



**RAGHUNATH INTERNATIONAL LIMITED**

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**TWENTY SECOND ANNUAL REPORT**

**2015 - 2016**



## RAGHUNATH INTERNATIONAL LIMITED

<b>BOARD OF DIRECTORS</b>	<b>MR. G.N. CHOUDHARY</b> (DIN NO. 00012883) (Chairman & Whole Time Director) <b>MR. PAWAN DWIVEDI</b> (DIN NO. 07510284), (Director) <b>MR. SAMAR BAHADUR SINGH</b> (DIN NO. 00033510), (Director) <b>MRS. PRIYANKA MISHRA</b> (DIN No.07145586) (Director)
<b>COMPANY SECRETARY</b>	<b>MR. SHIVIR KUMAR SHUKLA</b> (Company secretary and Compliance officer)
<b>AUDITORS:</b>	<b>KUMAR PIYUSH &amp; CO.</b> Chartered Accountants (Firm Registration No.: 005120N) C-5, Lajpat Nagar, Phase-III, New Delhi - 110024
<b>SECRETARIAL AUDITORS</b>	<b>SUSHIL GUPTA &amp; ASSOCIATES</b> Company Secretaries G-206, 14/60-61, Yog Tower, Civil Lines, Kanpur-208001
<b>REGISTERED OFFICE :</b>	Mandhana Bithoor Road, Village Chaudhripur, Bithoor, Kanpur - 209 201
<b>CORPORATE OFFICE :</b>	6926, Jaipuria Mills, Clock Tower, Subzi Mandi, Delhi - 110 007
<b>SHARE TRANSFER AGENT</b>	<b>Link Intime India Private Limited</b> Narang Tower 44, Community Centre, Naraina Industrial Area Phase-I New Delhi -110 028
<b>CORPORATE IDENTITY NO.:</b>	L52312UP1994PLC022559
<b>BANKERS</b>	STATE BANK OF INDIA

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### **NOTICE**

NOTICE is hereby given that the Twenty Second Annual General Meeting of the Members of **RAGHUNATH INTERNATIONAL LIMITED** will be held on Thursday, the 29<sup>th</sup> September, 2016 at 11.00 A.M. at the Registered Office of the Company situated at Mandhana Bithoor Road, Village Chaudhripur, Bithoor, Kanpur -209201 to transact the following business:

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended on March 31<sup>st</sup>, 2016, together with the Board's Report, the Report of Auditors' thereon.
2. To appoint a Director in place of Mr. G.N. Choudhary (DIN No. 00012883), who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint Statutory 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. (Firm Registration No.:005120N), Chartered Accountants, New Delhi, retiring Auditors are eligible for re-appointment.

### **SPECIAL BUSINESS**

4. **TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS ORDINARY RESOLUTION:**

"RESOLVED THAT Mr. Pawan Dwivedi (DIN No. 07510284), who was appointed as an Additional and Independent Non-Executive Director of the Company, pursuant to the provision of section 161(1) of Companies Act 2013 with effect from 5th May, 2016 be and is hereby appointed as an Independent Non-Executive Directors of the Company to hold the Office of Independent Non-Executive Director of the Company."

"RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be required in relation to the said appointment of Directors."

5. **TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS SPECIAL RESOLUTION:**

"RESOLVED THAT in supersession of all earlier resolution(s) passed in this regard and pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) consent of the Company be and is hereby accorded to Board of Directors (hereinafter called "the Board" which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons) to mortgage and/or create charge on any of its movable and / or immovable properties wherever situated both present and future or to sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking(s) on such terms and conditions at such time(s) and in such form and manner, and with such ranking as to priority as the Board in its absolute discretion thinks fit, in favour of any bank(s), Financial Institution or body(ies) corporate or person(s), whether shareholders of the Company or not, together with interest, cost, charges and expenses thereon for an amount not exceeding Rs.100 Crores (Rupees One Hundred Crores Only) at any point of time."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto."

6. **TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS SPECIAL RESOLUTION:**

"RESOLVED THAT in supersession of all earlier resolution(s) passed in this regard and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the



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consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee thereof for the time being exercising the powers conferred on the Board by this Resolution) for borrowing from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceed the limit of 100.00 Crore (Rupees One Hundred Crores Only)."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things as they may deem necessary to give effect to the above resolution including but not limited to the appointment of any manager/consultant or any other intermediary in respect of the above offerings and/or to execute all such documents, instruments and writings as may be required."

