



RAGHUNATH INTERNATIONAL LIMITED

**NINETEENTH ANNUAL REPORT
2012-2013**



RAGHUNATH INTERNATIONAL LIMITED

BOARD OF DIRECTORS	MR. G.N. CHOUDHARY , (Chairman & Whole Time Director) MR. SHIV PRAKASH TRIVEDI (Director) MR. SAMAR BAHADUR SINGH , (Director) MR. MANISH BHATIA , (Director)
AUDITORS	KUMAR PIYUSH & CO. Chartered Accountants C-5, Lajpat Nagar, Phase-III, New Delhi - 110024
CORPORATE IDENTITY NO.	L52312UP1994PLC022559
REGISTERED OFFICE	Mandhana Bithoor Road, Village Chaudharipur, Bithoor, Kanpur - 209 201
CORPORATE OFFICE	6926, Jaipuria Mills, Clock Tower, Subzi Mandi, Delhi - 110 007
HEAD OFFICE	First Floor, SGM Plaza, 8/226, Arya Nagar, Kanpur-208002
SHARE TRANSFER AGENT	Link Intime India Pvt. Ltd. Narang Tower 44, Community Centre, Naraina Industrial Area Phase-I New Delhi 110 028

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RAGHUNATH INTERNATIONAL LIMITED

NOTICE

NOTICE is hereby given that the **Nineteenth Annual General Meeting** of the Members of **RAGHUNATH INTERNATIONAL LIMITED** will be held on Saturday, the 28th September, 2013 at 11.00 A.M. at the Registered Office of the Company at Mandhana Bithoor Road, Village Chaudharipur, Bithoor, Kanpur –209201 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended March 31st, 2013 and the Balance Sheet as at that date and the Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Shiv Prakash Trivedi who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Samar Bahadur Singh, who retires by rotation and being eligible, offers himself for re-appointment.
4. To re-appoint Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration. M/s Kumar Piyush & Co., Chartered Accountants, retiring Auditors are eligible for re-appointment.

SPECIAL BUSINESS

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

5. "RESOLVED THAT Mr. Manish Bhatia who was appointed as an Additional Director of the Company, pursuant to the provisions of Section 260 of the Companies Act, 1956 and who vacates his office at the conclusion of this Annual General Meeting be and is hereby appointed as a Director of the Company."

By order of the Board

Sd/-
(G.N. Choudhary)
Director
DIN NO.00012883

Place: Delhi

Dated: 30th May, 2013

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. Link Intime India Private Limited, Narang Tower 44, Community Centre, Naraina Industrial Area Phase- I, New Delhi 110028 is the Registrar and Share Transfer Agent for physical shares of the Company. Link Intime India Private Limited is also the depository interface of the Company with both NSDL and CDSL.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 14, 2013 to Saturday, September 28, 2013 (both days inclusive).
4. Members/Proxies should bring the attendance slips duly filled in and signed for attending the meeting.
5. Members, who are holding shares in the identical order of names in more than one folio, are requested to write to the Company to enable it to consolidate their holding in one folio.
6. As per the provisions of the Companies Act, 1956, facility for making nomination is available for Members of the Company in respect of shares held by them. Members, who wish to nominate a person, may furnish the required details to the Company in prescribed form.

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7. Members are requested to quote their folio number, DP ID/ Client ID and the Company's name in all correspondence with M/s Link Intime India Private Limited, who is acting as our Registrar and Share Transfer Agent.
8. All documents referred to in the accompanying notice are open for inspection at the Registered Office of the Company during office hours on all working days, between 11.00 AM to 1.00 PM, upto the date of the ensuing Annual General Meeting.
9. Members are requested to bring their copy of the Annual Report to the Meeting.
10. The Company's shares are compulsorily traded in demat form; hence the members who are holding equity shares in physical form are requested to get them dematerialized.
11. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively) has undertaken a 'Green Initiative in Corporate Governance' and allowed companies to share documents with its shareholders through an electronic mode. A recent amendment to the Listing Agreement with the Stock Exchanges permits companies to send soft copies of the Annual Report to all those shareholders who have registered their email address for the said purpose. Members are requested to support this Green initiative by intimating their email address to the company at the dedicated email ID i.e. rgc.secretarial@rediffmail.com
12. The Company would like to avail this opportunity for sending notices/annual reports/other documents to the members in the electronic mode to their email addresses already available (i) in the records of depositories, which have been made available to the Company by them; or (ii) in the records of Share Transfer Agent or the Company.
13. Pursuant to the provisions of Article of Association, Mr. Shiv Prakash Trivedi and Mr. Samar Bahadur Singh, Directors of the Company are retiring by rotation at the ensuing Annual General Meeting of the Company and shall be re-appointed. Brief resume of both the Directors and other information as per Clause 49 of the Listing Agreement with the Stock Exchanges are given herein.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

ITEM NO. 5

Mr. Manish Bhatia who was appointed as an Additional Director of the Company, pursuant to the provisions of Section 260 of the Companies Act 1956 and who vacates his office at the conclusion of this Annual General Meeting, be and is hereby appointed as a Director of the Company."

