

18th Annual Report 2010-2011





Rajeswari's Flagship Product: RGL Dream Bungalow
Most successful Design of Rajeswari
Implemented in Six Projects totaling 105 houses in Mugalivakkam



Rajeswari's Compact House

This project was then considered the best "value for money property"
Implemented in two projects in Velachery and Nanmangalam totaling 36 houses



Rajeswari's Independent Budget House

The design was hugely appreciated and favoured after the Global Economic Crisis.
Implemented in Three projects in Mugalivakkam containing more than 45 houses



Rajeswari's Contemporary Homes

This design is created, keeping in mind the current trends in architecture to provide utmost elegance and Coziness
This design will be implemented in the company's Upcoming project in GST Road.



Red Sun Serviced Apartments

Rajeswari's foray into the hospitality sector starts with the commencement of "Red sun Serviced Apartments" in pallikaranai, which aims at accommodating the corporate guests and the international guests who come to Chennai for medical treatments.

Redsun has just began operations and is getting a thunderous welcome from the corporate world, giving a huge impetus for the company's future hospitality projects.

This block consists of 12 opulently designed duplex apartments.
Fully furnished with comfy couches and modern interiors
Each unit has a fully equipped kitchenette



Corporate Information

Board of Directors

Shri G.RAMAMURTHY

Chairman & Managing Director

Smt R.USHA

Whole-time Director

Shri D.SEKARAN

Director

Shri N.P.JAGANATHAN

Director

Shri K.V.SAMBAVADASS

Director

Company Secretary

Shri AMRITLAL BISANI

Bankers

**Indian Overseas Bank
Standard Chartered bank
Corporation Bank
Kotak Mahindra Bank
Andhra Bank
Yes Bank**

Auditor

Shri R.SUNDARARAJAN
Chartered Accountant

Registered Office

18/23, 2nd Cross Street
East CIT Nagar, Nandanam
Chennai - 600 035.
Email: rilindia@yahoo.com
Website: www.rfindia.org

**Registered &
Share Transfer Agent**

Cameo Corporate Services Limited
Fifth Floor, Subramanian Building,
No.1, Club House Road, Chennai - 600 002.
Tel.No.: 91 - 44 - 28460390/91/92/93
Email: cameosys@satyam.net.in

Disclaimer

In this Annual Report we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements - written and oral that we periodically make contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipate', 'estimate', 'expects', 'projects', 'intends', 'plans', 'believes' and words of similar substance in connection with any discussion of future performance.

we cannot guarantee that these forward-looking statements will be realized, although we believe we have been prudent in assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialize, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected.

We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

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NOTICE TO THE MEMBERS

Notice is hereby given that the Eighteenth Annual General Meeting of the Shareholders of the Company will be held on Thursday the 18th August 2011 at 11.00 A.M. at Narada Gana Sabha (Mini Hall), at 314 T.T.K. Road, Chennai-600 018 to transact the following business.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Directors' Report, the profit and loss Account for the year ended 31st March 2011, the Balance Sheet as at the date and the Auditors' Report there on.
2. To declare a dividend of 3% on equity shares
3. To elect a director in place of Mr. N.P. Jaganathan who retires by rotation and being eligible offers himself for reappointment.
4. To appoint a Director in place of Mr. D. Sekaran who retires by rotation and being eligible, offers herself for re-appointment.
5. To appoint Auditors and to fix their remuneration and for this to consider and if thought fit to pass with or without modification(s), the following resolution as an ordinary resolution.

"RESOLVED THAT the retiring Auditor **R.SUNDARARAJAN**, Chartered Accountant, be and are hereby appointed as Auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company on such remuneration as may be fixed by the Board of Directors."

SPECIAL BUSINESS

6. To consider and if thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution**.

"**RESOLVED THAT** pursuant to section 198,269,309,311 and all other applicable provisions of the Companies Act 1956, read with Schedule XIII of the Companies Act 1956 the Company hereby approves the re-appointment of Mr.G Ramamurthy, as the Managing Director of the company for a further period of 5 (Five) years with effect from 1st October 2010, on the following terms and conditions.

Salary: Rs.1,00,000/- (Rupees One Lakh Only) per month with authority to the Board of Directors to grant suitable increments from time to time and Commission 1% of Net Profit of the Company. For the above purpose.

