

RAJDARSHAN INDUSTRIES LIMITED



**THIRTY THIRD
ANNUAL REPORT
(2014-2015)**

Auditors**M/s SATYAM SVG & Company**

Chartered Accountants

15-18, 1st floor, Diamond Plaza

Hiran Magri, Sec. 5, Udaipur 313001 (Raj.)

Board of Directors

Mr. Ashok Doshi

Mr. Devendra Sharma

Mr. Sudhir Doshi

Mr. O.P. Jain

Mr. M.P. Dhruv

Ms. Surabhi Yadav

Bankers

IDBI Bank Ltd. Udaipur

The Udaipur Urban Co-Operative Bank Ltd.

Registered Office

59, Moti Magri Scheme

Udaipur (Raj.) 313001

Email: info@rajdarshanindustrieslimited.comWeb.: www.rajdarshanindustrieslimited.com

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RAJDARSHAN INDUSTRIES LIMITED

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

CIN: L29222RJ1980PLC002145 **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 Fourth Annual General Meeting of the Company will be held on Saturday, September 26, 2015 at 11.00 a.m. at Registered Office of the Company at 59, Moti Magri Scheme, Udaipur-313001, Rajasthan to transact the following business:-

Ordinary Business:

1. To receive, consider and adopt the audited financial statement of the Company for the year ended March 31, 2015, together with the Report of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Devendra Sharma (DIN 00921174), who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint M/s SATYAM SVG & Co., Chartered Accountants, Udaipur (Firm Registration No. 01174C) as Statutory Auditors 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, the other applicable provisions of the Companies Act, 2013, (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, the appointment of Mr. O.P. Jain, (DIN: 02239645), as an Independent Director on the Board of the Company be and is hereby approved for a period of five consecutive years from April 01, 2015 to March 31, 2020.”

5. 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, the other applicable provisions of the Companies Act, 2013, (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Ms. Surabhi Yadav, (DIN: 06572436), who was appointed as an additional Director on the Board of the Company with effect from March 01, 2015 in terms of Section 161 of Companies Act, 2013 and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director on the Board of Directors of the Company to hold office for a period of five consecutive years for a term up to 28th February, 2020.”

6. 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 provisions of section 180(1)(c) and all other applicable provisions of the Companies Act, 2013 and the relevant rules made there under (including any modification or re-enactment thereof for the time being in force) and in supersession of the resolutions passed earlier

in this regard, consent of the Company be and is hereby accorded to the Board of Directors of the company (hereinafter referred to as "the Board") to borrow any sum or sums of monies from time to time for the purpose of the Company's business on such terms and conditions and with or without security, as the Board may in its absolute discretion think fit, notwithstanding that the money or monies to be borrowed 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), including rupee equivalent of foreign currency loans (such rupee equivalent being calculated at the exchange rate prevailing as on date of relevant foreign currency agreement), may exceed at any time, the aggregate of the paid-up capital of the Company and its free-reserves, provided that the total amount so borrowed shall not at any time exceed Rs.40 Crores (Rupees Forty Crores).

RESOLVED FURTHER THAT Board of Directors of the Company, be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of directors or any one or more Directors of the Company and to do all such acts, deeds, matters and things as may be deemed necessary, expedient or desirable in order to give effect to the foregoing resolution."

7. 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 provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made there under (including any statutory modifications, amendments or re-enactments thereto for the time being in force) and in supersession of the resolutions passed earlier in this regard, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board") to hypothecate/mortgage and/or encumber in addition to the hypothecation/mortgages and/or charges and/or encumbrances created by the Company in such form and manner and with such ranking and at such time(s) and on such terms as the Board may determine, all or any part of the immovable and movable properties of the Company, wherever situated, both present and future and/or create a floating charge on all or any part of the immovable properties of the Company and the whole or any part of undertakings of the company in favour of any Financial Institutions, Banks and other lending Institutions or Agents, to secure their respective Rupee and Foreign Currency Loans or other financial assistance lent, granted and advanced or agreed to be lent, granted and advanced to the Company of such amount or amounts not exceeding Rs. 40 Crores (Rupees Forty Crores only) in the aggregate on account of principal, together with interest thereon at the respective agreed rates, costs, charges and other monies payable by the Company to respective Financial Institutions, Banks and other lending Institutions under the Loan/Subscription Agreement(s) entered into/to be entered into by the Company in respect of the said Term Loans or other Financial Instruments or assistance.

