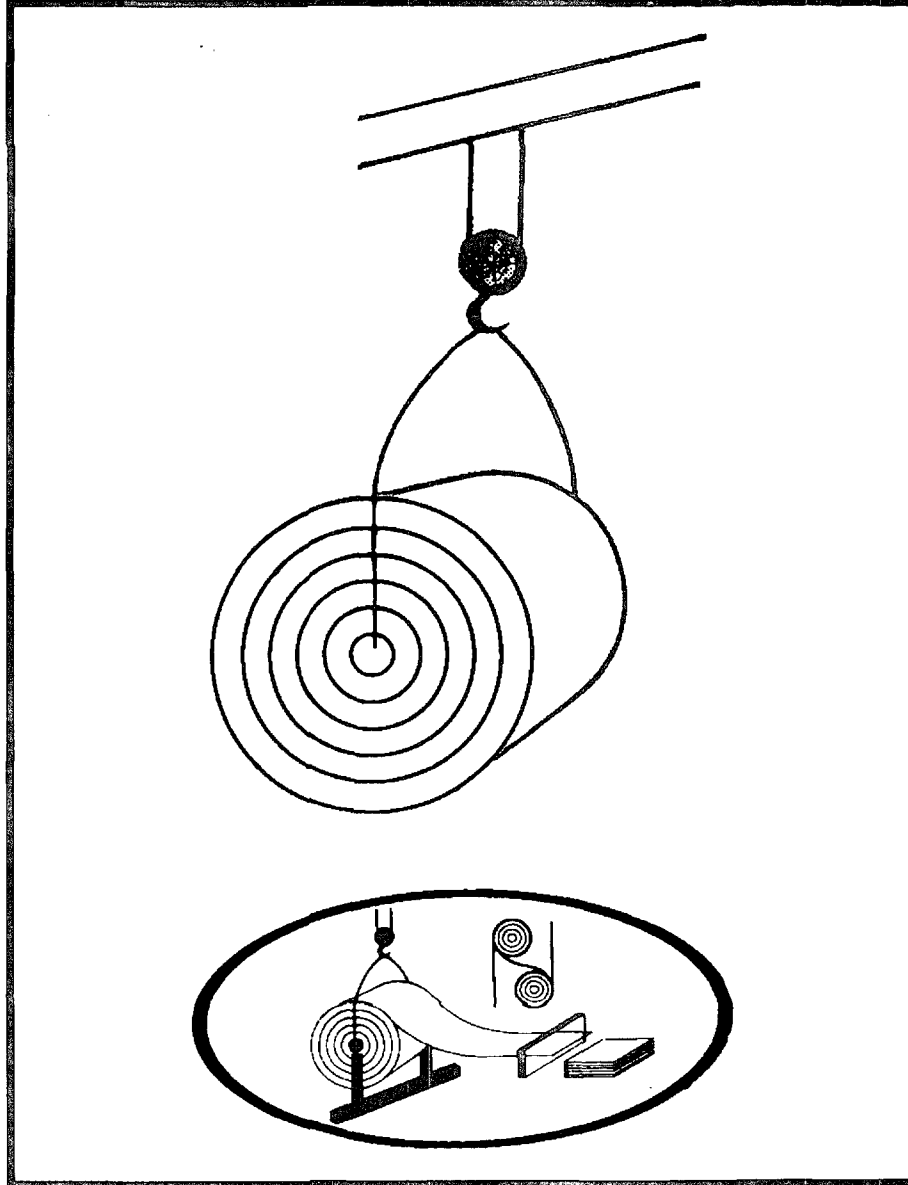


19TH ANNUAL REPORT 2009-2010



RISHABH DIGHA STEEL AND ALLIED PRODUCTS LIMITED

Regd. Office : Plot No. G-17/2, MIDG Ind. Area, Taloja, District Raigad, (Maharashtra).

Head Office : Giriraj, Ground Floor, Sant Tukaram Road, Iron Market, Mumbai - 400 009.

Website : www.rishabhdighasteel.com • **E-mail :** info@rishabhdighasteel.com

RISHABH DIGHA STEEL AND ALLIED PRODUCTS LIMITED

BOARD OF DIRECTORS

**CHAIRMAN AND
MANAGING DIRECTOR** : **SHRI. ASHOK M. MEHTA**

DIRECTORS : **SHRI. YASH A. MEHTA – EXECUTIVE DIRECTOR**
SHRI. ASHWIN P. SANGHAVI
SHRI. SNEHAL S. CHINAI

BANKERS : **BANK OF BARODA**

AUDITORS : **M/S AKSHAY D. SHAH & CO.**
Chartered Accountants
MUMBAI

REGISTERED OFFICE : **Plot No. C-17/2, MIDC Industrial Area,**
Taloja, Dist. Raigad-410208 (Maharashtra)

HEAD OFFICE : **Giriraj Bldg, Ground Floor, Iron Market,**
Sant Tukaram Road, Mumbai-400009

**REGISTRARS &
TRANSFER AGENTS
FOR TRANSFER
AND DEMETERIA LIZATION** : **M/s. Mondkar Computers Pvt. Ltd.**
21, Shakil Niwas, Mahakali Caves Road,
Andheri (E), Mumbai - 400 093.