- (i) "**Remuneration**" includes salary, commission and personal Allowance.
- (ii) "**Perquisites**" include furnished accommodation or house rent allowance in lieu thereof, gas, electricity, water, furnishings, domestic assistance, use of car with driver, telephone at residence, children's education allowance, medical reimbursement and leave travel

concession for self and family, club fees and personal accident insurance etc. In accordance with the rules of the Company.

The aforesaid remuneration and perquisites shall be restricted to the above referred limits and overall limits laid down in sections 198 and 309 of the Companies Act, 1956 read with Schedule XIII to the said Act. In addition, the above managerial personnel shall be entitled to Company's contribution to Provident Fund, Superannuation Fund upto tax exemption limit and Gratuity payment in accordance with the rules of the company. The above modification in remuneration requires Members approval

(iii) **Overall Remuneration**

The aggregate of salary, allowances, perquisites and performance bonus in any one financial year and performance bonus in any financial year shall not exceed the limits prescribed under section 198, 309, and other applicable provisions of the Companies Act, 1956 read with schedule XIII to the said Act or any modifications or re-enactment for the time being in force.

(iv) **Minimum Remuneration**

In the event of the Company incurring a loss or having inadequate profits in any financial year during the currency of tenure of service of Mr. G Ramamurthy the payment of salary, performance bonus, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule XIII to the Act, as may be in force from time to time.

RESLOVED FURTHER THAT as the Managing Director Mr. G Ramamurthy, shall not be liable to retire by rotation under section 255 of the Companies Act, 1956,

RESLOVED FURTHER THAT during the tenure as the Managing Director Mr. G Ramamurthy shall be entitled to be paid / reimbursed by the Company all costs, charges, and expenses as may be incurred by him for the purpose of or on behalf of the Company

RESLOVED FURTHER THAT the Board of Directors be and are hereby authorised to take such steps as may be necessary to give effect to the resolution.

Place: Chennai
Date: 20.07.2011

By order of the Board
-sd-

G. Ramamurthy
Chairman & Managing Director

Registered Office
18/23, 2nd Cross Street, East CIT Nagar
Nandanam, Chennai-600035.



NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ABOVE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY SHOULD BE LODGED WITH THE COMPANY AT LEAST FORTY EIGHT HOURS BEFORE THE SCHEDULED COMMENCEMENT OF THE MEETING.
2. Revenue Stamp for 15 paise should be affixed on the Proxy Form. Forms which are not stamped or inadequately stamped are liable to be considered invalid. Further, for identification purposes etc., it is advisable that the proxy holder's signature may also be furnished in the Proxy Form.
3. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 relating to special business to be transacted in the meeting is annexed hereto.
4. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Registered Office of the company, a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. The Registrar of Members and Share Transfer Books of the Company will be closed from Tuesday 16.08.2011 to Thursday 18.08.2011(both days inclusive)
6. Members who are holding Company's shares in dematerialized form are requested to bring details of their Depository Account Number for identification.
7. Securities and Exchange Board of India (SEBI), vide Circular No.MRD/DoP/Cir-05/2009 dated May 20, 2009, has informed that in respect of Securities Market transactions and off-market/private transaction involving transfer of shares in physical form of listed companies, it shall be mandatory for the transferees to furnish copy of PAN card to the Company/Registrars and Transfer Agents for registration of such transfer of shares.In view of the above circular dated 20-05-2009, all requests for transfer of shares received after 20.05.2009 will be processed only if the requests are accompanied by a copy of the PAN card.
8. In compliance with the "Green Initiative in Corporate Governance" as allowed by The Ministry of Corporate Affairs ("Ministry"), Government of India, vide its circular nos.17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011, the Company shall send the Notice of this Annual General Meeting and Annual Report for the financial year 2010 -11, through electronic mode, to those members who have registered their e-mail address with the Company or with their respective depository participant and have opted to receive the aforesaid documents in electronic form.
9. Shareholders seeking any information with regard to accounts are requested to write to the Company at any early date so as to enable the Management to keep the information ready.

