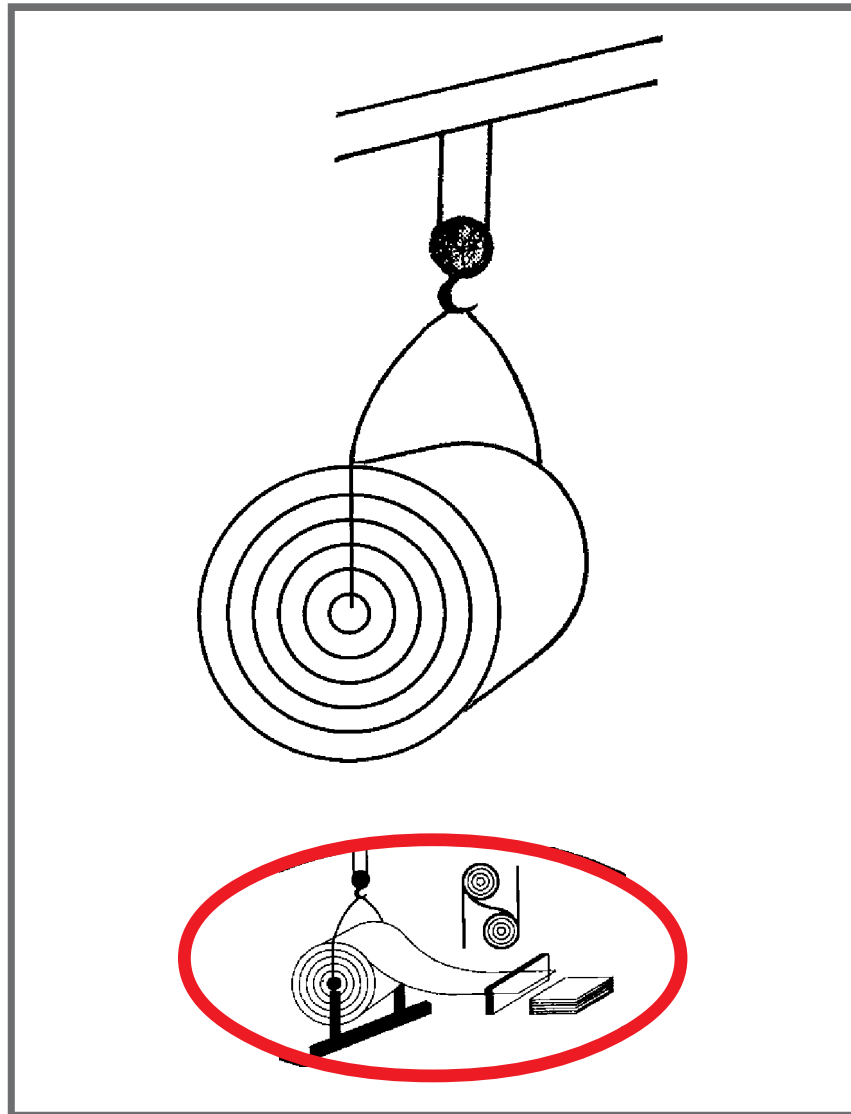


24TH ANNUAL REPORT 2014-2015



RISHABH DIGHA STEEL AND ALLIED PRODUCTS LIMITED

Regd. Office : Plot No. C-17/2, MIDC Ind. Area, Taloja, District Raigad, (Maharashtra).
Head Office : Giriraj, Ground Floor, Sant Tukaram Road, Iron Market, Mumbai - 400 009.
Tel.: 2348 1267, 2348 1268 • Telefax : 2348 1267
Email : info@rishabhdighasteel.com • Website : www.rishabhdighasteel.com
CIN No.: L15310MH1991PLC064563

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 SMT. KUMUD A.MEHTA (w.e.f. 07/08/2014) SHRI ANOPCHAND G.PAREKH (w.e.f. 07/08/2014)
BANKERS	:	BANK OF BARODA
AUDITORS	:	M/S.RONAK GADA & ASSOCIATES Chartered Accountants Mumbai
REGISTERED OFFICE	:	Plot No. C-17/2, MIDC Industrial Area, Taloja, Dist. Raigad-410208 (Maharashtra)
HEAD OFFICE	:	Giriraj Building, Ground Floor, Sant Tukaram Road, Iron Market, Masjid Bunder (East), Mumbai-400009
REGISTRARS & TRANSFER AGENTS FOR TRANSFER AND DEMATERIALIZATION	:	M/s.Universal Capital Securities Pvt. Ltd. 21, Shakil Niwas, Mahakali Caves Road, Andheri (East), Mumbai-400093