Mr. Manish Bhatia has already filed his consent, to act as a Director, with the Company and he is not disqualified for being appointed as Director in term of Section 274 (1) (g) of the Act and the Company has received the requisite Form DD-A from Mr. Manish Bhatia, in terms of the Companies (Disqualification of Director under Section 274 (1)(g) of the Companies Act 1956) Rule 2003, conforming his eligibility for such appointment.

Mr. Manish Bhatia is interested in the resolution, which pertains to his appointment and / or remuneration payable to him. Save and except the above, no other director of the Company is, in any way, concerned or interested, in this resolution

Your Directors recommend the resolution for your approval.

By order of the Board

Sd/-

(G.N. Choudhary)

Director

DIN NO.00012883

Place: Delhi

Dated: 30th May, 2013



RAGHUNATH INTERNATIONAL LIMITED

DIRECTORS' REPORT

To

The Members of Raghunath International Limited

Your Directors have pleasure in presenting the Nineteenth Annual Report of the Company together with the Audited Accounts of the Company for the year ended March 31, 2013.

FINANCIAL RESULTS

The highlights of the Financial Results are as under:

(Rupees in Lakhs)

PARTICULARS	Year ended 2012-13	Year ended 2011-12
Sales and Other Income (Gross)	92.60	52.87
Profit/(Loss) before Interest and Depreciation	(1.89)	08.56
Less: Finance Charges	(8.93)	(12.84)
Less: Depreciation	(06.38)	(06.58)
Profit/(Loss) for the Year	(17.20)	(10.85)
Add/(Less): Extraordinary Items	3.71	(02.17)
Less: Fringe Benefit Tax	Nil	Nil
Add/Less: Provision for Income Tax	(06.43)	(07.58)
Less: Provision for Wealth Tax	(0.04)	(0.10)
Add/(Less): Deferred Tax Assets/ (Liability)	06.63	06.65
Net Profit/(Loss) for the Year	(13.33)	(14.05)
Add: Balance brought forward	123.71	137.77
Amount available for appropriation	110.38	123.71
Appropriation:		
Transfer to General Reserves	Nil	Nil
Surplus carried to the Balance Sheet	110.38	123.72

OPERATIONS

During the year under review, the Sales and Other Income of the Company inclined to Rs. 92.60 lacs as compared to 52.87 lacs in the previous year. The Company has posted a loss of Rs. (13.33) lacs as against loss of Rs. (14.05) lacs in the previous year. Net loss of the company decreased to Rs. (13.33) lacs in comparison to net loss of Rs. (14.05) lacs in the previous year.

The Company will focus on real estate and allied business and will formulate its strategies accordingly.

DIVIDEND

Since your Company has not made any profit, your Directors have not recommended any dividend.

DIRECTORS

In accordance with the requirements of the Companies Act, 1956 and the Articles of Association of the Company, Mr. Shiv Prakash Trivedi and Mr. Samar Bahadur Singh are liable to retire by rotation and are eligible for re-appointment.

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DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirements under Section 217 (2AA) of the Companies Act, 1956, with respect to the Directors' Responsibility Statement, it is hereby confirmed:

- (i) That in the preparation of the annual accounts for the financial year ended 31st March, 2013, the applicable accounting standards had been followed and no material departure have been made from the same;
- (ii) That the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year under review;
- (iii) That Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) That Director has prepared the annual accounts for the financial year ended 31st March, 2013, on 'going concern' basis.

DEMATERIALIZATION OF EQUITY SHARES

The Company's equity shares are available for trading in the Depository systems of both the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL). The International Security Identification Number (ISIN) allotted by NSDL and CDSL to the Company is INE753B01014. The Dematerialization status of the Company as on March 31st, 2013 is as under:–

Particulars	Nos. of Shares	Percentage
Electronic Mode		
NSDL	26,83,080	53.66%
CDSL	4,37,940	08.76%
	3121020	62.42%
Physical Mode	18,79,180	37.58%
Total:	50,00,200	100.00

CORPORATE GOVERNANCE

Your Company has successfully implemented the mandatory provisions of Corporate Governance in accordance with the provisions of Clause 49 of the Listing Agreement of the Stock Exchanges. Separate Reports on Corporate Governance and Management Discussion & Analysis are included in the Annual Report and Certificate dated May 30th, 2013 of the Auditors of your Company confirming the compliance of conditions of Corporate Governance is also annexed thereto.