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 19th ANNUAL GENERAL MEETING OF THE MEMBERS OF RISHABH DIGHA STEEL AND ALLIED PRODUCTS LIMITED WILL BE HELD AT PLOT NO. C-17/2, MIDC INDUSTRIAL AREA, TALOJA, DIST. RAIGAD-410208 (MAHARASHTRA) ON FRIDAY, 21st MAY, 2010, AT 11.00 A.M. TO TRANSACT THE FOLLOWING BUSINESS.

ORDINARY BUSINESS :

- 1.) To receive, consider and adopt the Profit and Loss Account of the Company for the year ended 31st March, 2010 and Balance Sheet as at that date, Cash Flow statement for the year ended 31st March, 2010 and Report of the Directors and Auditors thereon.
- 2) To declare dividend on Equity Shares for the financial year ended 31st March, 2010.
- 3) To appoint a Director in place of Shri. Ashwin P. Sanghavi who retires by rotation and being eligible, offers himself for re – appointment.
- 4) To appoint M/s. Akshay D. Shah, Chartered Accountants, as Statutory Auditor of the Company, to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

NOTES :

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and to vote on a poll instead of himself and such proxy need not be a member of the company. Proxies in order to be effective must be received by the company not later 48 hours before the meeting.
2. The Register of Members and the Share Transfer Book of the Company will remain closed from 17th May, 2010 to 21st May, 2010 (both days inclusive).
3. Members are requested to notify immediately any change in their addresses to the Company's Registrars, M/s Mondkar Computers Private Limited., 21, Shakil Niwas, Mahakali Caves, Andheri (East), Mumbai-4000093.
4. Members who wish to attend the meeting are requested to bring duly filled attendance sheet and their copy of the Annual Report at the Meeting.
5. In case of physical shares, the instrument of Share Transfer complete in all respect should be sent so as to reach to the Registered Office of the Company or at the office of R & T Agent prior to closure of the Register of Members as stated above.

For and on Behalf of the Board

**Place: Mumbai
Date: 23rd April, 2010**

**ASHOK M. MEHTA
Chairman & Managing Director**

DIRECTOR'S REPORT

The Directors have pleasure in presenting their 19th Annual Report on the business and operations of the Company for the year ended 31st March, 2010.

1. FINANCIAL RESULTS :

	31st March, 2010	(Rs. In Lacs) 31st March, 2009
Operating Income (from Job Work)	313.63	478.95
Other Income	37.09	33.56
Profit (Loss) before Depreciation	153.55	296.72
Less : Depreciation	<u>28.05</u>	<u>27.74</u>
Profit/ (Loss) after Depreciation	125.51	268.98
Less : Provision for Tax	51.78	99.06
Less: Deffered Tax	3.25	0.89
Less : Provision for FBT	=	<u>1.35</u>
Profit/ (Loss) after Tax	70.48	167.68
Add :Amount brought forward from Previous Year	201.86	97.72
Amount available for appropriation	272.33	265.40
<u>Appropriations</u>		
Proposed Dividend @ 1 rupee per share	54.86	54.86
Interim Dividend paid	54.86	54.86
Tax on proposed dividend	18.65	9.32
Transfer to General Reserve	9.41	-
Prior Period Items	=	<u>(0.64)</u>
Balance carried to Balance Sheet (Profit/ (Loss) Account)	134.54	201.86

2. DIVIDEND :

The Board of Directors are glad to recommend dividend at 1.00 rupee per share on 54,86,400 Equity Shares of Rs.10/- each aggregating to Rs.54,86,400 for the year ended 31st March, 2010, subject to approval of the Members of the Company at the ensuing Annual General Meeting scheduled to be held on 21st May, 2010.

3. DIRECTORS :

Shri. Ashwin P. Sanghavi, Non Executive Independent Director of the Company retire by rotation under Article 104 of Articles of Association of the Company but being eligible offers himself for re-appointment.