RESOLVED FURTHER THAT the Board of Directors of the Company including a committee thereof, be and is hereby authorized to finalise the terms & conditions with the Financial Institutions, Banks and other lending Institutions and execute the documents for creating mortgage(s) and/or charge(s) as aforesaid and to do all acts, deeds and things in connection therewith and incidental thereto."

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

Sudhir Doshi
Director

Udaipur, August 25, 2015

Notes:

- 1 A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

The instrument of Proxy in order to be effective should be deposited at the registered office not less than 48 hours before the commencement of the meeting.

- 2 The Register of Members and the Share transfer books will remain closed from September 19, 2015 to September 26, 2015 (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 further 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 can 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. i.e **info@rajdarshanindustrieslimited.com** so that they can receive the Annual Report and other communication from the Company electronically.

8. Voting through Electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, read with Companies (Management and Administration) Amendment Rules, 2015 the Company is pleased to provide its members the facility to exercise their right to vote at the 34th 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 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. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be allowed to cast their vote again

The remote e-voting period commences on September 22, 2015 (9:00 am) and ends on September 25, 2015 (5:00 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 September 19, 2015 may cast 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.

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 Depository Participants(s)]:

- (i) Open email and open PDF file viz; rajdarshan.pdf. The said PDF file contains your user ID and password/PIN for remote e-voting.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder – Login
- (iv) Type 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 remote e-voting opens. Click on remote e-Voting: Active Voting Cycles.
- (vii) Select "REVEN" of Rajdarshan Industries Ltd.
- (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
- (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 evoting@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:

REVEN (Remote 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 remote 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 remote 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 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 September 19, 2015.
- V. 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. September 19, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or (Company/RTA email id)

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.
- VI. Mr. Ramesh Chandra Soni, Chartered Accountant, (M. No. 071921) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VII. The Scrutiniser shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, there after unblock the votes cast through remote e-voting in presence of at least two witnesses not in the employment of the Company and make a consolidated Scrutinisers' report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall counter sign the same.
- VIII. The results of the e-voting are to be submitted to the Stock Exchange within 48 hours of the conclusion of the AGM. The results declared along with Scrutinisers' report shall be placed on the Company's website: www.rajdarshanindustrieslimited.com and website of NSDL.

Annexure to the Notice

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

Item No 4:

Mr. O P. Jain, (DIN: 02239645) joined the Board of your Company as a Non-Executive Independent Director in August 2008.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. O P. Jain being eligible and offering himself for appointment is proposed to be appointed as an Independent Director for five consecutive years for a term upto March 31, 2020. A notice has been received from a member proposing Mr. O P. Jain as a candidate for the office of director of the Company.

Your Board is of the opinion that Mr. O P. Jain 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. O P. Jain 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 on all Working days (except Saturdays, Sundays and Public Holidays) between 11:00 a.m. to 1:00 p.m. upto the date of this Annual General Meeting.

The Board considers that his continued association would benefit the Company and its is therefore desirable to continue to avail his services as an Independent Director. The Board recommends the resolution in relation to appointment of Mr. O P. Jain as an Independent Director, for the approval by the members of the Company.

Except Mr. O P. Jain, being an appointee, none of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said resolution.

Item No. 5

The Board of Directors at their meeting held on March 10, 2015 appointed Ms. Surabhi Yadav, (DIN: 06572436) as an Additional Director under Section 161 and as a Non-Executive Independent Director for five consecutive years under Section 149 of the Companies Act, 2013 with effect from March 01, 2015. The Company has received a notice from a member proposing Ms. Surabhi Yadav as a candidate for the office of Director of the Company

Ms. Surabhi Yadav does not hold by herself or for any other person on beneficial basis, any shares in the Company. Ms. Surabhi Yadav has given a declaration that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

Your Board is of the opinion that Ms. Surabhi Yadav fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter of appointment of Ms. Surabhi Yadav 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 on all Working days (except Saturdays, Sundays and Public Holidays) between 11: a.m. to 1:00 p.m. upto the date of this Annual General Meeting.