PARTICULARS OF EMPLOYEES

There was no employee in respect of whom information is required to be given pursuant to Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975 as amended up-to-date.

AUDITORS

M/s. Kumar Piyush & Co. Chartered Accountants, the Statutory Auditors, will retire at the conclusion of ensuing Annual General Meeting and being eligible, offer themselves for re-appointment.



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AUDITOR'S REPORT

In respect of observation made by the Auditors in their Report, your Directors wish to state that the respective notes to the accounts are self-explanatory, and do not call for any further comments.

INDUSTRIAL RELATIONS

During the year under review, your Company had cordial and harmonious relations at all levels of the Organization.

PUBLIC DEPOSITS

During the year under review, your Company has not accepted any fixed deposits from the public within the meaning of Section 58A of the Companies Act, 1956 and the Rules made there under.

SUBSIDIARY COMPANY

There is no Subsidiary Company during the year under review.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO

The information required under Section 217 (1) (e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 is attached hereto as Annexure-'A' and forms part of the Directors' Report.

ACKNOWLEDGEMENTS

The Directors acknowledge with gratitude, the co-operation and assistance received from the Government, Banks, Authorities and other Business Constituents. The Directors would also like to thank the employees, shareholders, customers and suppliers for their continuous support given by them to the Company and their confidence in the Management.

For and on behalf of the Board

Place: Delhi
Date: May 30th, 2013

Sd/-
(G. N. Choudhary)
Director
DIN NO.00012883

Sd/-
(Manish Bhatia)
Director
DIN NO. 02181290

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CORPORATE GOVERNANCE REPORT

1. The Company's Philosophy on Code of Corporate Governance

Corporate Governance is based on the principles of integrity, fairness, equity, transparency, accountability and commitment to values. Good governance practices stem from the culture and mindset of the organization. The Company believes that good Corporate Governance practices should be enshrined in all activities of the Company. This would ensure efficient conduct of the affairs of the Company and help the Company achieve its goal of maximizing value for all its stakeholders. The Company has a strong legacy of fair, transparent and ethical governance.

The Company recognizes that good Corporate Governance is a continuing exercise and reiterates its commitment to pursue highest standards of Corporate Governance in the overall interest of all the stakeholders.

2. Board of Directors

Composition as on March 31, 2013

The Company's policy is to maintain optimum combination of Executive and Non-Executive Directors. The Board consists of 4 Directors, out of which 3 are Independent Directors. The Chairman of the Company is a Whole-time Director. The Composition of the Board is in conformity with Clause 49 of the Listing Agreement entered into with the Stock Exchanges.

Name	Category	No. of the Directorship held in public Limited Company	No. of Board Committee position held in other Public Limited Companies	
			Chairman	Member
Mr. G.N. Choudhary	Executive, Whole Time Director	—	—	—
Mr. Manish Bhatia	Non-Executive Independent Director	—	—	—
Mr. Samar Bahadur Singh	Non-Executive Independent Director	—	—	—
Mr. Shiv Prakash Trivedi	Non-Executive Independent Director	—	—	—

3. Board Meetings

The Board held 25 (Twenty Five) Meetings during the year 2012-2013 on 14.04.2012, 03.05.2012, 30.05.2012, 11.06.2012, 13.07.2012, 14.07.2012, 17.07.2012, 20.07.2012, 13.08.2012, 25.08.2012, 17.09.2012, 29.09.2012, 12.10.2012, 15.10.2012, 17.10.2012, 26.10.2012, 14.11.2012, 16.11.2012, 12.12.2012, 07.01.2013, 15.01.2013, 21.01.2013, 28.01.2013, 14.02.2013, 30.03.2013.

Attendance of Directors at Board Meetings and at the Annual General Meeting

Name of the Director	No. of Board Meetings Attended	Whether Attended the Last AGM
Mr. G.N. Choudhary	25	Yes
Mr. Samar Bahadur Singh	25	Yes
Mr. Shiv Prakash Trivedi	22	Yes
Mr. Manish Bhatia	24	Yes

The Board ensures compliance of all laws applicable to the Company and takes steps to rectify non-compliances, if any.

4. Committees of the Board

(i) Audit Committee

The Audit Committee has been constituted as per Section 292A of the Companies Act, 1956 and the guidelines set out in the Listing Agreements with the Stock Exchanges. The terms of the reference of the Audit Committee are as per the Guidelines



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set out in the Listing Agreement with the Stock Exchanges that inter-alia include the overview of the Company's financial reporting processes, review of quarterly, half-yearly and annual financial statements, review of adequacy of internal control systems, review of financial and risk management policies and review of significant finding and adequacy of internal control system etc.