7. **TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS SPECIAL RESOLUTION:**

"RESOLVED THAT in supersession of all the earlier Resolutions passed in this regard, pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), and the Rules framed there under including any statutory modification or re-enactment thereof for the time being in force, and such other approvals as may be required in that behalf, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to:

- (a) Make loans from time to time on such terms and conditions as it may deem expedient to any person or other bodies corporate;
- (b) give on behalf of any person, body corporate, any guarantee, or provide security in connection with a loan made by any other person to, or to any other person by any body corporate; and
- (c) Acquire by way of subscription, purchase or otherwise the securities of any other body corporate, in excess of the limits prescribed under Section 186 of the Act up to an aggregate sum of Rs. 100 crores, notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee or security so far provided to, along with the investments, loans, guarantee or security proposed to be made or given by the Board may exceed sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

"FURTHER RESOLVED THAT the consent of the Company be and is hereby accorded to the Board to invest in the Subsidiaries, Associates, Related Parties, make loans to them; provide guarantees/security on their behalf, to person, within the limits, if any, as may be applicable from time to time and on such terms and conditions as may be deemed fit and expedient."

"FURTHER RESOLVED THAT the Board of Directors of the Company be and are hereby authorised to negotiate the terms and conditions of the above said investments, loan(s), security(ies) or guarantee(s) as they deem fit and in the best interest of the Company and take all such steps as may be necessary to complete the same."

"FURTHER RESOLVED THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further approval of the Members of the Company."

By order of the board

Sd/-

G.N. Choudhary

(DIN No.00012883)

(Whole Time Director)

Date : 1<sup>st</sup> September, 2016

Place : Kanpur

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### 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. Pursuant to provisions of Section 105 of Companies Act, 2013 read with the applicable Rules thereto, 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 rights. A member holding more than ten percent, of the total share capital of the company carrying voting rights may appoint a single person who shall not act as proxy for any other person or shareholder.
3. Corporate Member(s) intending to send their Authorized Representative(s) to attend the meetings are requested to send, to the Company, a certified true copy of the board resolution pursuant to Section 113 of the Companies Act, 2013 authorising their Representative(s) to attend and vote on their behalf at the meeting.
4. The business set out in the notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means instructions and other information relating to e-voting are given in this notice under Note No. 17. The Company will also send communication relating to remote E-voting which Inter alia would contain details about User Id and Password.
5. The Explanatory statement pursuant to section 102 of the Companies Act, 2013 in respect of special business of the notice as set out above is annexed thereto.
6. M/s. 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. M/s Link Intime India Private Limited is also the depository interface of the Company with both NSDL and CDSL.
7. Electronic Copy of the Annual Report For 2015-2016 is being sent to all the member(s) whose Email Ids are registered with the Company/Depository Participant(s) for communication purposes, unless any member will request for a hard copy of the same. For members who have not registered their Email Address, Physical Copies of the Annual Report For 2015-2016 is being sent in the permitted mode. Further member who have not registered their email addresses so far, are requested to register their email address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company Electronically.
8. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, September 22nd, 2016 to Thursday, September 29th, 2016 (both days inclusive).
9. Members/Proxies should bring the attendance slips duly filled in and signed for attending the meeting.
10. 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.
11. 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.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Member holding shares in physical form can submit their PAN detail to the Company or to M/s. Link Intime India Private Limited (RTA).
13. Members are requested to bring their copy of Annual Report to the Meeting.
14. The Company's shares are compulsorily traded in demat form, hence the member who are holding equity shares in physical form are requested to get them dematerialized. Members can contact the Company's Share Registrars and Transfer Agent's (M/s Link Intime India Private Limited) for assistance in this regard.
15. 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 shareholder 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](mailto:rgc.secretarial@rediffmail.com).



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16. As per the provisions of the Companies Act 2013, facility for making nomination is available for Members of the Company in respect of shares held by them. The Members, who wish to nominate a person, may furnish the required details to the Company in prescribed form.

**17. Voting Through Electronic Means**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than venue of the Meeting ("remote e-voting").
- II. 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.
- III. 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.
- IV. The remote e-voting period will commence from 26th September, 2016 (09:00 AM) and ends on 28th September, 2016 (05:00 PM). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September, 2016, 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.

NOTE: The "remote e-voting" end time shall be 05:00 PM on the date preceding the date of general meeting and the cut-off date shall not be earlier than 7 days before the date of general meeting.

