



# R. R. SECURITIES LIMITED

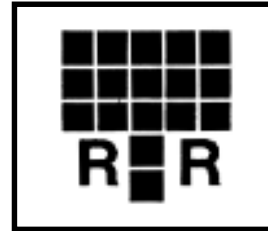
203, Supath Apartment,  
Near Vijay Char Rasta,  
Navrangpura, Ahmedabad-380009.

OUR COMPANY'S CIN REGISTRATION NUMBER IS L65910GJ1993PLC020169

## FORM A

No.	Particulars	Details
1.	Name of the Company	R R Securities Limited
2.	Annual standalone financial statements for the year ended	31 <sup>st</sup> March, 2014
3.	Type of Audit observation	Not Applicable
4.	Frequency of observation	Not Applicable
5.	To be signed by: <ul style="list-style-type: none"><li>• Director</li><li>• Chief Financial Officer</li><li>• Audit Committee Chairman</li><li>• Auditors of the Company</li></ul>	<p>Mr. Rajendra B Shah <i>Rajendra B Shah</i></p> <p>Mrs. Rita R Shah <i>shah R.R</i></p> <p>Mr. Manish G Patel <i>Manish G Patel</i></p> <p>For, Nirav A. Patel &amp; Associates FRN NO 135076W <i>Nirav Patel</i></p> <p>Mr Nirav Patel Proprietor MEMBERSHIP NO. 151282</p>

# R. R. SECURITIES LIMITED



**21**

ST ANNUAL REPORT 2013-2014

COMPANY REGN. NO.: 04-20196  
CIN : L65910GJ1993PLC020169

**R. R. SECURITIES LIMITED**

**TWENTY FIRST ANNUAL GENERAL MEETING PROGRAMME**

DATE : 30<sup>TH</sup> SEPTEMBER, 2014  
DAY : TUESDAY  
TIME : 11.30 A.M.  
VENUE : 203, SUPATH,  
NEAR VIJAY CHAR RASTA,  
NAVRANGPURA, AHMEDABAD - 380 009.

**NOTE TO SHAREHOLDERS :**

As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Shareholders are requested to kindly bring their copies to the meeting.

**CONTENTS :**

- 1) Board of Directors and Other Information
- 2) Notice
- 3) Directors' Report and Corporate Governance Report
- 4) Secretarial Compliance Certificate
- 5) Auditors' Report
- 6) Balance Sheet
- 7) Profit & Loss Account
- 8) Schedules to Balance sheet & Profit Loss Account
- 9) Notes to the Accounts
- 10) Balance Sheet Abstract & Company's General Business Profile
- 11) Cash Flow Statement pursuant to Clause 32 of the Listing Agreement
- 12) Auditors Report to Cash Flow Statement
- 13) Attendance Sheet & Proxy Form

## **R.R. SECURITIES LIMITED**

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### **BOARD OF DIRECTORS**

Shri Rajendra B. Shah	Chairman & Managing Director
Smt. Rita R. shah	Director
Shri Ajitsinh. K. Chavda.	Director
Shri Manish Girishbhai Patel	Additional Director

### **COMPANY LAW CONSULTANT**

M/s Kamlesh M. Shah & Co.,  
Company Secretaries,  
801 – A, Mahalay Building,  
Opp. Hotel President,  
Off. C.G. Road,  
Ahmedabad – 380 009

### **BANKERS OF THE COMPANY**

**The Jammu & Kashmir Bank Ltd**  
Ground Floor, Pareseema Annexe,  
C.G.Road . Ahmedabad

**Kalupur Commercial Co.op.Bank Limited**  
Memnagar Branch, Ahmedabad.

**IDBI BANK LIMITED**  
Off: C. G Road, Ahmedabad-380009

### **STATUTORY AUDITORS**

M/S Nirav A. Patel & Associates  
Chartered Accountants  
Ahmedabad

### **LISTING AT**

<b>AHMEDABAD</b>	<b>MUMBAI</b>
The Stock Exchange Ahmedabad Kamdheni Complex, Nr. Panjarapole, Ambawadi, Ahmedabad 380 015	The Stock Exchange Mumbai P.J. Towers, Dalal Street, Fort, Mumbai 400 001

