

RAJDARSHAN INDUSTRIES LIMITED



**THIRTY THIRD
ANNUAL REPORT
(2013-2014)**

Auditors

M/s **SATYAM SVG & Company**

Chartered Accountants

15-18, 1st floor, Daimond Plaza

Hiran Magri, Sec. 5 , Udaipur 313002 (Raj.)

Board of Directors

Mr. Ashok Doshi

Mr. Devendra Sharma

Mr. Sudhir Doshi

Mr. O.P. Jain

Mr. M.P. Dhruv

Bankers

IDBI Bank Ltd. Udaipur

The Udaipur Urban Co-Operative Bank Ltd.

Registered Office

59, Moti Magri Scheme

Udaipur (Raj.) 313001

Email: info@rajdarshanindustrieslimited.com

Web.: www.rajdarshanindustrieslimited.com

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RAJDARSHAN INDUSTRIES LIMITED

Regd. Office: 59, Moti Magri Scheme, Udaipur 313001, Rajasthan INDIA

CIN: L2922RJ1980PLC002145 **Web.:** www.rajdarshanindustrieslimited.com

Email: info@rajdarshanindustrieslimited.com, **Tel.** 0294-2427999, 2430200 **Fax:** 0294-2426655

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty Third Annual General Meeting of the Company will be held on Saturday, September 13, 2014 at 11.00 a.m. at Registered Office of the Company at 59, Moti Magri Scheme, Udaipur-313001, Rajasthan to transact the following businesses:-

Ordinary Business:

1. To receive, consider and adopt the audited statement of Profit and Loss for the financial year ended March 31, 2014, the Balance Sheet as at that date together with the Report of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Sudhir Doshi, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint SATYAM SVG & Co., Chartered Accountants, Udaipur (formerly M/s. Punjawat, Pokharna & Hiran, Chartered Accountants, Udaipur) as Statutory Auditors of the Company, on such remuneration as may be fixed by the Board of Directors of the Company.

Special Business:

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

Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149,150,152 and other applicable provisions of the Companies Act, 2013, if any, and the rules made there under including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV to the Companies act, 2013, Mr. M.P. Dhruv, (holding DIN: 01654978), Independent Director of the Company who under the provisions of Companies Act, 1956 was liable to retire by rotation and in respect of whom the Company has received notice in writing from a member proposing that his term as an Independent Director be for a period from April 01, 2014 up to March 31, 2019, be and is hereby appointed as an Independent Director on the Board of Directors of the Company for a period of five consecutive years from April 01, 2014 to March 31, 2019

By order of the Board
For **Rajdarshan Industries Ltd.**

Place: Udaipur
Date: August 06, 2014

Sudhir Doshi
Director

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF. A PROXY NEED NOT BE MEMBER OF THE COMPANY. PROXY/PROXIES TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
2. The Register of Members and the Share transfer books of the Company will remain closed from September 6, 2014 to September 13, 2014 (both days inclusive) for the purpose of Annual General Meeting.
3. Members are requested to:
 - (a) Notify the change in address if any, with Pin Code numbers immediately to the Company (in case of shares held in physical mode).
 - (b) Bring their copy of the Annual Report and Attendance Slip with them at the Annual General Meeting.
 - (c) Quote their Regd. Folio Number/DP and Client ID Nos. in all their correspondence with the Company or its Registrar and Share Transfer Agent.
 - (d) Notify immediately any change in their registered address to their Depository Participants in respect of their holdings in electronic form.
 - (e) Non-Resident Indian Members are requested to inform M/s. Ankit Consultancy Private Limited immediately of the change in residential status on return to India for permanent settlement.
4. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents, M/s. Ankit Consultancy P. Ltd. cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members.
5. A member desirous of getting any information on the accounts or operations of the Company, is requested to forward his / her queries to the Company at least five working days prior to the meeting, so that the required information will be made available at the meeting.
6. Details under Clause 49 of the Listing Agreement with the Stock Exchanges in respect of directors seeking appointment/re-appointment at the Annual General Meeting, is separately annexed hereto.
7. **GREEN INITIATIVE:**

Members who have not registered their e-mail addresses so far are requested to register their e-mail address at Company's email i.d. info@rajdarshanindustrieslimited.com so that they can receive the Annual Report and other communications from the Company in electronic mode.

