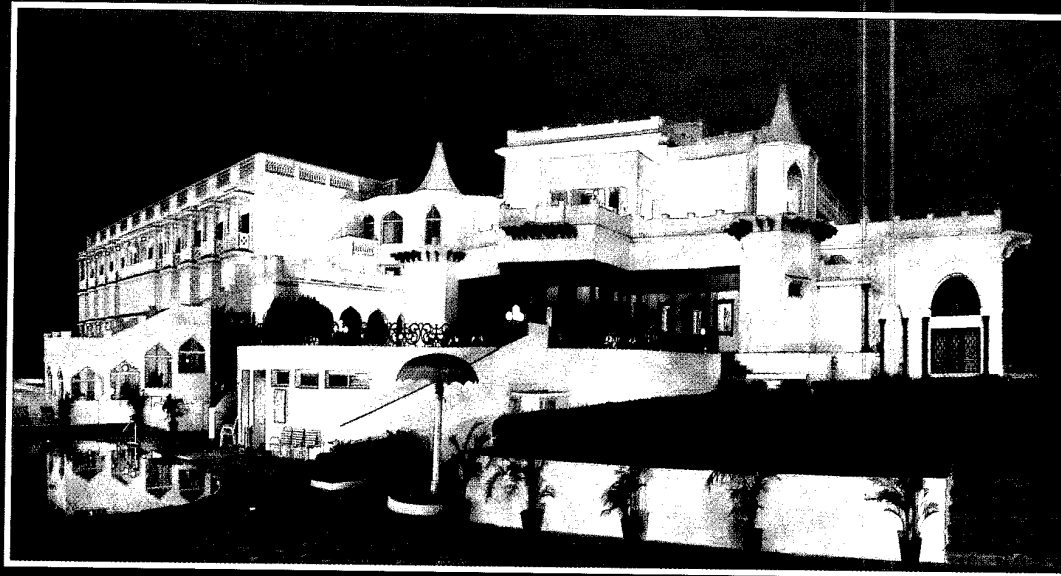


# Twenty First Annual Report 2013-2014



**RELIABLE VENTURES INDIA LIMITED**

**Regd Office:**

"Reliable House"  
A-6, Koh-e-fiza, Indore Road,  
Bhopal-462001 (MP)  
Phone: 0755-2539592

**BOARD OF DIRECTORS:**

Mr. Sikandar Hafiz Khan	- Chairman & Mg. Director
Mr. Shankar Narayanan	- Executive Director
Mr. Rajendra Malpani	- Executive Director
Mr. Abdul Tahir	- Director
Mr.Chandan Mitra	- Director
Mr. Ranjay K. Dawar	- Director
Mr. Parkash Singh	- Director

**COMPANY SECRETARY &  
COMPLIANCE OFFICER**

- Mr. S.S. Raghuwanshi

**BANKERS:**

ING Vysya Bank Ltd., Bhopal  
Bank of Baroda, Bhopal  
HDFC Bank Ltd., Bhopal

**AUDITORS:**

M/s. MAK & Associates,  
Chartered Accountants,  
Indore, MP  
FRN -3060-C

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RELIABLE VENTURES INDIA LIMITED

Regd Office: "Reliable House", A-6, Koh-e-fiza, Indore Road, Bhopal-462001

Phone : 0755-2539592; Fax 07552540442; CIN :L22354MP1992PLC007295

NOTICE is hereby given that the Twenty First ( 21st ) Annual General Meeting of the members of Reliable Ventures India Limited will be held on Wednesday , the 24th day of December , 2014 at 4.30 PM at the registered office of the Company at "Reliable House", A-6, Koh-e-fiza, Indore Road, Bhopal – 462001 , Madhya Pradesh to transact the following business:

**Ordinary Business**

1. To consider and adopt the audited Balance Sheet as at 31st March, 2014 and the Profit and Loss Account for the year ended on that date together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Rajendra Malpani (DIN 01502271), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.
3. 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** M/s/ MAK & Associates, Chartered Accountants ( Firm Registration No. 3060-C), be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company."