Composition and Attendance

During the year 2012-2013, 5 (Five) Meetings of the Audit Committee were held on 14.04.2012, 30.05.2012, 13.08.2012, 14.11.2012 and 14.02.2013

Name of the Member	Category	No. of Meetings Attended
Mr. Manish Bhatia (Chairman)	Non-Executive Independent	5
Mr. Shiv Prakash Trivedi	Non-Executive Independent	4
Mr. Samar Bahadur Singh	Non-Executive Independent	5

The Members of the Audit Committee have requisite knowledge in the field of Finance, Accounts and Management. Minutes of each Meeting of Audit Committee are placed and discussed before the Board of Directors. The representative of Statutory Auditors attends the meetings of Audit Committee.

(ii) Remuneration Committee

The terms of reference of Remuneration Committee are as per the Guidelines set out in the Listing Agreement with the stock exchange(s), falling under the category of non-mandatory requirements of Corporate Governance that inter alia includes formulation and recommendation to the Board from time to time, a remuneration structure for the Whole-time Members of the Board.

Composition of Remuneration Committee

Name	Category
Mr. Samar Bahadur Singh (Chairman)	Non-Executive, Independent
Mr. Manish Bhatia	Non-Executive, Independent
Mr. Shiv Prakash Trivedi	Non-Executive, Independent

No Meeting of Remuneration Committee was held during the year 2012-2013.

Remuneration Policy

The Remuneration Committee determines and recommends to the Board, the remuneration of the Directors and the same is subject to the approval of Members.

The key components of the Company's Remuneration policy are:

- Remuneration will be a major driver of performance.
- Remuneration will be transparent, fair and simple to administer.
- Remuneration is determined in accordance with experience and nature of responsibilities.
- Remuneration will be fully legal and tax compliant.

At present, the Company is not paying remuneration / sitting fees to its Non-Executive Directors. However, remunerating the Non Executive Directors by way of payment of sitting fee is under consideration. Non Executive Directors do not hold any shares of the Company.

The salary paid during the year ended 31st March, 2013 to Mr. G.N. Choudhary, Whole-time Director is Rs. 808950/- (Rupees Eight Lacs Eight Thousand Nine Hundred Fifty)

The detail of service contract of Whole-time Director of the Company is as under:

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Name	Date of Reappointment	Tenure	From	To
Mr. G.N. Choudhary	31 st March, 2012	5 years	31 st March, 2012	30 th March, 2017

- Notice period as per Company's Rules.
- No Severance Fee and Stock is payable.

(iii) Shareholders/Investors' Grievance Committee:

The terms of reference of Shareholders/Investors' Grievance Committee are as under:

- (a) Approval of requests received for transfer/transmission of shares including dematerialization/ rematerialization of securities
- (b) Approval of requests received for issue of duplicate certificates.
- (c) Rejection of requests for share transfers, wherever applicable.
- (d) Redressal of serious complaints received from shareholders/investors on non-receipt of shares after transfer in the physical form, complaints on Non-receipt of Balance Sheet, dividend etc.

Composition of Shareholders/ Investors' Grievance Committee

Name	Category
Mr. Samar Bahadur Singh (Chairman)	Non-Executive, Independent
Mr. Shiv Prakash Trivedi	Non-Executive, Independent
Mr. Manish Bhatia	Non-Executive, Independent

Shareholders/Investors Grievance Committee Meetings

The Committee held 24 (Twenty Four) Meetings during the year 2012-2013 on 14.04.2012, 30.04.2012, 15.05.2012, 31.05.2012, 15.06.2012, 30.06.2012, 16.07.2012, 31.07.2012, 16.08.2012, 31.08.2012, 15.09.2012, 29.09.2012, 15.10.2012, 31.10.2012, 15.11.2012, 30.11.2012, 15.12.2012, 31.12.2012, 15.01.2013, 31.01.2013, 14.02.2013, 28.02.2013, 15.03.2013, 30.03.2013.

Details of Complaints received during the year:

Nature of Complaint	2012 – 2013		
	Received	Cleared	Pending
Non receipt of Share Certificate duly transferred	–	–	–
Non-receipt of Annual Report	–	–	–

5. (a) General Body Meetings:

The Last three Annual General Meetings were held as per the details given below:

YEAR	DATE	DAY/TIME	VENUE
2009-2010	29.09.2010	Wednesday 11.00 A.M.	Mandhana Bithoor Road, Village Chaudharipur, Bithoor, Kanpur
2010-2011	30.09.2011	Friday 11.00A.M	Mandhana Bithoor Road, Village Chaudharipur, Bithoor, Kanpur
2011-2012	29.09.2012	Saturday 11.00A.M	Mandhana Bithoor Road, Village Chaudharipur, Bithoor, Kanpur