By order of the Board

For Rajdarshan Industries Limited

Place: Udaipur
Date: August 06, 2014

Sudhir Doshi
Director

Annexure to the Notice

Annexure One: Statement Pursuant to Section 102 of the Companies Act, 2013

Item No 4:

Mr. M. P. Dhruv, Non-Executive Independent Director joined the Board of your Company in August 2008.

Mr. M.P. Dhruv, was liable to retire by rotation under the provisions of the erstwhile Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. M.P. Dhruv, being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term up to March 31, 2019. The Company has received notice from a member proposing that his term as an Independent Director be for a period of five years from April 1, 2014 up to March 31, 2019.

With the enactment of the Companies Act, 2013 ('Act') it is now incumbent upon every listed company to appoint 'Independent Directors' as per the provisions of section 149(6) of the Act. Your Board is of the opinion that Mr. M. P. Dhruv, fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter of appointment of Mr. M.P. Dhruv, as an Independent Director setting out the terms and conditions would be available for inspection by the members at the registered office of the Company during business hours.

The Board considers that continued association of Mr. M.P. Dhruv, would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director.

Except Mr. M. P. Dhruv, none of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested in the Resolution. The Board of Directors recommend the resolution for approval of the members.

Annexure Two: Details of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting of the Company (Pursuant to clause 49 of the listing agreement with the Stock Exchanges)

Name	Mr. Sudhir Doshi (DIN 00862707)	Mr. M.P. Dhruv (DIN 01654978)
Date of Birth	22-12-1952	09-08-1964
Date of Initial Appointment	30-04-2007	19-8-2008
Qualification	MBBS, B. Sc.	B.E, (Mech)
Expertise	Expertise in Export Business & Corporate Affairs.	Vast experience in the field of project handling, business development, marketing & finance.
Directorship held in other Companies	1) Madhav Marbles & Granites Ltd. 2) Sumal Finance & Investments Pvt. Ltd.	Nil
Chairman/Member of the Committee of the Board of Directors of the Company	Share Holders Transfer / Greivence Committee, Member Audit Committee, Chairman	Audit Committee, Member
Chairman/Member of the Committee of the Board of Directors of other Companies	two	Nil
Shareholding in the Company	6155	Nil

Annexure Three: Voting through Electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote at the 33rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):

The instructions for e-voting are as under:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Depository Participants(s)]:
- (i) Open email and open PDF file viz; (File Name) The said PDF file contains your user ID and password/PIN for e-voting.
 - (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) If you login first time, Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or a combination thereof. 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 e-voting opens. Click on e-Voting: Active Voting Cycles.
 - (vii) Select “EVEN” (E-voting Event Number) of Rajdarshan Industries Ltd.
 - (viii) Now you are ready for 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.
 - (xii) Institutional & Corporate 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 evoting.ril@gmail.com with a copy marked to voting@nsdl.co.in
- B. In case Email I.D. of the member is not registered with the depository participant and members holding shares in Physical Form:

- (i) Initial password will be provided/intimated through Letter from our Registrar:

EVEN(E Voting Event Number)	USER ID	PASSWORD/PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com

- II. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- III. 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).
- IV. The e-voting period commences on September 4, 2014 (9:00 am) and ends on September 5, 2014 (6:00 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 August 14, 2014 may cast their vote electronically in the manner and process set out herein above. The 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.
- V. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of August 14, 2014.
- VI. Mr. Ramesh Chandra Soni, Practicing Chartered Accountant, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VII. The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- VIII. The Results of e-voting, and poll, if any, shall be aggregated and declared on or after the AGM of the Company by the Chairman or by any other person duly authorised in this regard. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.rajdarshanindustrieslimited.com and on the website of NSDL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.
- IX. For any other queries relating to the shares of the Company, you may contact the Share Transfer Agents at the following address:

M/s Ankit Consultancy Pvt. Ltd.