- V. The process and manner for remote e-voting are as under:
  - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
    - i. Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
    - ii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>.
    - iii. Click on Shareholder - Login
    - iv. Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
    - v. Password change menu appears. Change the password/PIN 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.
    - vi. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
    - vii. Select "EVEN" of "Name of the company".
    - viii. Now you are ready for remote e-voting as Cast Vote page opens.
    - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
    - x. Upon confirmation, the message "Vote cast successfully" will be displayed.
    - xi. Once you have voted on the resolution, you will not be allowed to modify your vote. 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 [ril1.scrutinizer@gmail.com](mailto:ril1.scrutinizer@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in),

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- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- i. Initial password is provided as below/at the bottom of the Attendance Slip for the AGM.
  - ii. **EVEN (Remote e-voting Event Number)**                      **USER ID**                      **PASSWORD/PIN**
  - iii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
  - iv. 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 download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-99
  - v. 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
  - vi. 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).
  - vii. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the member/beneficial (in case of electronic shareholding) as on the cut-off date i.e. 22nd September, 2016.
  - viii. 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. 22nd September, 2016, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA.
  - ix. 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.
  - x. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
  - xi. **M/s. Sushil Gupta & Associates**, Company Secretaries, Kanpur, (C.P. No. 5064), has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
  - xii. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper" or "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
  - xiii. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
  - xiv. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.raghunatintlimited.in](http://www.raghunatintlimited.in) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
  - xv. Subject to the receipt of requisite number of votes, the resolution shall be deemed to be passed on the date of the Meeting, i.e. 29th September, 2016.
- NOTE: The Facility for Voting shall be decided by the Company i.e. "remote e-voting" or "Ballot Paper" or "Poling Paper". The members who opts, to caste their vote through Ballot or Poll, for the convenience of Shareholders, Polling paper/ Ballot paper (MGT- 12) are enclosed with Annual Report.
18. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company between 11.00 AM and 1.00 PM on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.



# RAGHUNATH INTERNATIONAL LIMITED

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### **ITEM NO. 4**

Mr. Pawan Dwivedi (DIN No. 07510284) who was appointed as an Additional Independent Non Executive Director of the Company, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 with effect from 5th May, 2016 and who is holding office up to the date of ensuing Annual general Meeting as such, be and is hereby appointed as an Independent Non Executive Directors of the Company. Mr. Pawan Dwivedi (DIN No. 07510284), has already filled his consent to act as director, with the Company and he is not disqualified for being appointed as Director in terms of subsection (2) section 164 of the Companies Act, 2013 and the Company has received the requisite form DIR-8, in terms of the Companies (Rule 14 of Appointment and qualification of Directors), confirming his eligibility criteria for such appointment. Your Directors recommend the resolution for your approval.

None of the Directors, except **Mr. Pawan Dwivedi (DIN No. 07510284)** Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested financially or otherwise in the said resolution as set out in Item No. 4 above.

### **ITEM NO. 5**

As per the provisions of Section 180(1)(a) of the Companies Act, 2013, the Company delegates its powers to the Board of Directors of the Company, to mortgage and/or create the charge any of its movable and/or immovable properties wherever situated both present and future or to sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company in favour of the lenders/agent(s)/trustees or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking(s) and to create a mortgage/and or charge, on such terms and conditions at such time(s) and in such form and manner as they may deemed to be think fit, necessary for the interest of the Company but such sum shall not exceeded Rs.100.00 Crore at any point of time.

Hence the approval of the Shareholders is sought by way of Special Resolution. The Board recommends the passing of the resolution by the Members of the Company, as set out in Item No.5 of the Notice, by casting their vote as explained in the notes appended herewith. None of the Directors, Key Managerial Personnel of the Company and their relatives is, in anyway, concerned or interested financially or otherwise in the said resolution as set out in Item No. 5 above.

### **ITEM NO. 6**

The borrowings of the Company are, in general, required to be secured by suitable mortgage or charge on all or any of the movable and/ or immovable properties of the Company in such form, manner and ranking as may be determined by the Board of Directors of the Company, from time to time, in consultation with the lender(s). The mortgage and /or charge by the Company of its movable and/ or immovable properties and /or of the whole or any part of the undertaking(s) of the Company in favour of the lenders/agent(s)/ trustees, including the power to take over the management of the business and concern of the Company in certain events of default by the Company, may be regarded as disposal of the Company's undertaking(s) within the meaning of Section 180(1)(c) of the Companies Act, 2013. Hence the approval of the Shareholders is sought by way of Special Resolution.

The Board recommends the passing of the resolution by the Members of the Company, as set out in Item No.6 of the Notice, by casting their vote as explained in the notes appended herewith. None of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested financially or otherwise in the said resolution as set out in Item No. 6 above.

