



ANNUAL REPORT

2013-14

CORPORATE INFORMATION

CIN L72300TN1993PLC024868

Board of Directors

Shri G.RAMAMURTHY Chairman & Managing Director

Smt. R.USHA Whole-time Director

Shri D.SEKARAN Independent Director

Shri M.S.ELANGO VAN Independent Director

Shri K.V.SAMBAVADASS Independent Director

Shri I.CHANDRAMOHAN, ACS Company Secretary

Bankers Indian Overseas Bank
Corporation Bank
Axis Bank
HDFC Bank

M/s.N.SANKARAN & CO., Auditor
Chartered Accountants

Registered Office 18/23, 2nd Cross Street
East CIT Nagar, Nandanam,
Chennai – 600 035.
Tel No.: 044-24345326
Email: rajeswariltd@gmail.com
Website: www.rflindia.org

Registered & 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: investor@cameoindia.com

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 Annual General Meeting of the members of RAJESWARI INFRASTRUCTURE LIMITED will be held on Friday, 26th December, 2014, at 3.15 P.M. at RedSun Hotel Apartments, No.287, Ma.Po.Si First Street, Sri Kamakotti Nagar, Pallikaranai, Chennai-600100 to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements for the financial year ended March 31, 2014, the reports of Board of Directors and Auditors thereon.
2. To appoint a director in place of Mrs. Usha (DIN : 00060348) as per Section 152, who retires by rotation and being eligible offers herself for re-appointment.
3. To appoint a director in place of Mr. Guruswamy Ramamurthy (DIN : 00060323) as per Section 152, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint Auditors and fix their remuneration and in this regard 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 Section 139 and other applicable provisions of the Companies Act, 2013, N SANKARAN & Co, (Firm Regn No. 003590S), Chartered Accountants, Chennai be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the third consecutive annual general meeting of the Company (subject to the ratification by the shareholders of the Company at every Annual General meeting) on such remuneration as may be mutually agreed between the firm and the Board of Directors.”

SPECIAL BUSINESS

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

“RESOLVED THAT pursuant to provisions of section 149, 152 and other applicable provisions of the Companies Act, 2013 and rules made there under read with Schedule IV of the Companies Act, 2013 and as per clause 49 of the Listing Agreement, Mr. KV Sambavadass (DIN : 00060412) who was appointed as Director liable to retire by rotation and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying his intention to propose Mr. K V Sambavadass as a candidature for the office of director of the Company be and is hereby appointed as an Independent Director of the Company to hold office up to March 31, 2019, not liable to retire by rotation.”

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

“RESOLVED THAT pursuant to provisions of section 149, 152 and other applicable provisions of the Companies Act, 2013 and rules made there under read with Schedule IV of the Companies Act, 2013 and as per clause 49 of the Listing Agreement, Mr D Sekaran (DIN : 00060390) who was appointed as Director liable to retire by rotation and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying his intention to propose Mr D Sekaran as a candidature for

the office of director of the Company be and is hereby appointed as an Independent Director of the Company to hold office up to March 31, 2019, not liable to retire by rotation.”

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

“RESOLVED THAT pursuant to provisions of section 149, 152 and other applicable provisions of the Companies Act, 2013 and rules made there under read with Schedule IV of the Companies Act, 2013 and as per clause 49 of the Listing Agreement, Mr M S Elangovan (DIN : 03606302) who was appointed as Director liable to retire by rotation and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying his intention to propose Mr M S Elangovan as a candidature for the office of director of the Company be and is hereby appointed as an Independent Director of the Company to hold office up to March 31, 2019, not liable to retire by rotation.”

8. To consider and if thought fit, to pass with our without modification, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to provisions of section 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force, and pursuant to the recommendations of the Board of Directors (herein after referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board), approval of the Company be and is hereby accorded to the reappointment of Mrs. Usha (DIN : 00060348) as Whole Time Director of the Company for a period of 5(Five) years with effect from 01.04.2014 to 31.03.2019 at a remuneration not exceeding Rs. 30,00,000/- p.a. for a period of three years with effect from 01.04.2014 to 31.03.2017, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.”