The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Ms. Surabhi Yadav as an Independent Director.

The Board of Directors recommends the resolution in relation to appointment of Ms. Surabhi Yadav as

an Independent Director for five consecutive years for term up to 28th February, 2020, for approval by the members of the Company.

Except Ms Swati Yadav, being an appointee, none of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested financially or otherwise, in the said resolution.

Item No. 6 and 7

Pursuant to the provisions of Section 180(1) (c) of the Companies Act, 2013, the Board of Directors of the Company cannot, apart from temporary loans obtained or to be obtained from the Company's banker in the ordinary course of business except with the consent of the shareholders in General Meeting by way of special resolution, borrow monies in excess of the aggregate of the paid-up capital and free reserves of the Company.

To meet the increasing requirements of funds and for future expansion/diversification plans, it is considered necessary to increase the Borrowing power limit upto Rs. 40 Crores (Rupees Forty Crores).

Further pursuant to section 180(1)(a) of Companies Act, 2013, Board seeks your approval to create mortgage and/or charge on the immovable and movable properties both present and future and the whole or part of the undertaking of the Company to secure Borrowings/financial assistance not exceeding Rs. 40 Crores (Rupees Forty Crores) in aggregate on account of principal, together with interest thereon.

The Board accordingly recommends the Special Resolution as mentioned in item no. 6 and 7 of this notice for your approval.

None of the Directors & Key Managerial Personnel and their relatives is either directly or indirectly concerned or interested, financially or otherwise in the proposed resolution except in capacity of shareholder.

Annexure Two: Details of Directors seeking appointment/re-appointment

Name of Director	Mr. Devendra Sharma (DIN 00921174)	Ms. Surabhi Yadav (DIN 06572436)	Mr. O. P. Jain (DIN 02239645)
Date of Birth	Sept. 4, 1955	Nov. 1, 1979	July 5, 1960
Date of Initial Appointment	Dec. 2, 1989	March 1, 2015	Aug. 19, 2008
Qualification	M. Com. (Business Adm)	M.A., PGDRM	FCA
Expertise	Management & Corporate affairs	Finance and CSR related activities	Financial Taxation Matter
Shareholding	Nil	Nil	Nil
Directorships held in other Companies	1) Hotel Rajadarshan Pvt. Ltd.	Prem Yadav Infrastructure P. Limited	Nil
Chairman/Member of the Committee of the Board of Directors of the Company	Member of Audit Committee	Nil	Member of Audit Committee
Chairman/Member of the Committee of the Board of Directors of other Companies	One	Nil	Nil

DIRECTORS' REPORT

Dear Members,

The Directors have pleasure in presenting the Thirty Fourth Annual Report together with the statement of Audited Financial Statements for the financial year ended March 31, 2015.

Financial Results

(Rupees in Lakhs)

Details	Year ended 31.03.2015	Year ended 31.03.2014
Net sales and other income	216.28	248.68
Profit before Finance Costs and Depreciation	90.53	104.45
Finance Costs	3.94	5.77
Depreciation & Amortization	30.04	33.29
Profit before Exceptional Items and Tax	56.55	65.39
Exceptional Items	3.45	3.35
Profit before tax	60.00	68.74
Provision for taxation:		
Current Tax	15.99	18.85
Tax perataining to earlier years	0.60	0.00
Deferred Tax	0.35	0.86
Profit after tax	43.06	49.03
Surplus brought forward from previous year	763.74	714.71
Total	806.80	763.74
Transfer to general reserve	—	—
Surplus in Profit & Loss Account	806.80	763.74

Performance

During the year under review the turnover of the Company had decreased by 20.48% to Rs.180.73 lakhs as against Rs.227.28 lakhs in the previous year. The Company has achieved profit Before Tax of Rs. 60.00 lakhs as against profit of Rs. 68.74 lakhs in the previous year, in the same period the Profit after Tax stood at Rs. 43.06 lakhs against the profit of Rs. 49.03 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.