

RAIDEEP INDUSTRIES LIMITED

CIN: L18101PB1995PLC017415

24th ANNUAL REPORT 2018-19

TABLE OF CONTENTS

S.No.	Content	Page No.
1.	Notice	3
2.	Board's Report	10
3.	Corporate Governance Report	31
4.	Management Discussion & Analysis Report	45
5.	Compliance Certificate on Corporate Governance	47
6.	CEO/CFO Certification	48
7.	Compliance with code of conduct	49
8.	Standalone:	
	Auditor's Report	50
	Balance Sheet	55
	Profit and Loss Account	56
	Cash Flow Statement	57
	Notes	59
	Consolidated:	
	Auditor's Report	50
	Balance Sheet	73
	Profit and Loss Account	74
	Cash Flow Statement	75
	Notes	77
9.	Proxy Form	95
10.	Ballot Form	97
11.	Attendance Slip	98
12.	Route Map	99

REFERENCE INFORMATION

BOARD OF DIRECTORS

Mr. Rai Sahib
Ms. Paramjit Bhalla
Mr. Davinder Singh
Mr. Gagandeep Singh (Category- Independent)
Mr. Inderbir Singh (Category- Independent)

Managing Director
Whole-time Director
Non-Executive Director
Non-Executive Director
Non-Executive Director

KEY MANAGERIAL PERSONNEL

Mr. Rai Sahib
Ms. Paramjit Bhalla
Mr. Vijay Bharti
Mr. Pranabh Kapoor
Ms. Honey Agarwal

Managing Director
Whole-time Director
Chief Finance Officer
Company Secretary & Compliance Officer (w.e.f. 09.09.2017 resigned on 31.07.2019)
Company Secretary & Compliance officer (appointed w.e.f. 01.08.2019)

AUDIT COMMITTEE

Mr. Gagandeep Singh – Chairperson
Mr. Davinder Singh – Member
Mr. Inderbir Singh – Member

Non-Executive Director (Category- Independent)
Non-Executive Director
Non-Executive Director (Category- Independent)

NOMINATION & REMUNERATION COMMITTEE

Mr. Gagandeep Singh – Chairperson
Mr. Davinder Singh – Member
Mr. Inderbir Singh – Member

Non-Executive Director (Category- Independent)
Non-Executive Director
Non-Executive Director (Category- Independent)

STAKEHOLDERS' RELATIONSHIP COMMITTEE

Mr. Davinder Singh – Chairperson
Mr. Gagandeep Singh – Member
Mr. Inderbir Singh – Member
SECRETARIAL AUDITOR

Non-Executive Director
Non-Executive Director (Category- Independent)
Non-Executive Director (Category- Independent)

M/s. Jain P & Associates,

Practicing Company Secretaries
2nd Floor, C-273, Sector-63, Noida-201301

STATUTORY AUDITOR

M/s Kumar & Gupta & Associates
Chartered Accountants
Shiv Mandir Street, Central Town,
Sutheri Road, Hoshiarpur-146001

REGISTRAR & SHARE TRANSFER AGENT

Skyline Financial Services Private Limited
D-153 A, 1st Floor, Okhla Industrial Area,
Phase - I, New Delhi - 110 020
Tel.: 011-26812682, 83, 011-64732681 to 88
E-mail : admin@skylinerta.com

CIN

L18101PB1995PLC017415

REGISTERED OFFICE

C-193A, Phase VI, Focal Point,
Ludhiana, Punjab- 141010
Tel.: +91-161-2676893, 9872972951

CORPORATE OFFICE

C-193A, Phase VI, Focal Point, Ludhiana, Punjab- 141010
Tel.: +91-161-2676893, 9872972951

SHARES LISTED AT

Calcutta Stock Exchange
7, Lyons Range, Dalhousie, Kolkata-700001, West Bengal

BSE Limited

Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001

E-MAIL

raitex3@gmail.com

WEBSITE

www.raideepindustries.com

NOTICE OF 24TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the **24th Annual General Meeting** of the members of **Raideep Industries Limited** will be held on **Friday, 27th September 2019 at 02:00 P.M** at C-193 A, Phase VI Focal Point, Ludhiana- 141010 **to transact the following business (es):-**

ORDINARY BUSINESS:

1. Adoption of Standalone and Consolidated Financial Statements

To receive, consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended on 31st March, 2019 including the audited Balance Sheet as at 31st March, 2019, Profit & Loss Statement for the financial year ended on that date together with the Reports of Board of Directors and Auditors thereon.

2. Re-appointment of Director

To appoint **Mr. Davinder Singh (DIN: 02030197)** who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for Re-appointment.