### **REGISTERED OFFICE**

203, Supath Apartment,  
Vijay Char Rasta,  
Navrangpura,  
Ahmedabad 380 009

### **COMPLIANCE OFFICER**

Rajendra. B. Shah.  
203, supath Vijay,  
Char Rasta. Navrangpura,  
Ahmedabad 380 009

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**R. R. SECURITIES LIMITED**

**R.R. SECURITIES LIMITED**  
**CIN: L65910GJ1993PLC020169**

**NOTICE**

(Note : The business of meeting may be transected through electronic voting system. For detailed information please refer instructicon for e-voting)

NOTICE is hereby given to the Members of the R.R. SECURITIES LIMITED that 21st Annual General Meeting of the Members of the Company will be held on TUESDAY, the 30th September, 2014 at 11.30 A.M. at the Registered Office of the Company at 203, Supath Apartment, Near Vijay Char Rasta, Navrangpura, Ahmedabad: 380 009 to transact the following business :

**ORDINARY BUSINESS :**

- (1) To Receive, Consider, Approve and Adopt the Audited Statement of Accounts i.e. The Audited Balance Sheet as at 31/03/2014, the Profit & Loss Account for the year ended on that date and the Report of the Auditors and Directors thereon.
- (2) To Appoint a Director in place of Shri Rajendra B. Shah who retires by rotation and being eligible offers himself for reappointment.
- (3) To Consider and if thought fit to pass with or without modification following Resolution as an ORDINARY RESOLUTION:

RESOLVED THAT pursuant to provisions of Section 139 (1) and other applicable provisions of the Companies Act 2013 (Corresponding provisions of Section 224(1B) of the Companies Act 1956) read with Rule 4 and 6 of the Companies (Audit and Auditors) Rules 2014 as in force, the consent of the members of the Company be and is hereby accorded to the Appointment of M/s. Nirav A Patel & Associates, a firm of Chartered Accountants (CA FIRM Registration Number: 135076W and CA Member No: 151282), as Statutory Auditors of the Company for the next three financial years i.e. for the financial years 2014-15, 2015-16 and 2016-17 and to fix their remuneration as per section 139(2) of the Companies Act 2013.

**SPECIAL BUSINESS :**

- (4) To Consider and if thought fit to pass following resolution as Ordinary Resolution.

To appoint Mr. Manish G. Patel (holding DIN 00745013) as a Director of the Company.

RESOLVED THAT pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (corresponding to Section 260 of the Companies Act, 1956) and the relevant article of Articles of Association of the Company Mr. Manish G. Patel (holding DIN 00745013) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 1st June, 2011 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director , be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation.

RESOLVED FURTHER THAT particulars of appointment as Director of Mr. Manish G. Patel be entered in the statutory Register of Directors maintained by the company under section 170 of the Companies Act 2013 and all other statutory records of the company.

## **R. R. SECURITIES LIMITED**

RESOLVED FURTHER THAT Mr. Rajendra B. Shah, Chairman and Director (DIN: 00394284-00394290) of the company be and is hereby authorized, empowered and instructed to file necessary form in the office of the Registrar of Companies under his digital signature, and Mr Kamlesh M. Shah , a Practicing Company Secretary of M/s. Kamlesh M. Shah & Co., be and is hereby requested to certify such forms under his digital signature, and also to intimate all other statutory authorities in time about changes in the constitution of the board of directors of the company within time with necessary supporting documents.