**Special Business:**

4. To appoint Mr. Abdul Tahir (DIN: 00215129 as an Independent Director 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 Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 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) and Clause 49 of the Listing Agreement, Mr. Abdul Tahir (DIN: 00215129), one of the on-executive directors who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for five (5) consecutive years effective from the 30th day of September, 2014

5. To appoint Mr. Ranjay Krishan Dawar (DIN: 00016898 as an Independent Director 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 Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 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) and Clause 49 of the Listing Agreement, Mr. Ranjay Krishan Dawar (DIN: 00016898), one of the non-executive Directors who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for five (5)

consecutive years effective from 30th day of Sept., 2014"

6. To appoint Mr. Chandan Mitra (DIN: 00037634 as an Independent Director 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 Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 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) and Clause 49 of the Listing Agreement, Mr. Chandan Mitra (DIN: 000 37634) one of the non-executive Directors of the company who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for five (5) consecutive years effective from the 30th day of Sept., 2014.."

7. To re-appoint Mr. Sikandar Hafiz Khan (DIN: 00016616) as Managing Director and in this regard to consider and, if thought fit, to pass, with or without modifications the following resolution as a Special Resolution:

**"RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the re- appointment of Mr. Sikandar Hafiz Khan, (DIN: 00016616) as Managing Director of the Company, for a period of 3 (Three) years with effect from 1st day of January, 2013, on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to

the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Sikandar Hafiz Khan, 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 Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

8. To re-appoint Mr. S. Shankar Narayanan, (DIN: 00021561 as a Whole-time Director designated as Executive Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

**"RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Mr. S. Shankar Narayanan (DIN: 00021561) as a Whole-time Director, designated as Executive Director of the Company, for a period of 4 (four) months with effect from 1st day of Sept., 2014 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. S.

Shankar Narayanan , 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 Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

9. To appoint Mr. Rajendra Malpani, (DIN: 01502271) as a Whole-time Director designated as Executive Director and in this regard to consider and, if thought fit to pass, with or without modification(s), the following resolution as a Special Resolution:

**"RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Mr. Rajendra Malpani (DIN: 0502271) as a Whole-time Director, designated as Executive Director of the Company, for a period of 3 (Three) years with effect from 1st day of October, 2014 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to

Mr. Rajendra Malpani, 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 Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**Notes:**

1. The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013 in respect of the business under Item Nos. 4 to 9 of the Notice, is annexed hereto. The relevant details as required under clause 49 of the Listing Agreements entered into with the Stock Exchanges, of persons seeking appointment/ re-appointment as Directors are also annexed.
2. A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting.

Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder

3. M/ Sharex Dynamic (India) Pvt. Ltd. having its registered office at Unit No. 1, Luthra Industrial Premises, Andheri-Kurla Road, Safed Pool, Andheri (East) Mumbai-400072 are the Registrar and Share Transfer Agents of the Company and Undertakes the share registry jobs of the company.

4. The Company has established; connectivity with both the Depositories namely CDSL and NSDL Mumbai and the ISIN allotted to; the security of the company is INE419H01019. . Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Registrar for assistance in this regard
5. The Register of Members and Transfer Books of the Company will be closed from Monday, the 22nd day of December, 2014 to Wednesday, the 24th Day of December, 2014, both days inclusive.
6. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or the Registrar the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
7. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
8. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
9. In terms of Section 134 of the Companies Act, 2013 and Rule 11(a) of the Companies (Accounts) Rules, 2014, financial statements are being sent through electronic mode to such Members whose shareholding is in dematerialised format and whose email Addresses are registered with Depository and / or the Company. For Members who have not registered their email addresses, physical copies of the Annual Reports are being sent by the permitted mode..
10. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with Compnay/ Sharex/Depositories.
11. In compliance with the provisions of section 108 of the Act and the Rules framed there under, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Central Depository Services (CDSL) Mumbai on all resolutions set forth in this Notice.
12. The instructions for shareholders voting electronically are as under:
  - (i) The voting period **begins on 19th day of December, 2014 at 9.30 AM and ends on 20th Day of December, 2014, at 06.00 PM** . During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date of 21ST November, 2014** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - (iii) Click on Shareholders.
  - (iv) Now Enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Members holding shares in Physical Form should

enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given

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

For Members holding shares in Demat Form and Physical Form	
<b>PAN</b>	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>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 8 digits of the sequence number in the PAN field.</li> <li>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 in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
<b>DOB</b>	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.
<b>Dividend Bank Details</b>	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.
	<ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)</li> </ul>

below:

confidential.

