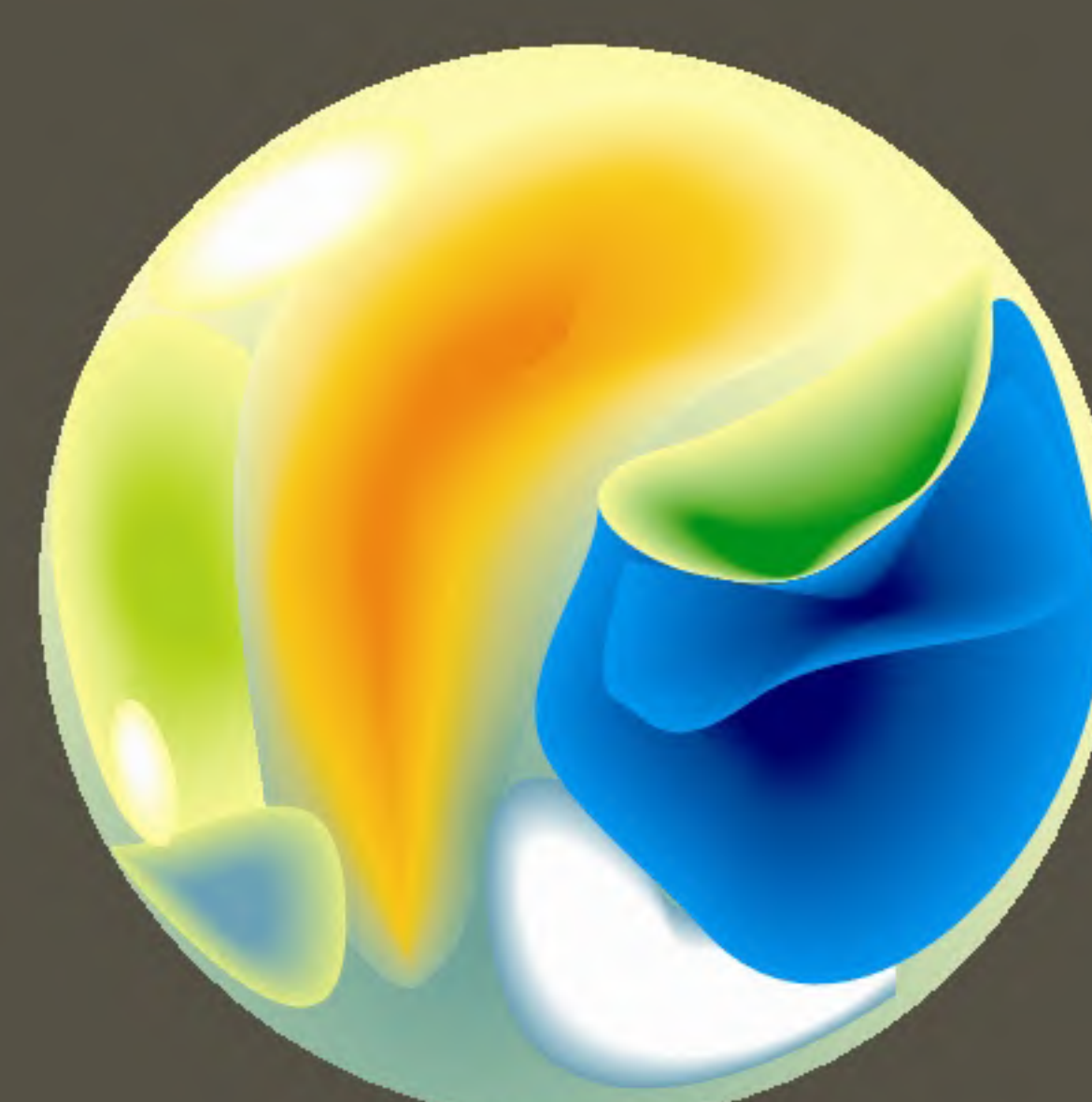




Rajeswari
Infrastructure Limited



19th Annual Report
2011-2012



Rajeswari's Flagship product: RGL Dream Bungalow

Most Successful Design of Rajeswari, Implemented in Seven Projects totaling 115 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.



ROW HOUSES @ MUGALIVAKKAM



TRIMURTI- Opulent Town Houses

A new concept developed to combine all the luxuries of an independent house along with all the ease and security provided in an apartments. A pilot project with three opulent town houses are completed in mugalivakkam.