**DATE : 30th May, 2014**  
**PLACE : AHMEDABAD**

**BY ORDER OF THE BOARD OF DIRECTORS**  
**OF R.R. SECURITIES LIMITED**

**SD/-**  
**(RAJENDRA B. SHAH)**  
**CHAIRMAN AND DIRECTOR**

**The Register of Members of the Company will remain closed from 22/09/2014 TO 30/09/2014 (both days inclusive).**

### **NOTES :**

- 1) A Member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote and that a proxy need not be a member of the company.
- 2) Proxies in order to be effective must be received at the Company's Registered Office not less than 48 hours before the meeting. Proxies submitted on behalf of limited companies, societies, Trusts, etc., must be backed by appropriate resolution / authority as applicable, issued on behalf of the nominating organization.
- 3) A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- 4) The Register of members and share transfer books of the Company shall remain closed from 22/09/2014 TO 30/09/2014 (Both days inclusive) as per the provisions of section 154 of the Companies Act 1956 and the provisions of the Clause 16 of the Listing Agreement.
- 5) Members desiring any information on accounts are requested to write to the Company 7 days before the meeting to enable the management to keep the information ready Shareholders holding shares in physical form are requested to advise any change of address immediately to Company's Registrar and Share Transfer Agent, LINK INTIME INDIA (P) LIMITED. Shareholders holding shares in electronic form must advise to their respective depository participants about change in address and not to company.
- 6) All shareholders are requested to dematerialize their shareholding immediately as the shares are traded compulsorily in demat segment only.

## **R. R. SECURITIES LIMITED**

- 7) 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 the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
- 8) All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company
- 9) The Notice of the Annual General Meeting and Annual Report of the Company for the year ended 31st March, 2014 is uploaded on the Company's website [www.rrsecurities.com](http://www.rrsecurities.com) and may be accessed by the members.
- 10) Electronic copy of the Annual Report for 2013-14 is being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2013-14 is being sent in the permitted mode.
- 11) Electronic copy of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

### **Instructions for e-voting :**

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 read with clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote at the 21st Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

### **In case of members receiving e-mail :**

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" i.e. R R SECURITIES LIMITED from the drop down menu and click on "SUBMIT"
- (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,

## R. R. SECURITIES LIMITED

- c. Members holding shares in Physical Form should enter Folio Number registered with the Company. (6 Digit Alpha-Numeric)
- (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 below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<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></ul>
	<ul style="list-style-type: none"><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>
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.
	<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.</li></ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.



## **R. R. SECURITIES LIMITED**

- (xi) Click on the EVSN for the relevant <Company Name> i.e. The R R SECURITIES 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 changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
  - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - 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.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

### **In case of members receiving the physical copy :**

Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

### **General Instructions :**

- a. The voting period begins on 26th September 2014 at 9.00 a.m. and ends on 28th September, 2014 at 6.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of (record date) of 29th August 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- b. 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

## **R. R. SECURITIES LIMITED**

www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

- c. Mr.Kamlesh. M. Shah, Practicing Company Secretary, (Membership No. A8356 and COP No. 2072) (Address: 801-A, Mahalay Complex, Opp: Hotel President, B/ h. Fairdeal House, Swastik Cross Roads, Navrangpura, Ahmedabad: 380 009, Gujarat, India, has been appointed as the Scrutinizer to scrutinize the evoting process in a fair and transparent manner.
- d. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock 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.
- e. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.rrsecurities.com and on the website of CDSL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to the ASE and BSE Limited.

### **INFORMATION ABOUT THE DIRECTORS WHO ARE PROPOSED TO BE APPOINTED/ RE-APPOINTED AT THE 21ST ANNUAL GENERAL MEETING AS PER CLAUSE 49 OF THE LISTING AGREEMENT FORMING PART OF THE NOTICE CONVENING THE ANNUAL GENERAL MEETING OF THE COMPANY.**

<b>Particulars</b>	<b>Mr. Rajendra Babulal Shah</b>
Director Identification Number.	00394384
Date of Birth.	27/08/1960
Age.	54 Years
Educational Qualification.	Company Secretary
Experience (No. of Years)	26 years
Business field in which Experience.	Edible oil manufacturing and marketing, Real Estate Development
Date of Appointment as Director in the Company	10/09/1993
Directorship held in any other Company.	Akash Agro Industries Limited R B Shah Projects Private Limited Shree Proteins Private Limited
Member of any Committees of the Directors in the Company.	Audit Committee Stakeholders Relationship Committee Remuneration Committee
Member of any committees of the Directors in other Companies with names of the Company.	N.A.
Member of any Trade Association/ Charitable Organization/ NGOs etc.	N.A.