NOTICE

Notice is hereby given that the 24th Annual General Meeting of the members of Rishabh Digha Steel and Allied Products Limited will be held as detailed below:-

Day	:	Saturday
Date	:	26 th September, 2015
Venue	:	Registered Office at Plot No.C-17/2, MIDC Industrial Areaq, Taloja, Dist. Raigad (Maharashtra)
Time	:	10.30 A.M.

Agenda for the meeting will be as under:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Statement of Profit and Loss of the Company for the year ended 31st March, 2015 and Balance Sheet as on that date, Cash Flow Statement for the year ended 31st March, 2015 and Report of the Directors and Auditors thereon.
2. To declare Dividend on equity shares.
3. To Re-appoint M/s. Ronak Gada & Associates, Chartered Accountants (Membership No.146825) as Statutory Auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the next Annual General Meeting of the Company.

SPECIAL BUSINESS:

4. To appoint a Director in the place of Mr. Yash Ashok Mehta, who retires by rotation and is eligible for re-appointment
5. To Re-appoint Shri Ashok Mehta (DIN No. 00163206) as a Managing Director of the Company for further period of 3 years w.e.f.01st November, 2015 and in this regard to consider and if thought fit, to pass the following resolution with or without modifications as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 196, 197 & 203 of the Companies Act 2013 read with Schedule V of the said Act (including any amendment, modification, variation or re-enactment thereof), (Corresponding to Section 198, 269, 309 Schedule XIII to the Companies Act, 1956) and subject to approval of the Central Government, if any, the approval of the Company be and is hereby accorded to the re-appointment of Shri Ashok Mehta (DIN No. 00163206) as the Managing Director of the Company for a period of three years effective from 1st November 2015 on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this meeting.

The details of managerial remuneration payable to Shri Ashok M. Mehta as Managing Director are given below:

Salary : Rs.1,50,000/- per month.

Perquisites : Subject to a ceiling of 20 % of Annual Salary per annum.

Provident Fund : Company's contribution subject to ceiling of 12 % of the salary.

Gratuity : Not to exceed half month's salary for each completed year of service as may be permissible under the Income Tax Act, 1961 or the rules framed there under.

Medical benefit : For self and family reimbursement of expenses actually incurred the total cost of which to the Company shall not exceed one month's salary in a block of three years.

Leave : One month's leave with pay for every eleven month's of service.

Leave Travel : For self, wife and dependent children to and from any place in India once in a year, subject to the condition that only actual fares will be paid and no hotel expenses etc will be allowed.

Conveyance : Free use of Company's car with driver. The monetary value of the perquisite will be evaluated as per Income tax Rules, 1962.

Personal Accident : Personal Accident Insurance of an amount the premium of which does not exceed Rs.1000/- per annum.

Telephone : Free telephone facility at residence.

Club : Fee of club subject to a maximum of two club, provided that no life membership or admission fees is payable.

House Rent Allowance : Rs.50,000/- per month

Provided that the total amount of Managerial Remuneration including the above benefits and perquisites (excluding exempted Perquisites such as Provident Fund, Contribution, Gratuity and Leave Encashment as defined in Part II of Section II (B) of Chapter XIII) shall not exceed Rs. 2,50,000/- per month.

RESOLVED FURTHER THAT the draft of the agreement incorporating the terms of appointment as placed before the Meeting duly initialed by the Chairman for the purpose of identification be and is hereby approved and Shri. Ashwin P. Sanghvi be and is hereby authorised to sign and execute the said Agreement for and on behalf of the Company

RESOLVED FURTHER THAT in the event of any statutory amendments, modifications or relaxations by the Central Government to Schedule XIII to the Companies Act, 1956, the Board of Directors be and is hereby authorised to vary or increase the remuneration (including the minimum remuneration) within such prescribed limit or ceiling.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts things and deeds as may be necessary to give effect to the above resolution."