“RESOLVED FURTHER THAT the any director of the company be and is hereby authorized, for the purpose of giving effect to this resolution, to do all such acts, deeds, things and matters as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be deemed necessary, proper, desirable and expedient.”

9. To consider and if thought fit, to pass with our without modification, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to provisions of section 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force, and pursuant to the recommendations of the Board of Directors (herein after referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board), approval of the Company be and is hereby accorded to the reappointment of Mr.

Guruswamy Ramamurthy (DIN : 00060323) as Managing Director of the Company for a period of 5 (Five) years with effect from 01.04.2014 to 31.03.2019 at a remuneration not exceeding Rs. 30,00,000/- p.a. for a period of three years with effect from 01.04.2014 to 31.03.2017, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof."

"RESOLVED FURTHER THAT the any of the Directors of the Company, be and is hereby authorized, for the purpose of giving effect to this resolution, to do all such acts, deeds, things and matters as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be deemed necessary, proper, desirable and expedient."

10. To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution.

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, the existing clauses in the Articles of Association (AOA) of the Company be and is hereby modified, revised and replaced with certain new clauses and that the altered and modified AOA, be and are hereby approved and adopted as the Articles of Association of the Company with effect from the date hereof, and they be the regulations of the Company in place, in substitution and to the entire exclusion of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps and actions for the purposes of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Articles of Association and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution, including filing any necessary forms with the Registrar of Companies."

11. To consider and, if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

"RESOLVED THAT the consent of the Company be and is accorded under the provisions of Section 180(1)(c) of the Companies Act, 2013 to the Board of Directors of the Company, for borrowing from time to time all such sums of money as they may deem requisite for purpose of the business of the company notwithstanding the moneys already borrowed by the company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) from Bank, Financial Institutions and other body corporate will exceed the aggregate of the paid up capital and free reserves, provided that the aggregate of the amounts so borrowed and to be borrowed and outstanding at any time (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed Rs. 50,00,00,000/- (Rupees Fifty Crores Only)."

12. To consider and, if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

"RESOLVED THAT consent of the Company be and is hereby granted to the Board of Directors of the Company (hereinafter referred to as "the Board")

pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), to mortgage and / or create charge, in addition to the mortgages and / or charges created / to be created by the Company, in such form and manner and with such ranking as to priority and for such time and on such terms as the Board may determine, all or any of the movable and / or immovable, tangible and / or intangible properties of the Company, both present and future, and / or the whole or any part of the undertaking(s) of the Company in favour of the lender(s), agent(s), trustee(s) for securing the borrowings of the Company or by any one or more subsidiary companies of the Company, availed / to be availed by way of loan(s) (in foreign currency and / or rupee currency) and securities (comprising fully / partly convertible debentures and / or non-convertible debentures with or without detachable or non-detachable warrants and / or secured premium notes and / or floating rates notes / bonds or other debt instruments), issued / to be issued by the Company or by any one or more subsidiary companies of the Company, from time to time, subject to the limit of Rs.50,00,00,000/- (Rupees Fifty Crores Only) approved under Section 180(1)(C) of the Companies Act, 2013, together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on pre-payment, remuneration of agent(s) / trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company or by any one or more subsidiary companies of the Company in terms of loan agreement(s), heads of agreement(s), debenture trust deed or any other document entered into / to be entered into between the Company or by any one or more subsidiary companies of the Company and the lender(s) / agent(s) / trustees, in respect of the said loans / borrowings / debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the lender(s) / agent(s) / trustee(s)."

"RESOLVED FURTHER that the Board of Directors be and is hereby authorized to undertake all such acts, deeds, matters and things to finalise and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard."

"RESOLVED FURTHER that the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution."