60, Electronic Complex, Pardeshipura,
Indore (M.P.) 452010

Tel.: 0731-2551745-46 Fax: 0731-4065798

e-mail-ankit_4321@yahoo.com

DIRECTORS' REPORT**Dear Members,**

The Directors have pleasure in presenting the Thirty Third Annual Report and the Audited Accounts for the year ended March 31, 2014

Financial Highlights**(Rs. In Lakhs)**

Details	Year ended 31.03.2014	Year ended 31.03.2013
Turnover and other income	248.68	261.62
Profit before Finance Costs & Depreciation	104.45	121.46
Finance Costs	5.77	6.10
Depreciation	33.29	48.54
Profit before exceptional items & tax	65.39	66.82
Exceptional items	3.35	0.71
Profit before tax	68.74	67.53
Provision for Taxation		
– Current tax	18.85	10.33
– Deferred tax adjustment	.86	(-2.76)
– Previous year tax	0	13.34
Profit after tax	49.03	46.62
Surplus brought forward from previous year	714.71	668.09
Total	763.74	714.71
Transfer to General Reserve	0	0.00
Surplus in Profit & Loss Account	763.74	714.71

Performance

During the year the turnover of the Company has decreased by 0.92% to Rs.227.28 lakhs as against Rs.229.38 lakhs in the previous year. The Company has achieved profit Before Tax of Rs.68.74 lakhs as against profit of Rs.67.53 lakhs in the previous year, in the same period the Profit after Tax stood at Rs.49.03 lakhs against the profit of Rs.46.62 lakhs.

Dividend

In order to conserve financial resources, your Directors have not recommended any dividend for the year.

Finance

During the year the Company has not availed loan from Banks and other financial institutions.

Directors Responsibility Statement

The Directors hereby confirm that:

- in preparation of the Annual Accounts for the financial year 2013-14, applicable Accounting Standards have been followed and that there are no material departures;

- b) they have 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 as at the end of the Financial Year and of the profit of the Company for that period;
- c) they have taken proper and sufficient care, to the best of their knowledge and ability, for the maintenance of adequate accounting records in accordance with the provisions of the Act and for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) they have prepared the Annual Accounts of the Company on a “going concern” basis.

Management Discussion and Analysis Report

The annexed Management Discussion and Analysis forms a part of this Report and covers, amongst other matters, the performance of the Company during the financial Year under review as well as future prospects.

Corporate Governance

A report on Corporate Governance, along with Auditors' Certificate regarding compliance of conditions of Corporate Governance stipulated under clause 49 of the listing agreement is annexed hereto.

Fixed Deposits

Your Company has not accepted any deposits and, as such, no amount of principal or interest was outstanding on the date of the Balance Sheet.

Directors

Mr. Sudhir Doshi (DIN008627), director of the Company retire by rotation at the ensuing Annual General Meeting and being eligible offer himself for re-appointment.

Appointment of Mr. M.P. Dhruv (DIN 01654978) as Independent Directors pursuant to Section 149 and 152 of the Companies Act, 2013 is proposed to be made at the forthcoming Annual General Meeting.

The Board members express their deep regret at the sad demise on 18 October 2013 of Mr. B.S. Deopura, Independent Director.

Brief resume of directors seeking appointment/re-appointment is annexed with the notice calling this Annual General Meeting.

Auditors

M/s Satyam SVG & Co. Chartered Accountants, Udaipur retire at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment.

Auditors' Report

As regards the Auditors Report, the points raised therein have been explained in the Notes to the Accounts and elsewhere in the Annual Report, as such Directors have no further comments to offer.

Particulars of Employees

During the year no employee was getting remuneration beyond the limit fixed for which the particulars are required pursuant to Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

The Company continued to maintain good cordial relations with its employees.

Conservation of Energy and Technology Absorption

The Company has no particulars to furnish under the above head since it has not carried any manufacturing activities during the year under review.

Foreign Exchange Earnings and Outgo:

Please refer Notes No.29 notes forming part of the Accounts para no.17 to 20.

Other Mandatory Requirements

Pursuant to the requirements of the Listing Agreements with the Stock Exchanges and the Accounting Standards in terms of Section 211 (3A) of the Companies Act, 1956, details of Related Party Transactions (AS-18), Deferred Taxation (AS-22) and impairment of assets (AS-28) have been incorporated in and / or annexed with the Accounts.

Acknowledgement

The directors record their gratitude to the bankers, financial institutions, government departments for their assistance and co-operation during the year.

The directors also place on record their appreciation of the dedicated services of the workers and employees of the Company.

The directors also thank the shareholders for their continued faith and support to the Company.

By order of the Board
For **Rajdarshan Industries Limited**

Sudhir Doshi
Director

Devendra Sharma
Director

Place : Udaipur

Date : August 06, 2014