6. Re-appointment of Mr. Yash Ashok Mehta (DIN : 00163147) as an Executive Director, Marketing of the Company for further period of 3 years w.e.f. 01st November, 2015. And also And in this regard to consider and if thought fit, to pass, with or without modification, the following as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) thereof for the time being in force), the consent of the Company, be and is hereby accorded to the re-appointment and terms of remuneration, of Mr. Yash Ashok Mehta (DIN : 00163147) Whole time Director of the Company with effect from 1st November, 2015 for the further period of three years, upon the terms and conditions (including the remuneration to be paid in the event of loss or

inadequacy of profits in any financial year during the aforesaid period) as set out in the Explanatory Statement annexed to this Notice with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment/remuneration in such manner as may be agreed to between the Board and Mr. Yash Ashok Mehta (DIN : 00163147). The details of managerial remuneration payable to Mr. Yash Ashok Mehta (DIN : 00163147) as Executive Director, Marketing are given below:

Salary: Rs.1,00,000/- per month.

Perquisites : Subject to a ceiling of 20 % of Annual Salary per annum.

Provident Fund : Company's contribution subject to ceiling of 12 % of the salary.

Gratuity : Not to exceed half month's salary for each completed year of service as may be permissible under the Income Tax Act, 1961 or the rules framed thereunder.

Medical benefit : For self and family reimbursement of expenses actually incurred the total cost of which to the Company shall not exceed one month's salary in a block of three years.

Leave : One month's leave with pay for every eleven month's of service.

Leave Travel : To and from any place in India once in a year, subject to the condition that only actual fares will be paid and no hotel expenses etc will be allowed.

Conveyance : Free use of Company's car with driver. The monetary value of the perquisite will be evaluated as per Income tax Rules, 1962.

Personal Accident : Personal Accident Insurance of an amount the premium of which does not exceed Rs.1000/- per annum.

Telephone : Free telephone facility at residence.

Club : Fee of club subject to a maximum of two club, provided that no life membership or admission fees is payable.

House Rent Allowance : Rs.33,333/- per month.

Provided that the total amount of Managerial Remuneration including the above benefits and perquisites (excluding exempted Perquisites such as Provident Fund, Contribution, Gratuity and Leave Encashment as defined in Part II of Section II (B) of Chapter XIII) shall not exceed Rs. 2,50,000/- per month.

RESOLVED FURTHER THAT the draft of the agreement incorporating the terms of appointment as placed before the Meeting duly initialed by the Chairman for the purpose of identification be and is hereby approved and Shri. Ashwin P. Sanghvi be and is hereby authorised to sign and execute the said agreement for and on behalf of the Company.

RESOLVED FURTHER THAT in the event of any statutory amendments, modifications or relaxations by the Central Government to Schedule XIII to the Companies Act, 1956, the Board of Directors be and is hereby authorised to vary or increase the remuneration (including the minimum remuneration) within such prescribed limit or ceiling.

RESOLVED FURTHER THAT in case of absence or inadequacy of profit, salary and perquisites as above will be payable to Shri. Yash Ashok Mehta as minimum remuneration

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient and to do any acts, deeds, matters and things to give effect to this resolution.”

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 Statement pursuant to Section 102(1) of the Companies Act,2013 with respect to the special business set out in the Notice is annexed hereto.
3. The Dividend on Equity Shares, if any, as recommended by the Board of Directors of the Company, when approved at the Annual General Meeting of the Company will be paid on or after 10th October,2014.
4. Members are requested to notify immediately any change in their address.
5. The Register of Members and the Share Transfer Book of the Company will remain closed from 21st September, 2015 to 26th September, 2015 (both days inclusive).
6. Members desiring to submit mandates, to lodge transfer deed for shares are requested to forward the same so as to reach the Company's Registrars, M/s Universal Capital Securities Pvt. Ltd., 21, Shakil Niwas, Mahakali Caves, Andheri (East), Mumbai-400093.
7. In accordance with the provisions of Clause 49 of the Listing Agreement with the Stock Exchanges the particulars of Directors who are proposed to be re-appointed are given here under.
8. Members are requested to send their queries to the Company, if any, on Accounts at least 10 days before the Meeting.
9. 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.
10. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
11. Members/Proxies should bring the attendance slip duly filled in, for attending the Meeting. The Attendance slip is sent with this Annual Report.
12. In term of the provisions of Section 108 of the Companies Act,2013 read with Rule 20 of the Companies (Management and Administration) Rules,2014 and Clause 35B of the Listing Agreement, the Company is pleased to offer e-voting facility as an alternate to all its Members to enable them to exercise their right to vote by electronic means shortly.
13. The e-voting period commences on 23/09/2015 and ends on 25/09/2015. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 19/09/2015, may cast their vote electronically. The e-voting module shall also be disabled by CSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

14. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on, Friday, 23rd May, 2014.
15. Since the Company is required to provide members facility to exercise their right to vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 19/09/2015 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
16. The Scrutinizer shall within a period of not exceeding three(3) working days from the conclusion of the e-Voting period unlock the votes in the presence of at least two(2) 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.
17. The Results shall be declared on or after the 24th Annual General Meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL within two(2) days of passing of the resolutions at the 24th Annual General Meeting of the Company on 26th September, 2015 and communicated to the BSE Limited.
18. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, (Corresponding to Section 173(2) of the Companies Act, 1956) in respect of Special Business set out in the Notice is annexed hereto.
19. Additional information pursuant to Clause 49 of the Listing Agreement with Stock Exchange regarding the Directors who are proposed to be reappointed at the Annual General Meeting are provided in the Annexure to this Notice.
20. Recently, the Ministry of Corporate Affairs (MCA) , Government of India, through its Circular Nos. 17/2011 and 18/2011, dated April 21, 2011 and April 29, 2011 respectively, has allowed companies to send official documents to their shareholders electronically as part of its green initiatives in corporate Governance.

Recognizing the spirit of the circular issued by the MCA, we henceforth propose to send Documents like the Notice convening the general meetings, Financial Statements, Directors', Auditors' Report, etc to the email address provided by you with your depositories.

We request you to update your email address with your depository participant to ensure that the annual report and other documents reach you on your preferred email.

For and on behalf of the Board

Place: Mumbai

Date : 22/05/2015

ASHOK M. MEHTA
Din : 00163206
Chairman & Managing Director

Details of Directors seeking appointment/ re-appointment in forthcoming Annual General Meeting

(In pursuance of Clause 49 of the listing Agreements)

Name	Shri Yash Ashok Mehta
Age	31 Years
Date of Appointment	30/07/2004
Expertise in specific functional areas	Management Marketing and Software
List of Limited Companies in which outside Directorship held	Nil

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

The following statement sets out all material facts relating to the special Business mentioned in the accompanying notice.

ITEM NO. 5

Shri Ashok M. Mehta was appointed as Managing Director of the Company for a period of 3 years w.e.f 1st day of November, 2012 to 31st October, 2015. The Board of Directors in its Meeting held on 4th August, 2015 have decided to re- appoint Shri Ashok M. Mehta as Managing Director for a further period of three years w.e.f. 1st November, 2015 on expiry of his term on 31st October, 2018 at a remuneration not exceeding Rs.2,50,000/- per month (inclusive of perquisites and benefits as per details given in the text of the Resolution) . Shri Ashok. M. Mehta will be paid basic salary of Rs.1,50,000/- per month with other benefits and perquisites. The reappointment of Shri Ashok M. Mehta is subject to approval of the Members of the Company.

The information as required in Schedule XIII Part II Section II (B) is as under:

1. Payment of basic salary at the rate of Rs. 1,50,000/- per month plus benefits and perquisites (the exempted perquisites as per Para 2 of Section II (B) shall not be considered while evaluating the monetary benefits of the Perquisites). The total amount of managerial remuneration including perquisites and benefits shall however not exceed Rs.2,50,000/- per month. The remuneration and tenure of Shri Ashok M. Mehta as Managing Director has been recommended by the remuneration committee by way of Resolution to the Board of Directors of the Company.
2. The Company has not made any default in repayment of any of its debts or interest payable thereon for a continuous period of 30 days in the preceding Financial Year before the date of appointment of Shri Ashok M. Mehta as Managing Director. The Company has not accepted any deposits nor issued any debentures.

