



RAGHUNATH INTERNATIONAL LIMITED

TWENTY FIFTH (25th) ANNUAL REPORT
2018 - 2019



RAGHUNATH INTERNATIONAL LIMITED

BOARD OF DIRECTORS	MR. G.N. CHOUDHARY (DIN: 00012883) (Chairman & Whole Time Director) MR. SAMAR BAHADUR SINGH (DIN: 00033510), (Director) MRS. PRIYANKA MISHRA (DIN: 07145586) (Director) MR. MANISH SINGH (DIN: 08119345) (Director)*w.e.f. 06.06.2019 MR. SHIVAM DIXIT PAN: ANBPD1628H (Chief Financial Officer)
COMPANY SECRETARY:	MRS. PARAKH LAKHINA (Compliance Officer) *w.e.f. 01.01.2019
STATUTORY AUDITOR:	SARIA GUPTA & CO. Chartered Accountants (Firm Registration No.: 003168N) 10174/1A, Gurudwara Road, Karol Bagh, New Delhi-110005
SECRETARIAL AUDITOR	SUSHIL GUPTA & ASSOCIATES Company Secretaries G-206, 14/60-61, Yog Tower, Civil Lines, Kanpur-208001
REGISTERED OFFICE :	Mandhana Bithoor Road, Village Chaudharipur, Bithoor, Kanpur - 209 201
CORPORATE OFFICE :	6926, Jaipuria Mills, Clock Tower, Subzi Mandi, Delhi - 110 007
SHARE TRANSFER AGENT	Link Intime India Private Limited Noble Heights, 1st Floor, NH-2 C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi-110058
CORPORATE IDENTITY NO.:	L52312UP1994PLC022559
BANKERS	STATE BANK OF INDIA

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NOTICE

Notice is hereby given that the Twenty Fifth (25th) Annual General Meeting of the Members of **RAGHUNATH INTERNATIONAL LIMITED** will be held on Saturday, 28th Day of September, 2019 at 11:00 A.M. at the Registered Office of the Company situated at Mandhana Bithoor Road, Village Choudharipur, 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 31st, 2019, together with the Boards' Report and the Report of Auditors' thereon.
2. To appoint a Director in place of Mr. G.N. Choudhary (DIN: 00012883), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

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

"**RESOLVED THAT** pursuant to Sections 161 of the Companies Act, 2013 and any other applicable provisions if any, Mr. Samar Bahadur Singh(DIN.00033510), who was Reappointed as an Additional director on April 01, 2019 by the Board of Directors be and is hereby appointed as an Independent Director of the Company , not liable to retire by rotation in terms of Section 149(4), (10) & (11) and 152(6)(e) of the Companies Act, 2013 to hold office for a term of five years w.e.f 01st April, 2019 upto 31st March, 2024

"**RESOLVED FURTHER THAT** Mr. Gajanand Choudhary, Whole Time Director of the Company, be and is hereby authorized to file relevant forms with the Registrar of Companies, and to do such other acts, deeds and things as may be considered necessary in connection with the above appointment.

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

"**RESOLVED THAT** pursuant to Sections 161 of the Companies Act, 2013 and any other applicable provisions if any, Mr. Manish Singh(DIN.08119345), who was appointed as an Additional director on June 06, 2019 by the Board of Directors be and is hereby appointed as an Independent Director of the Company , not liable to retire by rotation in terms of Section 149(4), (10) & (11) and 152(6)(e) of the Companies Act, 2013 to hold office for a term of five years w.e.f 06th June,2019 upto 05th June,2024

"**RESOLVED FURTHER THAT** Mr. Gajanand Choudhary, Whole Time Director of the Company, be and is hereby authorized to file relevant forms with the Registrar of Companies, and to do such other acts, deeds and things as may be considered necessary in connection with the above appointment.

