

DESH RAKSHAK AUSHDHALAYA LIMITED

42nd ANNUAL GENERAL MEETING



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. Shruti Gupta
(Additional Independent Director)

Mr. Mohit Kumar
(Independent Director)

CS Sohini Bansal
(Company Secretary cum Compliance Officer)

Mr. Amit Kumar Singh
(Chief Financial Officer)

42nd Annual General Meeting
of Desh Rakshak Aushdhalaya Limited
CIN- L33119UR1981PLC006092
Website- www.deshrsakshak.in
E-mail Id: dral96@yahoo.in

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

BANKERS

State Bank of India
Punjab National Bank
Yes Bank
Bank of Baroda
Axis Bank
HDFC Bank Limited

REGISTRAR & TRANSFER AGENT

M/s MAS Services Limited
T-34, IInd Floor, Okhla Industrial Area
Phase-II New Delhi-110020

STATUTORY AUDITORS

Anil Jain and Co.
10, Guru M. Ashram, Devpura
Haridwar, -249401 (Uttarakhand)

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
9557847108
Fax-245866

INVESTOR HELPDESK

01334-243833, 245877, 245866
9557847108
E-mail: dral96@yahoo.in

CONTENTS

S. No.	Particulars	Page No.
1.	Notice of Annual General Meeting along with notes and explanatory statement.	3-47
2.	Updation of Shareholders Information	48-53
3.	Director's Report	54-72
4.	Secretarial Audit report (Form MR-3) (Annexure-E)	73-76
5.	Disclosure of Related Party Transactions (Form No. AOC -2) (Annexure-F)	77-78
6.	Particulars of Remuneration (Annexure-I)	79-80
7.	Declaration by Managing Director on Code of Conduct (Annexure-G)	81
8.	Certification By Managing Director and Chief Financial Officer (Annexure-H)	82-83
9.	Management Discussion & Analysis Report (Annexure-K)	84-89
10.	Non-Applicability Report on Corporate Governance	90-94
11.	Committees of Board	95-104
12.	Other Disclosures	105-110
13.	Declaration by Managing Director on Code of Conduct (Annexure-L)	111
14.	Certification By Managing Director and Chief Financial Officer (Annexure-M)	112-113
15.	Auditor 's Report on Financial Statements	114-124
16.	Balance Sheet	125-126
16.	Statement of Profit & Loss	127-128
17.	Schedule and Notes to Account	129-140
18.	Cash Flow Statement	141-142
19.	Statement of Significant Accounting Policies and Notes to Accounts for The Year 2022-2023.	143-150

NOTICE
OF
42ND ANNUAL GENERAL MEETING

Notice is hereby given that the 42nd Annual General Meeting (“AGM”) of Desh Rakshak Aushdhalaya Limited will be held on Friday, 29th day of September, 2023 at 03:00 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 STATEMENTS

To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2023 together with the reports of the Board of Directors (‘the Board’) and auditors thereon.

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

“**RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended as on March 31, 2023 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered, approved and adopted.”

2. RE-APPOINTMENT OF MRS. MONIKA JAIN, LIABLE TO RETIRE BY ROTATION:

To appoint a Director in place of Mrs. Monika Jain (DIN: 03403491), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment.

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

"**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, of the Companies Act, 2013 (the “Act”) read with provisions of Schedule V of the Act and the rules

made there under or any of the provisions of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), and applicable clauses of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the members of the company be and is hereby accorded to appoint Mrs. Monika Jain (**DIN:** 03403491) as Whole-Time Director of the Company being liable to retire by rotation, upon the terms and conditions as recommended by the Board of Directors in its meeting.”

“RESOLVED FURTHER THAT the shareholders have approved the terms and conditions as recommended by Board of Directors.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any director or Company Secretary of the Company be and is hereby authorized, to do all the acts, deeds, matters and things as he may in his absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute and file all necessary documents, applications, returns, forms and writings as may be necessary, proper, desirable or expedient to give effect of this resolution.”

SPECIAL BUSINESS:

3. RE-APPOINTMENT OF MR. TOSH KUMAR JAIN (DIN: 01540363) AS MANAGING DIRECTOR AND CHAIRMAN OF THE COMPANY FOR THE FURTHER PERIOD OF 5 YEARS AND PAYMENT OF REMUNERATION THEREOF

To seek approval for the re-appointment of Mr. Tosh Kumar Jain (**DIN:** 01540363) as the Managing Director and Chairman of the company for the further period of five years and payment of remuneration thereof.

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 Sections 196, 197, 198 and 203 read with Schedule V of the Companies Act, 2013 (**“Act”**) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force) and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and on the recommendation of the Members of the Nomination and Remuneration Committee and as per applicable clauses of the Articles of Association of the Company, the approval of the Members of the Company be and is hereby accorded to re-appoint Mr. Tosh Kumar Jain (**DIN:** 01540363) as the Managing Director and Chairman of the Company for a further period of five years with effect from 29th day of September, 2023 upon the terms and conditions submitted to this meeting and for identification signed by Chairman thereto, which is hereby specifically approved with authority to

the Board of Directors including committees thereof, to alter and/or vary such terms and conditions of the said appointment, within the limits, if any, prescribed in the Act and/or Schedules thereto”.

“RESOLVED FURTHER THAT in the event of inadequacy of profits for any financial year during the tenure of Mr. Tosh Kumar Jain (**DIN: 01540363**), remuneration to be paid in accordance with the provisions prescribed under Section 197 read with Schedule V to the Act and rules framed thereunder and any other applicable provisions of the Act or any statutory modification or re-enactment thereof.”

“RESOLVED FURTHER THAT subject to the provisions of the Companies Act, 2013 and the rules, circulars, orders and notifications issued there under (including any statutory modification or re-enactment thereof for the time being in force), read with Schedule V of the Act and/or guidelines for managerial remuneration issued by the Government of India or other appropriate authority in that behalf as in force and as amended from time to time, the Board including committees be and is hereby authorized to vary and alter the terms and conditions of the said re-appointment for increase or vary the remuneration to be paid and provided from time to time to Mr. Tosh Kumar Jain (**DIN: 01540363**).”

“RESOLVED FURTHER THAT any of the directors or Company Secretary of the company be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any committee of directors to give effect to the resolution hereof.”

4. REGULARISATION OF MRS. SHRUTI GUPTA (DIN: 09818957) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

To seek approval for regularisation of Mrs. Shruti Gupta (**DIN: 09818957**) as Independent Director of the company for the period of five years.

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 Section 149, 152, 160, 161 of the Companies Act, 2013 (**“Act”**) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable provisions of the Act, if any, (including any statutory modification or re-enactment thereof for the time being in force) and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mrs. Shruti Gupta (**DIN: 09818957**) who was appointed as an Additional Independent Director in the meeting of the Board of Directors held on 16th day of December, 2022 and whose appointment as an Independent Director is recommended by Nomination and Remuneration Committee and whose term expires at this Annual General Meeting of the Company and for the appointment of whom the Company has received a notice in writing proposing her candidature for the office of the Director be and is hereby appointed as an Independent director for the period of five years with effect from 29th day of September, 2023 of the Company which is not liable to retire by rotation.”

“RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary and incidental to give effect to the aforesaid resolution.”

5. APPOINTMENT OF MRS. BHUMIKA PARWANI (DIN: 09732792) AS NON-EXECUTIVE DIRECTOR OF THE COMPANY:

To seek approval for appointment of Mrs. Bhumika Parwani (DIN: 09732792) as Non-Executive Director of the company.

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

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 (**“Act”**) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable provisions of the Act (including any statutory modification or re-enactment thereof for the time being in force) and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the consent of the members of the company be and is hereby accorded to appoint Mrs. Bhumika Parwani (DIN: 09732792) as Non-Executive Director of the company in professional capacity, being liable to retire by rotation and upon the terms and conditions as recommended by the Board of Directors in its meeting.”

“RESOLVED FURTHER THAT the shareholders have approved the terms and conditions as recommended by Board of Directors.”

“RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company be and is hereby authorized, to do all the acts, deeds, matters and things as he may in his absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute and file all necessary documents, returns, forms and writings as may be necessary, proper, desirable or expedient to give effect of this resolution.”

DESH RAKSHAK AUSHDHALAYA LIMITED

42nd ANNUAL GENERAL MEETING



All the members are requested to attend the meeting.