Place: Chennai
Dated: 13.11.2014

By the order of the Board
-Sd/-

Registered Office :
18/23, 2nd Cross St., East CIT Nagar,
Nandanam, Chennai - 600 035

G. Ramamurthy
Chairman & Managing Director
(DIN : 00060323)

NOTES

1. Pursuant to Section 105 of the Companies Act, 2013, a member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote on poll instead of himself / herself and the proxy need not be a member (Proxy form MGT- 11) is annexed herewith).
2. Pursuant to Section 105 of the Companies Act, 2013, the proxy form duly completed and in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company, not later than 48 hours before the time fixed for the commencement of the meeting.
3. A person can act as a proxy on behalf of members not exceeds fifty and holding in aggregate not more than ten percentage of the total share capital of the company carrying voting rights. A member holding more than ten percentage of the total share capital of the company holding voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other member.
4. The Company's Registrar and Share Transfer Agent for its Share Registry work (Physical and Electronic) are Cameo Corporate Services Limited, having their office premises at 'Subramanian Building', No.1, Club House Road, Chennai - 600 002.
5. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of Equity Shares of the Company will remain closed from 17.12.2014 to 26.12.2014 (both days inclusive).
6. Pursuant to provisions of Section 72 of the Companies Act, 2013, Members can avail of the facility of nomination in respect of shares held by them in physical form. Members desiring to avail this facility may send their nomination in the prescribed Form SH-13 (Form attached) duly filled in to the Company's Registrar and Share Transfer Agent: Cameo Corporate Services Limited, 'Subramanian Building', No.1, Club House Road, Chennai - 600 002. Members holding shares in electronic form may contact their respective Depository Participant for availing this facility.
7. Members are requested to intimate immediately any change of address to their Depositories Participants (DPs) in respect of holding in demat form and to the Company's Registrar and Share Transfer Agent Cameo Corporate Services Limited, 'Subramanian Building', No.1, Club House Road, Chennai - 600 002, in respect of their physical share folios, if any.
8. Members who are desirous of seeking any further information or clarification, if any, particularly with regard to the accounts are requested to write to the Company at least seven days in advance of the meeting so that the information can be made available at the meeting.
9. Re-appointment of Directors As per Clause 49(IV)(G) of the Listing Agreement entered into by the Company with the Stock Exchanges, the brief resume, functional expertise of the Directors proposed for appointment are furnished below along with the details of Companies in which they are Directors and the Board Committees of which they are members.

| Name of the Director | Mrs. Usha | Mr. Guruswamy Ramamurthy | Mr. K V Sambavadas | Mr D Sekaran | Mr M S Elangovan |
|--|------------|--------------------------|--------------------|--------------|------------------|
| Date of Birth | 06/09/1965 | 26/09/1957 | 15/08/1944 | 11/04/1956 | 07/06/1955 |
| Age | 49 | 57 | 70 | 58 | 59 |
| Qualification | HSC | Graduate | DM | Graduate | Graduate |
| List of companies in which directorship is held as on 31 st March, 2014 | NIL | NIL | NIL | NIL | NIL |
| Shareholding as on 31 st March, 2014 | | | | | |
| a) Held individually | 2308810 | 420773 | NIL | 55555 | NIL |
| b) Held jointly with others | NIL | NIL | NIL | NIL | NIL |

10. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
11. Members are requested to bring their Attendance Slip along with their copy of the Annual Report to the Meeting.
12. Pursuant to Section 101 of Companies Act, 2013, read with Rule 18 of Companies (Management and Administration) Rules, 2014, it has been decided to send all future communication from the Company including Notices, Annual Reports, Attendance slip, proxy form etc., to the shareholders in electronic form to their registered email address. Investors are requested to update their e-mail IDs with Depository Participants (DP) for shares held in electronic form or with the Registrar and Share Transfer Agent Cameo Corporate Services Limited, 'Subramanian Building', No.1, Club House Road, Chennai - 600 002 (RTA) (or) the Company / RTA in case the shares are held in physical form.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Share Transfer Agent.
14. e-voting:

The instructions for members for voting electronically are as under:-
 In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "Rajeswari Infrastructure Limited " from the drop down menu and click on "SUBMIT"

- (iv) Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.
- (v) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used. If you are a first time user follow the steps given below.
- (vi) Now, fill up the following details in the appropriate boxes:

| For Members holding shares in Demat Form | For Members holding shares in 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) |
| DOB# | Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format. |
| Dividend Bank Details# | Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. |

*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 sequence number in the PAN field. 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. Sequence number has been provided as Serial number in the address label. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

Please enter any one of the details in order to login. In case both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein 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 the 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. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVEN for the relevant RAJESWARI INFRASTRUCTURE LIMITED on which you choose to vote.