By order of the Board

**Sd/-
(G. N. Choudhary)
Whole-time Director
DIN: 00012883**

**Date : 24th August, 2019
Place : Kanpur**



RAGHUNATH INTERNATIONAL LIMITED

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 DEPOSITED THE PROXY FORM (MGT-11) 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 Rule 19 of Companies (Management and Administration) Rules, 2014, 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 passed in the Board Meeting of the respected Company, 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. Link Intime India Private Limited, Noble Heights, 1st Floor, NH-2 C-1 Block LSC, Near Savitri Market Janakpuri, New Delhi-110058 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.
7. Electronic Copy of the Annual Report for 2018-19 is being sent to all the member(s) who's 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 2018-19 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 Saturday, 21st September, 2019 to Saturday, 28th September, 2019 (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 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 Link Intime India Private Limited (RTA).
13. Members are requested to bring their copy of Annual Report in the Meeting.
14. 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. Members can contact the Company's Share Registrars and Transfer Agent's (Link Intime India Private Limited) for assistance in this regard.
15. As per the provisions of Companies Act, 2013 read with Rules made there under and SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 Company has undertaken a Green Initiative in Corporate Governance and allowed Companies to share documents with its shareholders through electronic mode. The said provisions permits the Company to send soft copies of the Annual Report to all those shareholders who have registered

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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.

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 SH-13.

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 Regulation 44 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, 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 25th September, 2019 (09:00 AM) and ends on 27th September, 2019 (05:00PM). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September, 2019, 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 (E-Voting Event Number)" 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.



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- 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 scrutinizer.1ril@gmail.com with a copy marked to evoting@nsdl.co.in.
- 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 S.No. (ii) to S.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 or call on toll free no.: 1800-222-080
- 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. 21st September, 2019.
- 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. 21st September, 2019, may obtain the login ID and password by sending a request at 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 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.raghunathintl.com 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. 28th September, 2019.

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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 to 1:00 PM on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

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

ITEM NO.3

Section 149 of the Companies Act, 2013, provides that every listed public company shall have at least one third of the total number of directors as Independent directors. Therefore Mr. Samar Bahadur Singh (DIN:00033510) on recommendation of the Nomination and Remuneration Committee was reappointed as Additional Non Executive Independent Director of the Company by the Board in the board meeting held on 01st April, 2019 to hold office for a term of five years w.e.f 01st April, 2019 upto 31st March,2024

Mr. Samar Bahadur Singh (DIN.00033510) who was reappointed as an Additional Non Executive Independent Director of the Company, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 with effect from 01st April, 2019 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 Director of the Company. Mr. Samar Bahadur Singh (DIN.00033510), 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 our 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 in item No. 3 above.

ITEM NO.4

Section 149 of the Companies Act, 2013, provides that every listed public company shall have at least one third of the total number of directors as Independent directors. Therefore Mr. Manish Singh (DIN.08119345) on recommendation of the Nomination and Remuneration Committee was appointed as Additional Non Executive Independent Director of the Company by the Board in the board meeting held on 06th June, 2019 to hold office for a term of five years w.e.f 06th June, 2019 upto 05th June, 2024

Mr. Manish Singh (DIN.08119345) 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 06th June, 2019 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 Director of the Company. Mr. Manish Singh (DIN.08119345), 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 our 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 in item No. 4 above.

By order of the Board

Sd/-
(G. N. Choudhary)
Whole-time Director
DIN: 00012883

Date : 24th August, 2019
Place : Kanpur



RAGHUNATH INTERNATIONAL LIMITED

DIRECTORS' REPORT

To,

The Members,

Raghunath International Limited

Your Directors have pleasure in presenting their Twenty Fifth Annual Report on the business and operations of the Company together with the Annual Accounts for the Financial Year ended on 31st March, 2019.

FINANCIAL RESULTS

The highlights of the Financial Results are as under:

(Rupees in Lakhs)

