagwant Kuti, Kankhal  
Haridwar-249408 (Uttarakhand)  
E-mail Id: [dra196@yahoo.in](mailto:dra196@yahoo.in)

**Date:** 25.09.2021

**Time:** 04:30 PM

**Plant Location**  
Bhagwant Kuti, Kankhal  
Haridwar-249408 (Uttarakhand)

#### **BANKERS**

State Bank of India  
Punjab National Bank  
Yes Bank  
Bank of Baroda

#### **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 R.C Sharma & Associates  
Mumba Dham Block No-30  
Shop No.-218,LIC Road Sanjay  
Place, Agra-282002, OppVikas  
Bhawan, Sanjay Place Agra-282002

#### **REGISTERED OFFICE**

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

#### **INVESTOR HELPDESK**

**01334-243833, 245877, 245866**  
**E-mail:** [dra196@yahoo.com](mailto:dra196@yahoo.com)  
[www.deshrakshak.in](http://www.deshrakshak.in)

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**NOTICE**  
**OF**  
**40<sup>TH</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the 40<sup>th</sup> Annual General Meeting of Desh Rakshak Aushdhalaya Limited will be held on Saturday, 25<sup>th</sup> day of September, 2021 at 04:30 p.m. IST through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”) for which purposes the Registered office of the company shall be deemed as the venue for the Meeting and the proceedings of the Annual General Meeting shall be deemed to be made there at, to transact the following business 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, 2021 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. MONIKA JAIN AS THE DIRECTOR, LIABLE TO RETIRE BY ROTATION.**

To appoint the Director **Mrs. Monika Jain** (DIN: 03403491), who retires by rotation and being eligible offers himself for re-appointment at the forthcoming Annual General Meeting.

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, **Mrs. Monika Jain** (DIN: 03403491), who retires by rotation and being eligible has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company and who shall be liable to retire by rotation”

**SPECIAL BUSINESS:**

**3. REGULARIZATION OF MOHIT KUMAR (DIN: 08988409), INDEPENDENT DIRECTOR OF THE COMPANY FOR FURTHER PERIOD OF FIVE YEARS.**

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 149, 150,152 read with Schedule IV and any other applicable provisions of the Companies Act,2013 and the Companies (Appointment and Qualifications of Directors) Rules,2014 and Securities and Exchange Board Of India (Listing Obligation and Disclosure Requirements) Regulations,2015, as amended from time to time, Mr. Mohit Kumar (DIN: 08988409) who was appointed as an Additional Independent Director of the Company in the meeting of Board of Directors,w.e.f.17<sup>th</sup> December, 2020 pursuant to section 161 of the Act and as recommended by the Nomination and Remuneration Committee, who holds office up to this Annual General Meeting of the Company, be and is hereby appointed as appointed as an Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years commencing from this Annual General meeting held in 2021 to the Annual General meeting will be held in 2026 .”

Place: Haridwar  
Date: 25/08/2021

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

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

### **NOTES:**

- 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.
- 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.
- In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19”, circular no. 20/2020 dated May 5, 2020 in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)” and Circular no. 02/2021 dated January 13, 2021 in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)” (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 in relation to “Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 – Covid-19 pandemic” and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 in relation to “Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to the COVID -19 pandemic” (collectively referred to as “SEBI Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the AGM of the members of the Company is being held through VC / OAVM.
- Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
- The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

- Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a Member of the Company.
- The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- As required under Regulation 36 of the Listing Regulations and Secretarial Standard 2 issued by the Institute of Company Secretaries of India, the relevant details of Directors seeking appointment/re-appointment at the AGM are given in the annexure to the AGM notice.
- The Independent Director has furnished the requisite declaration for regularization as per Section 149(6) of the Companies Act, 2013.
- 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.
- Electronic copy of the Annual Report for 2021 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.
- The requirement to place the matter relating to appointment of auditors for ratification by members at every Annual General meeting is done away by the Ministry of Corporate Affairs (MCA) vide notification dated 07 May 2018. Accordingly, no resolution is proposed for ratification of appointment of auditors, who were appointed in the Annual General Meeting held on 23<sup>rd</sup> Day of September, 2017.
- Members may also note that the Notice of the 40<sup>th</sup> Annual General Meeting and the Annual Report for 2021 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: [dra196@yahoo.com](mailto:dra196@yahoo.com)
- 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.
- The Register of Members and Share Transfer Books of the company will remain closed from **19<sup>th</sup> Day of September 2021 to 25<sup>th</sup> Day of September 2021** (both days inclusive).
- 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.

- The following information to be incorporated on the dividend warrants may be furnished.
  - Name of Sole/First joint holder and the folio number.
  - Particulars of Bank Account, viz.
    - Name of the Bank
    - Name of the Branch
    - Complete address of the Bank with Pin Code number
    - Bank Account Number allotted by the Bank and nature of the Account (Savings/Current etc.)
- 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.
- 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.
- Any member requiring further information on the Accounts at the meeting is requested to send the queries in writing to the Company Secretary by **18<sup>th</sup> September, 2021**.
- 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 2020-2021 and 2021-2022 to the above stock exchange.
- 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.
- Only registered members carrying the attendance slips and the holders of valid proxies registered with the Company will be permitted to attend the meeting.
- 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.”

- 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.

### **Voting through electronic means**

- A. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
- B. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.deshrakshak.in](http://www.deshrakshak.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e., [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- C. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
- D. 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.
- E. 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.
- F. The remote e-voting period commences on **Wednesday, September 22, 2021 (09:00 a.m.) and ends on Friday, September 24, 2021 (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 17<sup>th</sup>, 2021, 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.

- G. The Company has appointed FCS R C Sharma, Company Secretary (Membership No FCS 5524 CP No 7957), as the scrutinizer for scrutinizing the entire e-voting process i.e. remote e-voting and e-voting during the AGM, to ensure that the process is carried out in a fair and transparent manner.

## **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -**

The remote e-voting period begins on **Wednesday, September 22, 2021 (09:00 a.m.) and ends on Friday, September 24, 2021 (05:00 p.m.)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., 18<sup>th</sup> Day of September, 2021 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 18<sup>th</sup> Day of September, 2021.

### **How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*

#### **Step 1: Access to NSDL e-Voting system**

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. If you are already registered for <b>NSDL IDeAS facility</b> , please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “ <b>Beneficial Owner</b> ” icon under

	<p>“Login” which is available under “<b>IDeAS</b>” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <ol style="list-style-type: none"> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS</b>” Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b></li> </ol>