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<b>Particulars</b>	<b>Mr. Manish Girishbhai Patel</b>
Director Identification Number.	00745013
Date of Birth.	22/07/1966
Age.	48 Years
Educational Qualification.	B. Sc.
Experience (No. of Years)	25 years
Business field in which Experience.	Edible oil manufacturing and marketing, Real Estate Development
Date of Appointment as Director in the Company	01/06/2011
Directorship held in any other Company.	Akash Agro Industries Limited Shree Proteins Private Limited
Member of any Committees of the Directors in the Company.	Audit Committee Stakeholders Relationship Committee Remuneration Committee
Member of any committees of the Directors in other Companies with names of the Company	N.A.
Member of any Trade Association/ Charitable Organization/ NGOs etc.	N.A.

## **R. R. SECURITIES LIMITED**

**AN EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 TO THE RESOLUTIONS MENTIONED UNDER THE HEAD SPECIAL BUSINESS OF THE NOTICE CONVENING THE 21ST ANNUAL GENERAL MEETING.**

### **ITEM NO 4 : APPOINTMENT OF MR. MANISH G. PATEL AS A DIRECTOR OF THE COMPANY**

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the relevant article of Articles of Association of the Company, Mr. Manish G. Patel as an Additional Director of the Company.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Manish G. Patel for the office of Director of the Company. Mr. Manish G. Patel is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

The Board considers that the appointment of Mr. Manish G. Patel as a Director of the Company would be of immense benefit to the Company keeping in view his vast expertise and knowledge. Accordingly, the Board of Directors recommends his appointment as a Director of the Company whose period of office is liable to determination by retirement of directors by rotation.

Except Mr. Manish G. Patel, no other Directors may be deemed to be interested or concerned in the proposed resolution.

**DATE : 30th May, 2014  
PLACE : AHMEDABAD**

**BY ORDER OF THE BOARD OF DIRECTORS  
OF R.R. SECURITIES LIMITED**

**SD/-  
(RAJENDRA B. SHAH)  
CHAIRMAN AND DIRECTOR**

**REPORT ON CORPORATE GOVERNANCE**

**MANAGEMENT PERCEPTION ON CORPORATE GOVERNANCE :**

The company believes that good Corporate Governance practices enable the Board to direct and control the affairs of the company in an efficient manner. Your Company conducts its affairs in a fair, transparent and professional manner. As such, the company steps to put in place the system of Corporate Governance as per the guidelines provided in Clause 49 of the Listing Agreement. Further with the formation of the various committees within the organizations, the company also complies with various provisions of the Companies Act, 1956 as well as SEBI and Stock Exchange requirements. As per the norms prescribed under Listing Agreement being applicable to the company and in compliance to Section 177 of Companies Act, 2013 (section 292A of Companies Act, 1956), the company had complied with the code of corporate governance on 31st March, 2014.

**BOARD COMPOSITION :**

Name of the Director	Designation	Type	Executive/ Non Executive
Mr. Rajendra B. Shah	Chairman And Director	Promoter Director	Non-Executive
Ms. Ritaben R. Shah	Director	Promoter Director	Non-Executive
Mr. Ajitsingh K. Chavda	Director	Independent Director	Non-Executive
Mr. Manish Girishbhai Patel	Director	Independent Director	Non- Executive

**DETAILS OF OTHER DIRECTORSHIP/COMMITTEE MEMBERSHIP OR CHAIRMAN OF ANY COMMITTEE IN OTHER COMPANIES :**

Sr No.	Name of Directors	Directorship in other Company	Whether Directorship/ Chairman or Member of any Other Company?
1.	R. B. Shah	Akash Agro Industries LTD Shree Proteins Pvt Ltd R B Shah Projects Pvt Ltd	No Chairmanship or Member of any Committee of any other Company
2.	Manish Girishbhai Patel	Akash Agro Industries LTD Shree Proteins Pvt Ltd.	No Chairmanship or Member of any Committee of any other Company
3.	Ms. Ritaben R. Shah	NIL	No Chairmanship or Member of any Committee of any other Company
4.	Mr. Ajitsingh K. Chavda	NIL	No Chairmanship or Member of any Committee of any other Company