I. General Information

a) Nature of Industry

The Company is engaged in manufacturing and trading of steel and allied products and executes orders on job work basis for decoiling, straightening, sheering and cutting of various sizes of iron and steel coils which are used by steel, automobile and other industries.

b) **Date of commencement of commercial production**

The Company commenced commercial production in the year 1996.

c) **Financial performance of the Company**

The day to day management of the affairs of the Company are being looked after by Shri Ashok M. Mehta, Managing Director and Shri Yash Ashok Mehta, Executive Director-Marketing. The financial performance of the Company is as under: Financial Performance:

FINANCIAL RESULTS:

(Rs. In Lacs)		
Particulars	31st March, 2015	31st March, 2014
Operating Income (from Job Work)	113.30	107.09
Other Income	79.10	63.54
Profit (Loss) before Depreciation	48.96	39.42
Less : Depreciation	21.38	27.70
Profit / (Loss) after Depreciation	27.57	11.71
Less : Provision for Taxation	6.94	7.83
Less: Deferred Tax	4.29	-4.64
Less : Excess Provision for Tax PY	-	-
Profit / (Loss) after Taxation	16.33	8.52
Add : Amount brought forward from Previous Year	184.01	236.31
Amount available for appropriation	200.35	244.84
<u>Appropriations</u>		
Interim Dividend paid	-	-
Proposed Dividend	54.86	54.86
Dividend Distribution Tax	11.17	9.32
Transfer to Reserves	-	-
Prior Period Items	-	3.37
Balance carried to Balance Sheet (Profit/ (Loss) Account)	134.31	184.02

II. Information about the Appointee

a) **Back ground details**

- b) Shri Ashok M. Mehta has rich experience in trading and manufacturing of steel and allied products. During his tenure the Company has registered significant growth.

c) **Past remuneration**

- d) Shri Ashok M. Mehta was appointed as Managing Director of the Company for a period of 3 years w.e.f. 1st November, 2012 to 31st October, 2015 at a salary of Rs. 1,50,000/- per month plus perquisites and benefits. Shri Ashok M. Mehta has been instrumental in turnaround of the Company. The Company has further diversified its business which will entail higher responsibilities on Shri Ashok M. Mehta.

e) **Recognition or awards**

f) During his tenure as Managing Director, the Company has not received any award.

g) **Job Profile and his suitability**

h) As a Managing Director, Shri Ashok M. Mehta will be responsible for management of the day to day affairs of the Company and will be discharging his responsibilities under overall control, guidance and supervision of the Board of Directors of the Company. Shri Ashok. M. Mehta possesses wide and rich experience and is best suited for steering the growth of the Company.

i) **Remuneration proposed**

j) The managerial remuneration of Shri Ashok M. Mehta will be basic salary at the rate of Rs.1,50,000/- per month plus benefits and perquisites (the exempted perquisites as per Para 2 of Section II (B) shall not be considered while evaluating the monetary benefits of the Perquisites). The total amount of managerial remuneration including perquisites and benefits shall however not exceed Rs.2,50,000/- per month.

k) **Comparative Remuneration profile with respect to Industry, size of the Company etc.,**

l) The Steel Industry comprises of organised sectors with pre-dominance of widely scattered producers in un-organised sector. Hence the comparative remuneration figures are not available. 11

m) **Pecuniary relationship directly or indirectly with the Company or relationship with the Managerial personnel**

n) Mr. Yash Ashok Mehta, Executive Director – Marketing of the Company is Mr. Ashok Mehta's Son.

III. **Other information**

Under the guidance of Shri Ashok M. Mehta, the Company has taken series of measures to improve its profitability. The Company has performed well and has sound financial track record. The continuation of Shri Ashok M. Mehta as Managing Director will further stimulate the growth of the Company.

Your Directors recommend the approval of proposed Resolution by the Members.

None of the Directors other than Shri Ashok M. Mehta and Shri. Yash A. Mehta are interested in the Resolution.

ITEM NO. 6

Shri Yash Ashok Mehta was appointed as Executive Director - Marketing of the Company for a period of 3 years from 1st day of November, 2012 to 31st August, 2015. The Board of Directors in its Meeting held on 4th August, 2015 have decided to re- appoint Shri Yash Ashok Mehta as Executive Director - Marketing for a period of three years w.e.f. 1st November, 2015 on expiry of his term at a remuneration not exceeding Rs.2,50,000/- per month (inclusive of perquisites and benefits as per details given in the text of the Resolution). Shri Yash Ashok Mehta will be paid basic salary of Rs.1,00,000/- per month and other benefits and perquisites. The reappointment of Shri Yash Ashok Mehta is subject to approval of the Members of the Company.

The information as required in Schedule XIII Part II Section II (B) is as under: