

TWENTI-THIRD ANNUAL REPORT

FOR

THE YEAR ENDED - 31ST March-2015

RUDRAKSH CAP-TECH LIMITED

RUDRAKSH CAP-TECH LIMITED

**Admi. Off.- 301, Camps Corner,
Opp. SRP Group-4, Near D-Mart,
Makarpura, Vadodara - 390 010**

BOARD OF DIRECTORS:- Mr. Pragnesh R. Pandya - CEO/Director
Mr. Anirudh P. Sethi - Director/Promoter
Mr. Narayan D. Acharya - Independent Director
Mr. Satish K. Shetty - Additional Director
Mr. Semwal Dhanesh G. - Additional Director

REGD. OFFICE :- 10, S.B., Maheshwar Darshan Building,
Opp. Aasha Parekh Hospital,
S.V.Road, Santacruz (W),
Mumbai - 400 054. Maharastra.

ADMINI. OFFICE :- 301, Camps Corner, Opp. SRP Group-4,
Near D- Mart, Makarpura,
Vadodara - 390 010. Gujarat.
Tele-Fax :- 0265-6569067
E-mail ID :- rudrakshcaptech@gmail.com
Website :- www.rudrakshcap-tech.com

AUDITORS :- M/s. N. Jani & Co.,
Chartered Accountants,
103, Dipam Residency,
B/h Petrolpump
R.C. Dutt Road,
Alkapuri, Vadodara - 390 007.

BANKERS :- ICICI Bank Ltd.
Sayajigunj,
Vadodara - 390 005

NOTICE

Notice is hereby given that the 23rd ANNUAL GENERAL MEETING of the company will be held on Wednesday , the 30th September - 2015 at the Registered Office of the Company At - 10 , Basement, Maheshwar Darshan Building, Opp. Aasha Parekh Hospital, S.V. Road, Santacruz(w), Mumbai - 400 054, Maharashtra, at 11.00 a.m. to transact the following Business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2015, the statement of Profit and Loss for the financial year ended on that date, notes forming part there the cash flow statement together with the report of board of directors and the Reports of the Auditors thereon.
2. To Appoint a Director in place of Mr. ANIRUDH SHETTY (DIN No 06864789) Who retires by rotation in terms of Sec 152(6) of the COMPANIES ACT 2013 And being eligible offers himself as a Director.
3. 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 139 of the Companies Act 2013 read with Companies (Audit & Auditors) Rules 2014 the appointment of M/s. MAYUR SHAH & ASSOCIATES - CHARTERED ACCOUNTANT-AHMEDABAD (registration no.106125W) be and are hereby Appointed as auditors of the company to hold office from the conclusion of this 23rd ANNUAL GENERAL MEETING(AGM) held on 30th September ,2015 till the conclusion of 29th AGM held for the Financial year ending 2020 (Subject to the ratification of the Appointment by the members by the every AGM held after this AGM) at the remuneration to be determined by the board of Directors of the company.

SPECIAL BUSINESS:

4. to consider and, if thought fit, to pass with or without modification (s), the following resolution as an ordinary business:

“RESOLVED THAT Mr.SATISH SHETTY KOROGAPPA, Din no 06988863 who was appointed as an Additional Director of the company by the board of directors with effect from 08/10/2014 and who holds office up to the forth coming annual general meeting u/s 161 of the companies act, 2013 (“the act”) and article 86 of the ARTICLES OF ASSOCIATION of the company and who is eligible for appointment and has consented to act as a director of the company and in respect of whom the company has received a notice in writing from a member under section 160 of the act proposing a candidature

for the office of the director be and is hereby appointed as a director of the company.

- 5 to consider and, if thought fit, to passed with or without modification (s), the following resolution as an ordinary business:

“RESOLVED THAT Mr. SEMWAL GOVINDRAM DHANESH Din no. 06988865 who was appointed as an Additional Director of the company by the board of director with effect from 08/10/2014 and who holds office up to the forth coming annual general meeting u/s 161 of the companies act, 2013 (“the act”) and article 86 of the ARTICLES OF ASSOCIATION of the company and who is eligible for appointment and has consented to act as a director of the company and in respect of whom the company has received a notice in writing from a member under section 160 of the act proposing a candidature for the office of the director be and is hereby appointed as a director of the company.

- 6 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 SEC 149,152 read with SCHEDULE - IV and other applicable provisions if any 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) and clause 49 of the Listing Agreement, MR SATISH SHETTY KOROGAPPA DIN NO-06988863), Director of the company w.e.f. 08-10-2014 who has submitted a declaration that he meets the criteria for independence as provided in sec 149 (6) of the Act and who is eligible for appointment and in respect of whom the company has received a notice in writing from a member proposing his candidature for the office of director be and is hereby appointed as Independent Director of the company to hold office for five consecutive years for a term up to August 2020.”

Date : 01/09/2015

For And on Behalf of the Company

Place : Vadodara

S/d	S/d
(Anirudh P. Sethi)	(Pragnesh R. Pandya)
Director	CEO/Director

Registered office :

**10,BASEMENT,MAHESHWAR DARSHAN
BUILDING, OPP AASHA PAREKH HOSPITAL,
S.V.ROAD, SANTACRUZ (W),
MUMBAI - 400 054.**

NOTES

An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Businesses to be transacted at the Annual General Meeting (AGM) is annexed hereto.

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting right. A member holding more than ten percent of the total share capital of the company carrying voting right may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

2. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 26th September, 2015 to Tuesday, 29th September, 2015 (both days inclusive).
3. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
4. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode

are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM

5. **Voting through Electronic means:**

Pursuant to the provisions Section 108 and other applicable provisions if any of the Companies Act, 2013, read with the Rule 20 and Rule 21 of Companies (Management and Administration) Rules, 2014 as amended and clause 35B of the listing agreement and in pursuance with the directions issued by SEBI vide Circular No. CIR/CFD/DIL/6/2012 dated 13th July, 2014, the Company is pleased to provide the facility to Members to exercise their right at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Limited (CDSL) from a place other than the venue of the meeting (remote e-voting)

The facility for voting, either through electronic voting system or through ballot/polling paper shall also be made available at the venue of the 24th AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their e-voting right at the meeting. The member who have already cast their vote through remote e-voting may attend the AGM but shall not be entitled to cast their vote again at the AGM.

The company has Appointed C.S. RUPAL PATEL, AHMEDABAD, Company Secretary in Practice as the scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner.

The company has engaged services of **Link Intime India Pvt. Ltd., The Registrar & Transfer Agent, At - B-102,103 Shangrila Complex, First Floor, Opp. HDFC Bank, Near Radhakrishna Char Rasta, Akota, Vadodara-390 020, Gujarat.** as the agency to provide e-voting facility through CDSL.

PROCEDURE FOR E-VOTING

In case of members receiving AGM Notice by e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.</p> <p>In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</p>
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none">• Please enter the DOB or Dividend Bank Details in order to login. <p>If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.</p>

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for "RUDRAKSH CAP TECH LIMITED"

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

(xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com. and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

(A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

(B) The e-voting period begins on 27th Sep., 2015 (10.00 to 5.00 A.M.-P.M) and ends on 29th Sep., 2015 (10.00 to 5.00 A.M.-P.M). During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (i.e. the record date), being 25th Sep., 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com

The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 25th Sep.-2015, i.e. the date prior to the commencement of book closure date are entitled to vote on the Resolutions set forth in this Notice. Members who have acquired shares after the dispatch of the Annual Report and before the book closure may approach the Company for issuance of the User ID and Password for exercising their right to vote by electronic means. The e-voting period will commence at 27th Sep., 2015 and will end at 29th Sep., 2015.

6. The Register of Directors’ and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection at the AGM.
7. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participant(s), with whom they maintain their demat accounts, will be used by the Company for payment of dividend. The

Company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change in bank particulars. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate to their Depository Participants immediately.

8. Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to **M/s. Link Intime India Pvt. Ltd.**, Registrar and Share Transfer agent of the Company immediately.
9. Members are requested to note that as per Section 205A of the Companies Act, 1956, dividends not encashed / claimed within seven years from the date of declaration will be transferred to the Investor Education and Protection Fund (IEPF). After transfer of the said amount to IEPF, no claims in this respect shall lie against IEPF or the Company.
10. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to **Link Intime India Pvt. Ltd.**, Registrar and Share Transfer agent of the Company.
11. For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the registration counter. The members holding shares in dematerialized form are requested to write their client ID and DP ID numbers and those who hold the shares in physical form are requested to write their folio numbers in attendance slip for attending the meeting.
12. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.
13. Members who have shareholding in multiple accounts in identical names or joint accounts in the same order are requested to send all the share certificate(s) to the registrar and share transfer agent, **Link Intime India Pvt. Ltd., At - B-102,103 Shangrila Complex, First Floor, Opp. HDFC Bank, Near Radhakrishna Char Rasta, Akota, Vadodara-390 020, Gujarat.** for consolidated of all such shareholding into one account to facilitate better service.
14. Individual member can now take the facility of making nomination of their holding. The nominee shall be the person in whom all right of transfer and/or amount payable in respect of shares shall vest in the event of the death of the member and the joint-holder(s), if any. A minor can be a nominee provided the name of the guardian is given in the nomination form. Non -individuals including society, trust, body corporate, partnership firm, karta of hindu undivided family, holder of power

of attorney cannot nominate. For further detail in this regard members may contact **Link Intime India Pvt. Ltd.**, the registrar and share transfer agent of the company.

15. The MCA has taken a "Green initiative in corporate governance" allowing paperless compliances by the companies through electronic mode. Companies are now permitted to send various notices/documents to its members through electronic mode to the registered e-mail addressed of members. Keeping in view the underlying theme and the circular issued by MCA, the company proposes to send all document to member s like general meeting notices (including AGM) , audited financial statements, directors' report, auditors' report etc. To the member through e-mail. Member holding share in dematerialised form are requested to register their e-mail ID with their depository participants and members holding share in physical form are requested to register their e-mail ID with registrar and share transfer agent of the company i.e. **Link Intime India Pvt. Ltd.**, At - B-102,103 Shangrila Complex, First Floor, Opp. HDFC Bank, Near Radhakrishna Char Rasta, Akota, Vadodara-390 020, Gujarat.
16. The notice of the 23rd AGM and instruction for e-voting, along with attendance slip and proxy form, is being sent by electronic mode to all the member whose e-mail address are registered with the company/depository participant(s) for communication purpose unless any member has requested for a hard copy of the same. For member who have not registered their e-mail addresses, physical copied of the annual report 2014-15 are being sent by permitted mode.
17. Members may also note that the notice of the 23rd AGM and the Annual Report 2014-15 will be available on the company's website, www.rudrakshcap-tech.com

STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

AGENDA 02-- Appointment of Additional Director to be the Director retiring by rotation.

With a view to broad base the board of Directors to undertake the restructuring of the company operations in the diversified disciplines, the board of Directors of your company appointed Mr. SATISH SHETTY as an ADDITIONAL DIRECTOR with effect from 08/10/2014 to hold office as Director till the next ANNUAL GENERAL MEETING of members of the company. In accordance with the provisions of SEC 161 of the COMPANIES ACT 2013 Read with the COMPANIES (APPOINTMENT & QUALIFICATION OF DIRECTORS) RULES 2014 Mr. SATISH SHETTY Shall hold the office upto the next AGM to be held on 30TH SEPTEMBER 2015.

The company has received a Notice in writing from a member along with a deposit of Rs. 1,00,000/- proposing his candidature for the office of Director of the company.

In terms of Clause 49(VIII)(E) of the Listing Agreement with the stock exchanges, a brief profile Directors who are proposed to be re-appointed/ Appointed in this AGM, Nature of their expertise in specific functional areas ,their other directorships