**Note :** None of the above mentioned Directors hold directorship in more than 15 Public Limited Companies.

## **R. R. SECURITIES LIMITED**

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### **COMPOSITION OF COMMITTEES :**

#### **A. AUDIT COMMITTEE :**

Brief description of the terms of reference for a qualified and independent audit committee has been set up by the board. The terms of reference of the Audit Committee include;

- a. Review of quarterly and half yearly financial results with the management and the statutory auditors;
- b. Review with the management and statutory auditors of the annual financial statements before submission to the Board;
- c. Review with the management, statutory auditors and the internal auditors about the nature and scope of audits and of the adequacy of internal control system;
- d. Consideration of the reports of the internal auditors and discussion about their findings with the management and suggesting corrective actions wherever necessary;
- e. Review of the financial report process and disclosure of financial information;
- f. Review of the adequacy of the internal audit function;
- g. Look into the reasons for any substantial defaults in payments to the depositors, shareholders, creditors, if any;
- h. Recommending the appointment and removal of External Auditors, fixation of audit fees and approval for payment for any other services;
- i. Authority to investigate into any matter covered by section 292A of the Company Act, 1956;
- j. Reviewing the Company's financial and risk management policies

#### **A. AUDIT COMMITTEE :**

	<b>Name</b>	<b>Type</b>
1.	Mr. Manish Girishbhai Patel	Chairman
2.	Mr. Rajendra B. Shah	Member
3.	Mr. Ajitsinh K. Chavda	Member

#### **FUNCTIONS OF AUDIT COMMITTEE :**

The Audit Committee is headed by Mr. Manish G. Patel as Chairman and includes other director Mr. Rajendra B. Shah & Mr. Ajitsinh K Chavda. The Committee is regularly giving feed back on daily financial and accounting position of the company to the Board.

The Committee meets at least once in every quarter and prepare its minutes on the proceedings and business discussed, transacted. All committee Reports and minutes are placed before the Board in all its meetings for information, guidance, directions and taking the same on record.

## **R. R. SECURITIES LIMITED**

Other functions, powers, duties etc. of the committee are defined taking in to account the legal provisions of the Listing Agreement and the same are kept flexible to be decided by the Board from time to time.

### **ESTABLISHMENT OF THE INTERNAL AUDIT SYSTEM :**

The company has already established the Internal Audit System under the Chairmanship of the Audit Committee. The Managing Director and the Chief Financial Officer of the company both are jointly responsible for giving full accounts to the committee including to carry out any suggestions of the committee. The audit system ensures proper financial control and accounting of the transactions as per the established accounting standards.

### **B. STAKEHOLDERS RELATIONSHIP COMMITTEE :**

#### **FUNCTIONS OF STAKEHOLDERS RELATIONSHIP COMMITTEE :**

This Committee looks in to all aspects and business related to Shares and retail investors. The Committee also looks after the Dematerialization process of equity shares.

The Committee is also empowered to keep complete records of Shareholders, Statutory Registers relating to Shares and Securities, maintaining of the complete records of Share Demated, Investors Grievances and complaints received from investors and also from various agencies.

The Committee also take advise and seek legal opinions from advocates to look after the legal cases and problems relating to the investors, shares etc.

The Committee meets every month to approve all the cases of shares demat, transfer, issue of duplicate and resolution of investors complaints, submission of information to various statutory authorities like NSDL/CDSL, SEBI, Stock Exchanges, Registrar of Companies periodically and from time to time.

Other functions, roles, duties, powers etc. have been clearly defined in line with the Clause 49 of the Listing Agreement and are kept flexible for modification by the Board from time to time.