10. After declaration of the dividend at the Annual General Meeting, the Dividend Warrants are scheduled to be posted on or after 18.08.2011. In respect of shares held in electronic form, the dividend will be paid on the basis of beneficial ownership, as per details to be furnished for this purpose by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
11. Members holding shares in physical form are requested to notify any change in their address to the Company's Registrar and Transfer Agent, Cameo Corporate Services Limited, Subramanian Building, No.1, Club House Road, Chennai-600 002. Members holding shares in electronic form may intimate any such change to their respective Depository Participants (DPs).
12. The equity shares of the Company are available for trading in dematerialized form (scripless trading in electronic form) through Depository Participants. The ISIN Code is INE 016C01014
13. Pursuant to the provisions of Section 205A of the Companies Act, as amended, read with Investor Education and Protection Fund (Awareness and Protection of Investors) Rules 2001, dividend which remain unpaid or unclaimed for a period of 7 years will be transferred to the investor Education and Protection Fund of the Central Government, shareholders/investors who have not encashed the dividend warrant(s) so far are requested to make their claim to the Secretarial Department, 18/23, 2nd Cross Street, East CIT Nagar, Nandanam, Chennai-600035.. Shareholders are requested to please note that once the unclaimed dividend is transferred to the Investor Education and Protection Fund, no claim shall lie in respect thereof.
14. The particulars of due dates for transfer of such unclaimed dividend to Investor Education and Protection Fund are furnished below:

Financial year	Date of Declaration of Dividend	Date of Transfer to Special Account/ Unclaimed Account	Date of Transfer to IEPF
2005-2006 (Interim Dividend)	04.01.2006	04.02.2006	04.02.2013
2005-2006 (Final Dividend)	07.09.2006	07.10.2006	07.10.2013
2006-2007	26.09.2007	26.10.2007	26.10.2014
2007-2008	26.09.2008	26.10.2008	26.10.2015
2008-2009	24.09.2009	24.10.2009	24.10.2016
2009-2010	30.09.2010	30.10.2010	30.11.2017



15. INFORMATION ABOUT DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT IN THIS ANNUAL GENERAL MEETING IN RESEPT OF RESOLUTION NO.3, 4 AND 6 ABOVE (In accordance with Clause 49 VI of the Listing Agreement)

01	Name	Mr. N.P. Jaganathan
A	Date of Birth	13.05.1955
B	Date of Appointment	30.12.2005
C	Qualifications	Graduate
D	Expertise	More than 25 years experience in various industries
E	Other Directorships	NIL

02	Name	Mr. D. Sekaran
A	Date of Birth	11.04.1956
B	Date of Appointment	15.03.2004
C	Qualifications	Graduate
D	Expertise	Industrial experience of more than 25 years
E	Other Directorships	NIL

03	Name	Mr. G. Ramamurthy
A	Date of Birth	28/09/1957
B	Date of Appointment	19/04/1993
C	Qualifications	Matriculation
D	Expertise	Industrial experience of more than 34 years
E	Other Directorships	NIL

Place: Chennai
Date: 20.07.2011

Registered Office
18/23, 2nd Cross Street, East CIT Nagar
Nandanam, Chennai-600035

By order of the Board
-sd-
G. Ramamurthy
Chairman & Managing Director

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.

Item No. 6

Mr. G Ramamurthy is the Managing Director of the Company. His tenure expires on 30th September 2010. The Board of Directors (based on the recommendation of the Remuneration Committees) at its meeting held on 30/09/2010 have approved the re-appointment and remuneration including perquisites of Mr. G Ramamurthy as Managing Director for a period of five (05) years with effect from 1st October 2010 which have been enumerated in the resolution at item no.6 of this notice. The said remuneration and perquisites are in consonance with the provisions of the Companies Act, 1956. Mr. G Ramamurthy Managing Director, Further, is having over two decades of rich experience particularly in Construction and allied industries and the Company has shown significant progress in terms of business growth, operations and profitability during his tenure.

The Explanatory Statement together with the accompanying notice should be treated as an abstract of terms and conditions of his appointment and memorandum of concern or interest under Section 302 of the Companies Act, 1956.

The appointment and payment of remuneration is in conformity with the schedule XIII of the Companies Act, 1956 and the revised terms of appointment and remuneration of Mr. G Ramamurthy specified in the resolution are now placed before the members for their approval. The Board recommends passing of the Ordinary Resolution at Item No.6 of the Notice.

Except Mr. G Ramamurthy and Mrs. R. Usha none of the Directors of the Company is concerned or interested in the resolution.

Place: Chennai
Date: 20.07.2011

By order of the Board
-sd-
G. Ramamurthy
Chairman & Managing Director

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