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant **Company**

Name i.e. **Reliable Ventures India Limited** > on which you choose to vote.

(xii) On the voting page, you will see "**RESOLUTION DESCRIPTION**" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "**RESOLUTIONS FILE LINK**" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "**SUBMIT**". A confirmation box will be displayed. If you wish to confirm your vote, click on "**OK**", else to change your vote, click on "**CANCEL**" and accordingly modify your vote.

(xv) Once you "**CONFIRM**" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Non – Individual Shareholders and Custodians

1. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.

2. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

3. After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

4. The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

5. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

#### Other Instructions:

i. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on 21st November, 2014..

ii. Ms. Neeta H. Desai , Practicing Company Secretary (Membership No.FCS6232), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

iii. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two 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.

- iv. A Member can opt for only one mode of voting i.e. either through e-voting or by show of hand Member who casts votes by both modes, then voting done through e-voting shall prevail and the other t shall be treated as invalid.

- v. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.tcs.com](http://www.tcs.com) and on the website of CDSL [www.evoting.cdsl.com](http://www.evoting.cdsl.com) within two days of the passing of the resolutions at the General Meeting of the Company and communicated to the BSE Limited where the shares of the Company are listed.

By order of the Board

For Reliable Ventures India Limited.

Sd/-

**RAJENDRA MALPANI**  
EXECUTIVE DIRECTOR

Place: Bhopal.

Date 10th Day of November, 2014

**STATEMENT PURSUANT TO SECTION 102(1)  
OF THE COMPANIES ACT, 2013 ("the Act")**

The following Statement sets out all material facts relating to the Special Business mentioned at item Nos 4 to 9 in the accompanying Notice:

**Item No. 4"Appointment of Mr. Abdul Tahir as an independent Director:**

**1. History of appointment of individual as director in the Company :**

Mr Abdul Tahir was initially appointed as a Director of the Company on 29th July, 2011. He holds the Chairmanship of Audit, Remuneration and Shareholders grievance handling committees of the Company. He is M. Phil in Management with rich experience in strategic business, customer base and sales management and sales forecasting in the segment of hospitality, print media, dairy and dairy products.

**CI -49 treatment :**

2. Mr Tahir is a Non-Executive Director and considered as Independent under Clause 49 of the Listing Agreement.

**Provisions of Cos act 2013 reg independent Directors**

3. As per the provisions of Section 149 of the Act which has come into force with effect from April 1, 2014, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation. Mr. Abdul Tahir has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act.

**Approval by nomination and remuneration Committee :**

4. The matter regarding appointment of Mr. Abdul Tahir as an Independent Director was placed

before the Nomination and Remuneration Committee, which commends his appointment as an Independent Director for a period of five consecutive years commencing from the close of the ensuing annual General Meeting

**Opinion of Board about suitability :**

5. In the opinion of the Board, Mr. Abdul Tahir fulfils the conditions specified in the Act and the Rules made there under for appointment as Independent Director and is independent of the management.

**Proposal for approval of members :**

6. In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Abdul Tahir as Independent Director is now being placed before the Members in general meeting for their approval.
7. Except payment of sitting fee for attending meetings, nothing is paid to Mr. Tahir as an independent Director.
8. Mr. Tahir holds 50,000 equity shares of the Company as at 31st day of March, 2014 which amounts to 0.454% of the total paid up equity shares of the Company.
9. Mr.Tahir may be deemed to be concerned and interested in Item No. 4 as it relates to his appointment as Independent Director of the Company. Other than Mr. Tahir none of the other Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 6 of the Notice.

**Item No. 5 : Appointment of Mr. Ranjay K. Dawar as an Independent Director**

1. History of appointment of individual as director in the Company :