#### **COMPOSITION OF STAKEHOLDERS RELATIONSHIP COMMITTEES :**

	<b>Name</b>	<b>Type</b>
1.	Mr. Manish Girishbhai Patel	Chairman
2.	Mr. Rajendra B. Shah	Member
3.	Mr. Ajitsinh K. Chavda	Member

### **C. REMUNERATION COMMITTEE :**

During the year remuneration paid to director Smt. Rita R. Shah as per temrs of appointmnet amounting to Rs. 2,04,000. Except this no remuneration or commission in profit was given to Independent and Non-Executive Directors in terms of Commission or Sitting Fees. No

## R. R. SECURITIES LIMITED

Employees or Key Manager Persons were given ESOP or Employee Stock Option Scheme (ESOS) during the year.

	Name of the Director	Commission	Sitting Fees
1	Mr. Rajendra B. Shah	1NIL	NIL
2	Ms. Ritaben R. Shah	NIL	NIL
3	Mr. Ajitsingh K. Chavda	NIL	NIL
4	Mr. Manish Girishbhai Patel	NIL	NIL

### COMPOSITION OF REMUNERATION COMMITTEE :

	Name	Type
1	Mr. Manish Girishbhai Patel	Chairman
2	Mr. Rajendra B. Shah	Member
3	Ms. Ritaben R. Shah	Member

### NO. OF BOARD AND COMMITTEE MEETINGS HELD DURING THE YEAR :

Name of the Committee	No. of Meetings held
Board	6
Audit Committee of Board	4
Stakeholders Relationship Committee	12
Remuneration Committee	1

### ATTENDANCE OF THE DIRECTORS IN VARIOUS MEETINGS :

	Name of the Director	Board Meeting	ACB Meeting	IGCB Meeting	RC Meeting
1	Mr. Rajendra B. Shah	6	4	12	1
2	Ms. Ritaben R. Shah	6	-	-	1
3	Mr. Ajitsingh K. Chavda	6	4	12	-
4	Mr. Manish Girishbhai Patel	6	4	12	1

### DIRECTORS PRESENT AT THE LAST ANNUAL GENERAL MEETING- DATED 30TH SEPTEMBER 2013 :

1	Mr. Rajendra B. Shah	Chairman & Director
2	Ms. Ritaben R. Shah	Director
3	Mr. Ajitsingh K. Chavda	Director
4	Mr. Manish Girishbhai Patel	Additional Director



## R. R. SECURITIES LIMITED

### DETAILS OF ANNUAL GENERAL MEETINGS HELD DURING THE LAST 5 FINANCIAL YEARS :

1.	September 30, 2013	203, Supath, Vijay Char Rasta, Navrangpura, Ahmedabad-380009
2.	September 29, 2012	203, Supath, Vijay Char Rasta, Navrangpura, Ahmedabad-380009
3.	September 30, 2011	203, Supath, Vijay Char Rasta, Navrangpura, Ahmedabad-380009
4.	September 30, 2010	203, Supath, Vijay Char Rasta, Navrangpura, Ahmedabad-380009
5.	September 30, 2009	203, Supath, Vijay Char Rasta, Navrangpura, Ahmedabad-380009

### INVESTORS SERVICES :

Press Releases and Financial Results are made available on the website of the Company i.e. [www.rrsecurities.com](http://www.rrsecurities.com). For the grievances of our investors the company has designated an e-mail id for investors i.e. [investors\\_rrsl@yahoo.com](mailto:investors_rrsl@yahoo.com).

### WEBSITE :

[www.rrsecurities.com](http://www.rrsecurities.com) contains a sub menu on investor relations. It carries comprehensive information of interests to our investors including on the results of the company, quarterly report on corporate governance, quarterly shareholding patterns, Annual Reports, business activities of the company as well as corporate actions made by the company. Website is updated time to time for the investor's information and awareness.

### PASSING OF THE RESOLUTIONS BY POSTAL BALLOT SYSTEM :

The Company had not passed any resolution by means of Postal Ballot at the last Annual General Meeting. The Company had during the financial year not passed any resolutions by means of Postal Ballot system.