CORPORATE INFORMATION

Board of Directors

Shri G.RAMAMURTHY

Chairman & Managing Director

Shri R.USHA

Whole-time Director

Shri D.SEKARAN

Director

Shri M.S.ELANGO VAN

Director

Shri K.V.SAMBAVADASS

Director

Shri AMRITLAL BISANI

Company Secretary

Bankers

Indian Overseas Bank
Standard Chartered Bank
Corporation Bank
Andhra Bank
HDFC Bank

Shri R.SUNDARARAJAN

Auditor
Chartered Accountant

Registered Office

18/23, 2nd Cross Street
East CIT Nagar, Nandanam,
Chennai – 600 035.
Email: rajeswariltd@gmail.com
Website: www.rflindia.org

Registrar
Share Transfer Agent

Cameo Corporate Services Limited
Fifth Floor, Subramaniam 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 statement – 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 statement by using Words such as ‘anticipate’, ‘estimate’ ‘expects’, ‘projects’, ‘intents’, ‘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 Statement, whether as result of new information, future events or otherwise.

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NOTICE TO THE MEMBERS

Notice is hereby given that the Nineteenth Annual General Meeting of the Shareholders of the Company will be held on Friday the 28th September 2012 at 11.00 A.M. RedSun Hotel Apartments, (A unit of Rajeswari Infrastructure Limited) No.287, Ma.Po.Si First Street, Sri Kamakotti Nagar, Pallikaranai, Chennai-600100 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 2012, the Balance Sheet as at the date and the Auditors' Report there on.
2. To declare a dividend of 5% on equity shares
3. To elect a director in place of Mr. K.V.Sambavadass 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 himself 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(s), the following Resolution as an Ordinary Resolution:

Resolved that Mr.M.S.Elangovan , who was appointed as an Additional Director of the Company, at the meeting of the Board of Directors of the Company held on 22nd August 2011 and whose term of office as an Additional Director expires at this Annual General Meeting and in respect of whom the company has received a notice under Section 257 (1) of the Companies Act 1956 in writing proposing his candidature for the office of a Director, be and is hereby appointed as Director of the Company subject to retirement by rotation under the provisions of the Articles of Association.

7. 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 Mrs. R. Usha, as the Whole-Time Director of the company for a further period of 5 (Five) years with effect from 1st November 2011, on the following terms and conditions.

Salary: Rs.50,000/- (Rupees Fifty Thousand Only) per month with authority to the Board of Directors to grant suitable increments from time to time

For the above purpose.

- (i) “**Remuneration**” includes salary and personal Allowance.
- (ii) “**Perquisites**” No other perquisites except the above salary
- (iii) Overall Remuneration

Notwithstanding anything contained above, the remuneration payable to Mrs. R. Usha shall be subject to the overall limits specified under Sections 198, 309, and 310 and Schedule XII of the Companies Act, 1956 as amended from time to time.

(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 Mrs. R. Usha 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 whole - Time Director Mrs. R. Usha, shall not be liable to retire by rotation under section 255 of the Companies Act, 1956,

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.

Chennai
Dated 13.08.2012

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 Wednesday the 26th day of September, 2012 to Friday the 28th day of September, 2012 (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 2011-12, 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 28.09.2012. 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 Divided)	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
2010-2011	18.08.2011	18.08.2011	18.08.2018

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

01	Name	K.V. Sambavadass
A	Date of Birth	15.08.1944
B	Date of Appointment	30.12.2005
C	Qualifications	DM
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 more than 25 years
E	Other Directorships	NIL

03	Name	Mrs. R. Usha
A	Date of Birth	08.09.1966
B	Date of Appointment	15.03.2004
C	Qualifications	Matriculation
D	Expertise	Experience more than 15 years
E	Other Directorships	NIL

04	Name	M.S. Elangovan
A	Date of Birth	07.06.1955
B	Date of Appointment	22.08.2012
C	Qualifications	Graduate
D	Expertise	Industrial experience more than 25 years
E	Other Directorships	NIL

Chennai
Dated 13.08.2012

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

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

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

Item No.6

The Board of Directors, at its meeting held on 22nd August 2011 appointed Mr. M.S. Elangovan as an Additional Director pursuant to Section 260 of the Companies Act, 1956 ('the Act'), read with Article of Association of the Company. Mr. M.S. Elangovan will hold office of a Director up to the date of forthcoming Annual General Meeting of the company. In terms of Section 257 of the Act, the Company has received notice in writing from a Member signifying his intention to propose the candidature of Mr. M.S. Elangovan for the office of a Director.

None of the other Directors except Mr. M.S. Elangovan is interested or concerned in the above resolution. Your

Directors recommend the appointment of Mr. M.S. Elangovan.

Item No.7

Mrs. R. Usha is the Whole-Time Director of the Company. His tenure expires on 31st October 2011. The Board of Directors (based on the recommendation of the Remuneration Committees) at its meeting held on 12.09.2011 have approved the re-appointment and remuneration including perquisites of Mrs. R. Usha Whole-Time Director for a period of five (05) years with effect from 1st November 2011 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. Mrs. R. Usha .Whole-Time Director; Further, Mrs. R. Usha is having over decades of rich experience particularly in 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 Mrs. R. Usha 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.

Chennai
Dated 13.08.2012

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

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