Shri. Ashok M. Mehta was appointed as Managing Director for a period of 5 years w.e.f 01/04/2008 at a remuneration of Rs. 1,50,000/- p.m.. The Board of directors in its meeting held on 23rd October, 2009 decided to revise the terms of his appointment for a period of 3 years w.e.f. 1st November, 2009 at a salary of Rs. 1,50,000/- p.m. plus other perquisites and benefits and his total remuneration not to exceed Rs. 2,50,000/- p.m. The members of the Company at the Extra Ordinary General Meeting held on 16th November, 2009 approved the appointment of Shri. Ashok M. Mehta as Managing Director for a period of 3 years w. e. f. from 1st November, 2009.

Shri. Yash A. Mehta was appointed as Executive Director, Marketing for a period of 5 years w.e.f 01/04/2008 at a remuneration of Rs. 1,00,000/- p.m. The Board of directors in its meeting held on 23rd October, 2009 decided to revise the terms of his appointment for a period of 3 years w.e.f. 1st November, 2009 at a salary of Rs. 1,00,000/- p.m. plus other perquisites and benefits and his total remuneration not to exceed Rs. 2,50,000/- p.m. The members of the Company at the Extra Ordinary General Meeting held on 16th November, 2009 approved the appointment of Shri. Yash A. Mehta as Executive Director, Marketing for a period of 3 years w. e. f. from 1st November, 2009.

4. OPERATIONS:

During the year under Report your Company achieved a Operating Income (from Job Work) of Rs.313.63 Lacs as against Rs.478.95 Lacs in the previous year. Other Income earned during the year stood at Rs.37.09 lacs as against Rs.33.56 lacs in the previous year. The Profit before Depreciation and tax was Rs.153.55 Lacs as against Rs.296.72 Lacs in the previous year. The profit after Depreciation and Tax was Rs. 70.48 lacs as against Rs.167.68 lacs in the year ended 31st March, 2009.

5. DONATIONS:

During the year under report donations were made to Social/ Educational Institutions amounting to Rs.16,89,000/- (Previous year Rs. 27,46,704/-)

6. **AUDITORS:**

During the year, under report, M/s. Akshay D. Shah & Co., Chartered Accountants of the Company will retire at the conclusion of the forthcoming Annual General Meeting and as eligible offer themselves for reappointment as Statutory Auditors of the Company.

7. **AUDITOR'S REPORT:**

There are no adverse observations in the Auditor's Report.

8. **DIRECTOR'S RESPONSIBILITY STATEMENT**

Pursuant to Section 217 (2AA) of the Companies Act, 1956, The Directors confirm that:

- a) in the presentation of the Annual Accounts, the applicable Accounting Standards except revised AS 15 applicable for Accounting Treatment for Gratuity, Leave Encashment and other Retirement Benefits have been followed and that no material departures except to the extent disclosed have been made from the same;
- b) the Directors had selected such Accounting policies and applied them consistently and judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;
- c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities, and,
- d) the Directors had prepared the Annual Accounts on a going concern basis.

9. **STATEMENTS OF PARTICULARS UNDER COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988**

Information in accordance with the provisions of Section 217(1)(e) of the Act read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, regarding Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo is given in Annexure "A".

10. **PUBLIC DEPOSITS**

The Company has not accepted any Public Deposits during the year under report.

11. **PARTICULARS OF EMPLOYEES :**

The Company has no employee in the category specified under Section 217(2A) of the Companies Act, 1956.

For and on Behalf of the Board

Place : Mumbai
Date : 23rd April, 2010

ASHOK M. MEHTA
Chariman & Managing Director

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RISHABH DIGHA STEEL AND ALLIED PRODUCTS LIMITED

ANNEXURE 'A' TO DIRECTORS' REPORT

As required under Section 217(1)(e) of the Companies Act, 1956 read with Rule 2 of the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, the particulars relating to Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo are as under :

TOTAL ENERGY CONSUMPTION AND ENERGY CONSUMPTION PER UNIT OF PRODUCTION AS PER FORM – A IS GIVEN HEREUNDER:

	2009-10	2008-09
A. CONSERVATION OF ENERGY		
ELECTRICITY CONSUMPTION (FOR MANUFACTURING)		
Unit (KWH)	175009	200399
Total Amount(Rs.)	980609	11,31,692.34
Rate/Unit (average)	5.60	5.65
B. TECHNOLOGY ABSORPTION	Nil	Nil
C. FOREIGN EXCHANGE EARNINGS AND OUTGO	Nil	Nil

For and on Behalf of the Board

Place: Mumbai
Date: 23rd April, 2010

ASHOK M. MEHTA
Chairman & Managing Director

MANAGEMENT DISCUSSION AND ANALYSIS

INDUSTRY OUTLOOK

The Steel Industry has assumed vital importance in the Development of Indian Economy. The Infrastructure Industry, Automobile Industry and Road Development Activities are developing enormously.