Place: Haridwar
Date: 05/09/2023

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

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

NOTES:

1. The company is providing facility for voting by electronic means and the business may be transacted through such voting, however, the company has adopted physical mode for convening its 42nd Annual General Meeting. Therefore, members can also opt to physically attend the Annual General Meeting of the company.
2. The Explanatory Statement pursuant to the provisions of Section 102 (1) of the Act setting out material facts concerning the business with respect to Item Nos. 3, 4, 5 forms part of this Notice. Additional information as required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 issued by the Institute of Company Secretaries of India, the relevant details of Directors seeking appointment/re-appointment at the Annual General Meeting (“AGM”) are given in the Explanatory Statement and Annexure-A to the AGM notice. The Board of Directors recommends all the appointments/ reappointments as proposed. The director have furnished consent/declaration for their appointment/re-appointment as required under the Companies Act, 2013 and the Rules thereunder.
3. 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 Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the Annual General Meeting. 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 e-Voting’s agency. The facility of casting votes by a member using remote e-voting system will be provided by NSDL.
4. The facility for voting either through ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
5. The members who have cast their vote by remote-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
6. A member entitled to attend and vote at the meeting is entitled to appoint another person (whether a shareholder or not) as his/her proxy to attend and vote instead of himself/ herself, and the proxy need not be a member but a proxy so appointed shall not have any right to speak at the meeting and can vote only on a poll. The proxies in order to be effective must be duly signed and received at the registered office of the Company not less than 48 hours

before the commencement of the meeting. Proxy form is annexed to the notice as ANNEXURE-C.

7. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten (10%) percent of the total share capital of the company carrying voting rights. A member holding more than ten (10%) percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
8. An instrument appointing proxy is valid only if it is properly stamped as per the applicable law. Blank or incomplete, unstamped or inadequately stamped, undated proxies or proxies upon which the stamp not been cancelled, will be considered as invalid. If the Company receives multiple proxies for the same holdings of a Member, the proxy which is dated last will be considered as valid. If such multiple proxies are not dated or they bear the same date without specific mention of time, all such proxies shall be considered as invalid.
9. Members/ proxies should bring the attendance slip duly filled in for attending the meeting.
10. Proxies Holder shall prove his identity at the time of attending Meeting.
11. Members are requested to bring their Original photo ID (like PAN Card, Aadhar Card, Voter Identity Card, etc, having photo identity) while attending the meeting.
12. Only bona-fide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
13. In order to enable us to register your attendance at the venue of the Annual General Meeting, we request you to bring your folio number/demat account number/DP ID-Client ID to enable us to give you a duly filled attendance slip for your signature and participation at the meeting.
14. Members are requested to quote their Folio no. or DP ID / Client ID, in case shares are in physical /dematerialized form, as the case may be, in all correspondence with the Company / Registrar and Share Transfer Agent.
15. Corporate/Institutional members (i.e. other than individuals, HUF, NRI, etc) are required to send scanned copy of its Board or governing body resolution/authorization etc., authorizing

its representative to attend AGM on its behalf and to vote through remote e-voting. The said Resolution/Authorization be sent to the Scrutinizer by email through its registered email address to rcsharmacs@yahoo.com with a copy marked to evoting@nsdl.co.in and dral96@yahoo.in.

16. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
17. Members of the Company holding shares either in physical form or in Dematerialized forms as on Benpos date will receive Annual Report for the financial year 2022-23.
18. Pursuant to Section 91 of the Companies Act, 2013, the Registers of Members and Share Transfer Books of the Company will remain closed from Saturday, September 23, 2023 to Friday September 29, 2023 (both days inclusive) for the purpose of annual closure of books.
19. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit the PAN details to their respective Depository Participants with whom they are maintaining their demat account(s). Members holding shares in physical form can submit their PAN details to the Registrar and Share Transfer Agent, M/s MAS Services Limited, T-34, IInd Floor Okhla Industrial Area Phase-II, New Delhi-110020.
20. In accordance with Securities and Exchange Board of India LODR (Listing Obligations and Disclosure Requirements) (4th amendment) Regulations, 2018, any request for physical transfer of shares shall not be processed unless the share held in dematerialized form.

Further, in compliance with Securities and Exchange Board of India vide its circular SEBI/HO/ MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January 2022, the following requests received by the Company in physical form will be processed and the shares will be issued in dematerialization form only:-

- (i) Issue of duplicate share certificate
- (ii) Claim from unclaimed suspense account
- (iii) Renewal/Exchange of securities certificate
- (iv) Endorsement
- (v) Sub-division / splitting of securities certificate
- (vi) Consolidation of securities certificates/folios
- (vii) Transmission