### **ITEM NO. 7**

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of the Company can make any amount of loan, investment or give guarantee or provide any security and acquire by way of subscription, purchase or otherwise the securities including Equity Shares and Preference Shares of any Body Corporate beyond the prescribed ceiling of Sixty per cent of the aggregate of the paid-up capital and free reserves and securities premium account or, Hundred per cent of its free reserves and securities premium account, whichever is more, if special resolution is passed by the members of the Company.

As a measure of achieving greater financial flexibility and to enable optimal financing structure, this permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of



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Directors or any duly constituted committee thereof, for making further investment, providing loans or give guarantee or provide security in connection with loans to or and acquire by way of subscription, purchase or otherwise the securities of any Body Corporate, subsidiary companies (including overseas subsidiaries) for an amount not exceeding Rs.100.00 Crores (Rupees One Hundred Crores).

The investment(s), loan(s), guarantee(s) and security(ies), as the case may be, will be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made there under.

These investments are proposed to be made out of own/surplus funds/internal accruals and or any other sources including borrowings, if necessary, to achieve long term strategic and business objectives.

Hence, the approval of the Shareholders is sought by way of Special Resolution. The Board recommends the passing of the resolution by the Members of the Company, as set out in Item No.7 of the Notice, by casting their vote as explained in the notes appended herewith.

None of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested financially or otherwise in the said resolution as set out in Item No. 7 above.

**Date : 1<sup>st</sup> September, 2016**

**Place : Kanpur**

**By order of the board**

**Sd/-**

**G.N. Choudhary  
(DIN No.00012883)  
(Whole Time Director)**

### DIRECTORS' REPORT

To,

**The Members,**

**Raghunath International Limited**

Your Directors have pleasure in presenting their Twenty Second Annual Report on the business and operations of the Company together with the Annual Accounts for the Financial Year ended March 31, 2016.

### FINANCIAL RESULTS

The highlights of the Financial Results are as under:

(Rupees in lakhs)

Particulars	Standalone		Consolidated	
	2015-2016	2014-2015	2015-16	2014-15
Sales and Other Income (Gross)	64.95	288.09	64.95	288.09
Profit/(Loss) before Interest and Depreciation	23.42	71.09	23.42	71.09
Less: Finance Charges	(0.02)	(2.37)	(0.02)	(2.37)
Less: Depreciation	(7.27)	(7.51)	(7.27)	(7.51)
Profit/(Loss) for the Year	16.13	61.21	16.13	61.21
Add/(Less): Extraordinary Items	-	(0.24)	-	(0.24)
Less: Fringe Benefit Tax	-	-	-	-
Add/Less: Provision for Income Tax	(3.07)	(7.37)	(3.07)	(7.37)
Less: Provision for Wealth Tax	-	-	-	-
Add/(Less): Deferred Tax Assets/ (Liability)	0.36	-	0.36	-
Profit/(Loss) of the Associates	-	-	3.83	2.44
Net Profit/(Loss) for the Year	13.41	53.60	17.24	56.04
Add: Balance brought forward	159.42	112.17	159.42	112.17
Add: Post Acquisition reserve and surplus of Associates	-	-	34.89	32.45
Amount available for appropriation	13.42	53.61	13.42	53.61
Additions during the Year of Associates	-	-	3.83	2.44
Appropriation:				
Transfer to General Reserves	3.00	5.00	3.00	5.00
Surplus carried to the Balance Sheet	169.83	159.42	231.80	261.71

### OPERATIONS

During the year under review, the sales and other income of the Company decreased to Rs. 64.95 (lakhs) as compared to Rs. 288.09 (lakhs) in the Previous Year. The Company has earned a Profit of Rs. 13.41 (lakhs) as against profit of Rs 53.60 (lakhs) in the previous year. The Company will focus on real estate and allied businesses and will formulate its strategies accordingly.

### RESERVES

During the year under review, The Company has transferred Rs. 3,00,000.00 (Rupees Three lakhs only) from the Profits of Current year 2015-2016, to general reserve of the Company & outstanding amount in the General reserve of the Company increased to Rs.73.00 (lakhs).

### DIVIDEND

During the year, the Company has earned adequate profit and your Directors have decided to Plough back profits for the expansion of business of the Company and hence no dividend could be recommended.

### DEMATERIALIZATION OF EQUITY SHARES

The Company's equity shares are available for trading in the both Depository that is 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, 2016 is as under:-