SPECIAL BUSINESS:

3. Re-appointment of Mr. Gagandeep Singh (DIN: 03112181) as an Independent Director

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

“RESOLVED THAT subject to the approval of shareholders at the ensuing Annual General Meeting and pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, **Mr. Gagandeep Singh (DIN: 03112181)**, who was appointed as an Independent Director of the Company for a term of five years up to September 29, 2019, by the members at the 19th Annual General Meeting, in terms of Section 149 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years commencing from **September 30, 2019 upto September 29, 2024**, not liable to retire by rotation.”

4. Approval of Related Party Transactions

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

“RESOLVED THAT subject to the approval of shareholders at the ensuing Annual General Meeting and pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), consent and approval of the Company be and is hereby accorded to the Board of Directors to enter into agreements for sale/purchase of fabrics and clothes with **Jain Maa Processors Private Limited** (Formerly Known as Jai Maa Iron Foundry Private Limited) and **Dashmesh Weaving & Dyeing Mills Private Limited** for a period of three years w.e.f. 1st October 2019, which may be renewed with the mutual consent of parties thereto.”

“RESOLVED FURTHER THAT the Board of Directors, be and are hereby authorized to do all such acts, deeds or things as may be necessary to give effect to the above resolution”.

By order of the Board of Directors
For Raideep Industries Limited

(Rai Sahib)
Managing Director
(DIN:01582498)

Add: House No. 51-A Kitchlu
Nagar, Ludhiana- 141001

Date: 14.08.2019

Place: Ludhiana

NOTES:

1. A statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business (es) to be transacted at the Meeting is annexed hereto.
2. A MEMBER WHO IS ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ONLY AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE EFFECTIVE, PROXY FORMS DULY COMPLETED IN ALL RESPECTS SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.

A person can act as a proxy on behalf of members not exceeding fifty and holding in 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 as proxy and such person shall not act as a proxy for any other person(s) or shareholder(s).

3. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send a Certified True Copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Relevant documents as referred to in the accompanying Notice along with the Statements are open for inspection by members at Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Annual General Meeting.
5. Brief details of Directors seeking re-appointment at the Annual General Meeting (Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) forms part of this notice.
6. The Register of Members and Share Transfer Books will remain closed from Saturday 21st September, 2019 to Friday, 27th September, 2019 (both days inclusive).
7. Members holding shares in physical form are requested to consider converting their holding to dematerialized form as required under the amended SEBI guidelines and regulations to eliminate all risks associated with physical shares and for ease in portfolio management. Members may contact the Company or its Registrar & Share Transfer Agent (RTA), for assistance in this regard.
8.
 - a) The members who are holding shares in physical form are requested to intimate any change in their address with pin code immediately either to the Company or to its Registrar & Share Transfer Agent (RTA) promptly.
 - b) The members who are holding shares in demat form are requested to intimate any change in their address with pin code immediately to their Depository Participants.

9. The shares of the Company are at presently listed on BSE Limited and Calcutta Stock Exchange.
10. Pursuant to the provisions under Section 108 of Companies Act, 2013 to be read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended from time to time along with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members, the facility to exercise their right to vote at the ensuing Annual General Meeting by Electronic Means. The business(s) proposed to be transacted as mentioned in the Annual General Meeting Notice may be transacted through voting by Electronic Means (Remote e-voting) as well. For this, Company is availing the services provided by Central Depository Services (India) Limited (CDSL). The facility for voting through Ballot Paper will also be made available at the meeting venue, for the members who have not cast their votes by remote e-voting. They shall also be able to exercise their voting rights at the AGM by voting through ballot paper. Members who have already cast their vote by remote e-voting process prior to the date of meeting shall be eligible to attend the Annual General Meeting but shall not be entitled to cast their votes again through ballot process.

The instructions for e-voting by members are annexed to the Notice.

11. The Board of Directors of the company has appointed M/s. Jain P & Associates, Company Secretaries, as Scrutinizer for conducting the e-voting process for the Annual General Meeting in a fair and transparent manner.
12. The Scrutinizer, after scrutinizing the votes cast at the meeting through Poll and through remote e-voting, shall, not later than three days of conclusion of the Meeting, make a "Consolidated Scrutinizer's Report" and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on website of the Company and on the website of Stock Exchange at BSE Limited and Calcutta Stock Exchange.
13. The Report shall simultaneously be placed on Notice Board of the Company at premises of the Registered Office.
14. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the General Meeting.
15. The login ID and password for remote e-voting along with Process, Manner and Instructions for remote e-voting is being sent to Members who have not registered their E-mail ID(s) with the Company / their respective Depository Participants along with physical copy of the Notice.

Those Members who have registered their e-mail IDs with the Company / their respective Depository Participants are being forwarded the login ID and password for remote e-voting along with Process, Manner and Instructions through E-mail.

16. Voting rights shall be reckoned on the Paid-up value of shares registered in the name of Member / Beneficial Owner (in case of shares in Dematerialized form) as on the cut-off date i.e. 20.09.2019
17. 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, shall only be entitled to avail the facility of e-voting / Poll.