Your Company has a vital role to play in the developing Economy, as the job orders of de-coiling, straightening, shearing and cutting of varies sizes of Iron and Steel Coils are on the increase during last couple of years.

Due to thrust on infrastructure development by the government of India the Company will continue to get orders on job work.

OPPORTUNITIES AND THREATS

India accounts for 5% of the Global Steel Consumption. The use of steel in railway coaches, wagons, airports, hotels, kitchenware and retail stores has been growing fastly.

India's steel consumption rose by 6.8% during April – November, 2009 over the same period a year ago on account of improved demand from sectors like automobiles and consumer durables. A Credit Suisse Group study states that India's Steel Consumption will continue to grow by 16% annually till 2012 fuelled by demand for construction projects worth US \$ 1 trillion.

The scope for raising the total consumption is huge as the per capita steel consumption in India is only 35kg as compared to 150kg across the World and 250kg in China. With the current rate of ongoing Greenfield and brownfield projects, the Ministry of Steel has projected India's Steel capacity is expected to touch 124.06 MT by 2011-12.

The major threats for steel industry are rising prices of raw materials necessary for producing the steel products. In addition to this, major obstacles are inadequate availability of suitable quality of coal and high cost of energy / finance.

RISKS AND CONCERNS

In spite of growing demand and increase in production of steel products at domestic and global level during the year under review, there exists imbalance in respect of supply and demand. Rising prices of the steel products at global level and domestic market may slow down the demand for steel products. The company has been taking continuous modernization programme to maintain efficient operation of its Steel manufacturing activities. The Company is facing acute competition in obtaining job orders since the prices of steel plates have gone up. However due to specialized execution of the job orders your Company will continue to get more orders as compared to other competitors.

INTERNAL CONTROL SYSTEMS

The Company has engaged the services of expert consultant to streamline adequate internal control systems to ensure efficiency of machinery and the result is positive.

FINANCIAL PERFORMANCE

During the year under Report your Company achieved a Operating Income (from Job Work) of Rs.313.63 Lacs as against Rs.478.95 Lacs in the previous year. Other Income earned during the year stood at Rs.37.09 lacs as against Rs.33.56 lacs in the previous year. The Profit before Depreciation and tax was Rs.153.55 Lacs as against Rs.296.72 Lacs in the previous year. The profit after Depreciation and Tax was Rs 70.48 lacs as against Rs.167.68 lacs in the year ended 31st March, 2009.

Your Company continuous to be a zero debt Company and dividend paying Company. The Company is also receiving interest on Loans to traders and suppliers. The Company has been paying Dividend from 2004 onwards.

CAUTIONARY STATEMENT

Statements in this Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be 'forward-looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. The Company undertakes no obligation to publicly update or revise any forward looking statements, whether as a result of new information, future events, or otherwise. Readers are cautioned not to place undue reliance on these forward looking statements that speak only as of their dates.

For and on Behalf of the Board

Place: Mumbai
Date: 23rd April, 2010

ASHOK M. MEHTA
Chairman & Managing Director

RISHABH DIGHA STEEL AND ALLIED PRODUCTS LIMITED

REPORT ON CORPORATE GOVERNANCE

1. Company's Philosophy on Code of Governance:

Your Company is fully committed to the principles of transparency, integrity and accountability in all spheres of its operations and has been practicing the principles of good corporate governance over the years. In keeping with this commitment, your Company has been upholding fair and ethical business and corporate practices and transparency in its dealings and continuously endeavours to review, strengthen and upgrade its systems and procedures so as to bring in transparency and efficiency in its various business segments.

Your Board of Directors present the Corporate Governance Report for the year 2009-10 based on the disclosure requirements under Clause 49 of the Listing Agreement existing as on 31st March 2010.

2. Board of Directors:

The Board of Directors of the company is composed of committed persons with considerable experience in varied fields. The Board is properly constituted as per Clause 49 of the Listing Agreement. The Chairman of the Board is a Executive Promoter Director and 1/2 of the Directors are Independent Directors.

None of the Directors on the Board is a Member of more than 10 Committees or Chairman of more than 5 Committees across all the Companies in which he is a Director. Necessary Disclosures regarding Committee positions in other Public Companies as on March 31, 2010 have been made by the Directors.

During the financial year ended 31st March, 2010, 7(Seven) Meetings of the Board of Directors were held as on 24/04/2009, 15/06/2009, 21/07/2009, 20/08/2009, 23/10/2009, 15/01/2010, and 19/01/2010.