Particulars	Standalone		Consolidated	
	2018-2019	2017-2018	2018-2019	2017-2018
Sales and Other Income (Gross)	57.542	38.876	57.542	38.876
Profit/(Loss) before Interest and Depreciation	3.435	6.24	3.435	(6.24)
Less: Finance Charges	0.002	0.026	0.002	0.026
Less: Depreciation	0.536	0.536	0.536	0.536
Profit/(Loss) for the Year	2.896	(6.802)	2.896	(6.802)
Add/(Less): Exceptional Items	(0.100)	(0.035)	(0.100)	(0.035)
Add/Less: Provision for Income Tax	(0.435)	-	(0.435)	-
Less: provision for Wealth Tax	-	-	-	-
Add/(Less): Deferred Tax Assets/ (Liability)	2.565	(12.744)	2.565	(12.744)
Profit/(Loss) of the Associates	-	-	57.251	(8.516)
Net Profit/(Loss) for the Year	4.926	(19.579)	62.178	(28.095)
Add: Balance brought forward	152.454	172.034	152.454	172.034
Add: Post Acquisition reserve and surplus of Associates	-	-	31.624	40.140
Additions during the Year of Associates	-	-	57.251	(8.516)
Appropriation:				
Transfer to General Reserves	-	-	-	-
Surplus carried to the Balance Sheet	231.580	226.654	492.935	430.758

OPERATIONS

During the year under review, the Standalone Sales and Other Income of the Company increased to Rs. 57.542 lakhs as compared to Rs. 38.876 lakhs in the Previous Year and the Consolidated Sales and Other Income of the Company also increased to Rs. 57.542 lakhs as compared to Rs. 38.876 lakhs in the Previous Year. The Company has earned a Profit of Rs. 04.926 lakhs as against Loss of Rs 19.579 lakhs in the previous year on Standalone basis and on the Consolidated basis the Company has earned a Profit of Rs. 62.178 lakhs as against Loss of Rs. 28.095 lakhs in Previous Year. The Company will focus on Real Estate and allied businesses and will formulate its strategies accordingly.

SUBSIDIARY COMPANIES AND CONSOLIDATED FINANCIAL STATEMENTS

The Consolidated Financial Statements of the Company and its associates as per the applicable provisions of Companies Act, 2013 and Rules made there under, prepared in accordance with Indian Accounting Standard 28, issued by the Institute of Chartered Accountants of India, form part of the Annual Report.

Further, the Annual Accounts and related documents of the Associate Company shall be kept open for inspection at the Registered & Corporate Office of the Company. The Company will also make available copy thereof upon specific request by any Member of the Company interested in obtaining the same.

RESERVES

During the year under review, The Company has not transferred any amount to general reserve of the Company & outstanding amount in the General reserve of the Company is Rs. 74.200 lakhs.

DIVIDEND

During the year, the Company has earned inadequate profit hence no dividend could be recommended.

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DEMATERIALIZATION OF EQUITY SHARES

The Company's equity shares are available for trading in the both Depositories 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, 2019 is as under:-

Particulars	No. of Shares	Percentage
Electronic Mode		
NSDL	26,87,782	53.75
CDSL	4,64,838	09.30
	31,52,620	63.05
Physical Mode	18,47,580	36.95
Total	50,00,200	100.00

EXTRACT OF ANNUAL RETURN:

Pursuant to, Section 92(3) of the Companies Act 2013, and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of the annual return in prescribed Form MGT-9 is appended as **ANNEXURE-I** to the board report and copy of annual return will be placed on Company's website www.raghunathintlimited.in.

BOARD AND COMMITTEE MEETINGS

During the year, Nine (09) Board Meetings were duly convened and held by the Company.

The Board has constituted an Audit Committee as per the Provisions of Section 177(1) read with Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 consisting of Mr. Samar Bahadur Singh (DIN: 00033510) Chairman, Mrs. Priyanka Mishra (DIN: 07145586) & Mr. Gajanand Choudhary (DIN: 00012883). There have not been any instances during the year when recommendations of the Audit Committee were not accepted by the Board.

The Board has constituted a Nomination and Remuneration Committee as per the Provisions of Section 178(1) read with Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 consisting of Mr. Samar Bahadur Singh (DIN: 00033510) Chairman, Mrs. Priyanka Mishra (DIN: 07145586) & Mr. Gajanand Choudhary (DIN: 00012883).

The Board has constituted a Stakeholders Relationship Committee as per the Provisions of Section 178(5) read with Regulation 20 of SEBI consisting of Mr. Samar Bahadur Singh (DIN: 00033510) Chairman, Mrs. Priyanka Mishra (DIN: 07145586) & Mr. Gajanand Choudhary (DIN: 00012883).