Note: A person who is not a Member as on the cutoff date should treat this Notice for information purposes only.

18. No gifts, gift coupons, or cash in lieu of gifts shall be distributed to Members at or in connection with the General Meeting.
19. The Instructions for shareholders voting electronically are as under:

Date and Time of commencement of e-voting	Tuesday, 24.09.2019
Date and Time of Conclusion of e-voting	Thursday, 26.09.2019

- i. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date through remote E-voting would not be entitled to vote at the meeting venue through Poll.
- iii. The shareholders should log on to the e-voting website of CDSL "www.evotingindia.com."
- iv. Click on Shareholders.
- v. Now Enter your User ID
 - a) For Shareholders holding Demat Account with CDSL: 16 digits beneficiary ID,
 - b) For Shareholders holding Demat Account with 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.
- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. If you are holding shares in demat form and had logged onto www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- viii. If you are a first time user then follow the steps given below:

	For Members holding shares in Demat Form or Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<ul style="list-style-type: none"> 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 8 digits of the sequence number in the PAN field.
	<ul style="list-style-type: none"> In case the sequence 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. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (v).

- ix. After entering these details appropriately, click on "SUBMIT" tab.
- x. Members holding shares in physical form will then directly reach the Company Selection Screen. However, members holding shares in demat form will now reach 'Password Creation' menu where in 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 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.

Note: It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- xi. For Members holding shares in physical form, the details can be used for remote e-voting on the resolutions contained in this Notice only.
- xii. Click on the EVSN 190819012 for Raideep Industries Limited.
- xiii. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same you will find an 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”.
- xiv. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution’s details.
- xv. 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.
- xvi. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xviii. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix. Note for Non-Individual Shareholders and Custodians:-
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log onto www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xx. 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.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- xxi. To address issues/grievances of shareholders relating to the ensuing AGM, including e-voting, the following official has been designated:

Name of official	Ms. Honey Agarwal
Designation	Company Secretary & Compliance Officer
Address	C-193 A, Phase VI Focal Point, Ludhiana- 141010
Contact	+91-161-2676893, 9872972951
E-mail	raitex3@gmail.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

ITEM NO. 3

RE-APPOINTMENT OF MR. GAGANDEEP SINGH (DIN:03112181) AS AN INDEPENDENT DIRECTOR

Mr. Gagandeep Singh (DIN: 03112181) is proposed to be re-appointed as an Independent Director of the company. The duties of the Director shall be discharged subject to superintendence, control and direction of the Board and shall perform on behalf of the company in the ordinary course of business including all such acts, deeds, matters and things, which in the ordinary course of business, he may consider necessary or proper or are in the interest of the company.

In view of his extensive experience, knowledge and dedicated efforts made for the Company, Board is considering his/her involvement, a necessity for Company's future growth.

Therefore, after consideration of all facts and circumstances, the Board recommends appointment of Mr. Gagandeep Singh as an Independent Director of the Company.

None of the Director(s) are interested in the said resolution.

Terms & Conditions:

1. Designation: Independent Director
2. Term: 5 Years
3. Salary: NIL

ITEM NO. 4

APPROVAL OF RELATED PARTY TRANSACTIONS

Jai Maa Processors Private Limited (Formerly Known as Jai Maa Iron Foundry Private Limited) and Dashmesh Weaving & Dyeing Mills Private Limited are the Related Parties as per Section 2(76) and Section 188 of the Companies Act, 2013. These Companies are engaged in similar business.

These firms regularly buy/sell clothes and fabrics etc. and also doing job work of manufacturing of clothes for the Company. All the transactions are being entered with the above said firms are in the ordinary course of business and are on Arm's length basis.

Your Company has intended to enter into agreements with Jai Maa Processors Private Limited (Formerly Known as Jai Maa Iron Foundry Private Limited) and Dashmesh Weaving & Dyeing Mills Private Limited for a period of 3 years w.e.f. 1st October 2019 to 30th September, 2022.

Your Directors recommend the resolution as a Special Resolution for your approval under the Companies Act, 2013.

Mr. Rai Sahib and Mrs. Paramjit Bhalla, Directors of the Company are Directors in the above mentioned companies or their relative being Directors in said Companies.

None of the Directors and Key Managerial Personnel of the Company and their relatives, except as stated above, may be deemed to be concerned / interested in the said resolution.

PROFILE OF PROPOSED DIRECTOR

Name	Mr. Davinder Singh	Mr. Gagandeep Singh
Director Identification Number (DIN)	02030197	03112181
Qualification	Commerce Graduate	Graduate
Expertise in specific area	Accounts and Business Management	Accounts, Finance and Business Management
Date of First appointment on the Board of the Company	11.12.1995	31.03.2003
List of Directorship held in other companies	NIL	NIL
Names of Listed Entities in which the person holds membership of Committees of the Board	NIL	NIL
Relationship between Directors Inter-se	None	None