Details of composition of the Board and its Committees and Meetings held and attendance of the Directors at such Meetings, are provided in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act 2013 and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

DIRECTORS' RESPONSIBILITY STATEMENT

The Financial Statements are prepared in accordance with Indian Accounting Standards (Ind AS) and guidelines issued by SEBI. The Ind AS are prescribed under Section 133 of the Companies Act, 2013 ('the Act'), read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendments Rules, 2016. Effective April 1, 2016, the Company has adopted all the Ind AS standards and the adoption was carried out in accordance with applicable transition guidance.

The Directors confirms that:

- (i) In the preparation of the annual accounts for the financial year ended on 31st March, 2019, the applicable Accounting Standards had been followed and no material departures have been made from the same.
- (ii) 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) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.



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- (iv) The Director has prepared the annual accounts for the financial year ended on 31st March, 2019, on 'Going Concern' basis.
- (v) The proper internal Financial Controls were in place and that the financial controls were adequate and operating effectively.
- (vi) The system to ensure Compliance with the Provisions of all applicable laws was in place and was adequate and operating effectively.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Mr. G. N. Choudhary, Chairman and Whole-time Director (DIN: 00012883) of the Company, will retire by rotation at the ensuing Annual General Meeting and, being eligible, offers himself for reappointment.

Mr. Samar Bahadur Singh, Director and Chairman of the Audit Committee & other 2 Committees (DIN: 00033510) is appointed as Independent Non- Executive Director of the Company.

Mrs. Priyanka Mishra, Director (DIN: 07145586) is appointed as an Independent Non-Executive Director.

***Ms. Parakh Lakhina, (ACS-52771)** who was appointed as Company Secretary and Compliance Officer (Whole-time Key Managerial Personnel) on 01st January, 2019.

All the Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, they fulfilled the conditions of independence as specified in the Act and the Rules made there under and are independent of the management. The declaration was placed before the board for their review.

Policy on Directors, KMP & Other Employees:

The Company has adopted Governance Guidelines on Board's Effectiveness. The Governance Guidelines cover aspects related to composition and role of the Board, Chairman and Directors, Board diversity, definition of Independent Director, Director term, retirement age and Committees of the Board. It also covers aspects relating to nomination, appointment, induction and development of Directors, Director Remuneration, and Subsidiary oversight, Code of Conduct, Board Effectiveness Review and Mandates of Board Committees.

Policy for Nomination and Remuneration of Directors:

The Nomination and Remuneration Committee is responsible for developing competency requirements for the Board based on the industry and strategy of the Company. Board composition analysis reflects in-depth understanding of the Company, including its strategies, environment, operations, and financial condition and compliance requirements.

The Nomination and Remuneration Committee conducts a gap analysis to evaluate the Performance of the Board on a periodic basis, including each time a Director's appointment or re-appointment is required or not. The Committee is also responsible for reviewing and vetting the CVs of potential candidate's vis-à-vis the required competencies and meeting potential candidates, prior to making recommendations of their nomination to the Board. At the time of appointment, specific requirements for the position, including expert knowledge expected, is communicated to the appointee.

Criteria for Determining Qualifications, Positive Attributes and Independence of a Director:

The Nomination and Remuneration Committee has formulated the criteria for determining qualifications, positive attributes and independence of Directors in terms of provisions of Section 178 (3) of the Companies Act 2013 Act and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Independence: In accordance with the above criteria, a Director will be considered as an 'Independent Director' if he/she meet with the criteria for 'Independent Director' as laid down in the Companies Act 2013 Act and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

Qualifications: A transparent Board nomination process is in place that encourages diversity of thought, experience, knowledge, perspective, age and gender. It is also ensured that the Board has an appropriate blend of functional and industry expertise. While recommending the appointment of a Director, the Nomination and Remuneration Committee considers the manner in which the function and domain expertise of the individual will contribute to the overall skill-domain mix of the Board.

Positive Attributes: In addition to the duties as prescribed under the Companies Act 2013, the Directors on the Board of the Company are also expected to demonstrate high standards of ethical behaviour, strong interpersonal and communication skills and soundness of judgment. Independent Directors are also expected to abide by the 'Code for Independent Directors' as outlined in Schedule IV to the Companies Act 2013.