### MANAGEMENT DISCUSSION AND ANALYSIS :

Statement in this Management Discussion and Analysis of Financial Condition and Results of the Company describing the company's objectives expectations or predictions may be forward looking within the meaning of applicable securities laws and regulations forward looking statements are based on certain assumptions and expectations of future events.

The company can not guarantee that these assumptions and expectations are accurate or will be realized. The company assumes no responsibility to publicly amend, modify or revise forward looking statements, on the basis of any subsequent developments, information or events, actual results may differ materially from those expressed in the statement. Important factors that could influence the company's operations include interconnect usage charges, determination of tariff and such other charges and levels by the regulatory authority, charges in government regulations, tax laws, economics developments within the country and such factors globally.

The financial statements are prepared under historical cost convention, on accrual basis of

## **R. R. SECURITIES LIMITED**

accounting, and in accordance with the provision of the Companies Act, 1956(the Act) and comply with the Accounting Standards notified under section 211(3C) of the Act read with Companies (Accounting Standard) Rules, 2006. The management of R. R. Securities Limited has used estimate and judgments relating to the financial statements on a prudent and reasonable basis, in order that the financial statements reflect in a true and fair manner, the state of affairs and loss for the years.

The following discussion on our financial condition and result of operations should be read together with our financial statements and the notes to these statements included in the Annual Report.

### **(a) PRESENT STRENGTH OF THE COMPANY :**

Company has engaged in business of investment and acquiring or otherwise and hold sell, by or otherwise deal in shares, debentures, debenture stocks, bonds, units, obligations and securities issued or guaranteed by Indian or foreign governments, states, dominions, sovereigns, municipalities or public authorities or bodies and by any company, corporation, firm or person whether incorporated in India or elsewhere and to manage investment pools. Company has also engaged in business of real estate. Once, the market is identified, the management is hopeful of making optimum use of the fixed assets available in the company. R.R. Securities Limited has team of experience and result oriented entrepreneurs and businessman. The promoters has varied experience in line of financial Services and conversant with intricacies and nuances of the trade. The main promoter Mr. Rajendra Babulal Shah is a qualified Company Secretary. He has experience in the matter of Company Law, Finance and Stock and Shares.

The Company is in process to find appropriate persons with adequate exposure and experience in the field of finance, company law, marketing, Banking and investment for the appointment in the company, So Company can increase its business activities and increase its profitability in the coming years.

Financial Performance of the Company for the last Three Year as following :

*(Amount in Rs.)*

	<b>Mar 13</b>	<b>Mar 12</b>	<b>Mar 11</b>
Sales	11,41,282	0	11,10,220
Total Income	25,17,914	16,77,119	39,85,642
Expenditure	24,30,440	13,79,182	27,70,044
Profit before Tax	87,474	2,97,937	12,15,598
Prov for Tax	35,000	44,000	02,34,000
Profit aft Tax	68,512	2,55,917	09,82,090
Share Capital	3,01,81,000	3,01,81,000	3,01,81,000

In the last three years Company has made profit and by utilizing resources, manpower as well as experience of the management team of the company, Company will make good profit in the Coming year. The Net Profit Ratio on capital employed is also increasing day by day. The Company is expecting to earn 10% return on total capital employed

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## R. R. SECURITIES LIMITED

in the near future. The Company has also made and investment in Prarthana Upvan Land located at 15 KM away from Ahmedabad, World Business House and office building located at prestigious area at Ahmedabad.

**(b) FUTURE OUT LOOK :**

The Indian Financial System will be playing a key role in implementation of various financial activities. The future year will be the great for the Company to make adequate profit. Company has made investments in various mutual funds like Birla Infrastructure Funds, Reliance Equity Funds, Fedility India Special Funds, ICICI Prudential LIQ. Fund etc.

**(c) COMPANY'S ACTION PLAN :**

Following are whole business operations are going on with a great level of dedication and with the cordial support of all Management team, we expect a great business toward the Company's stakeholders.

R.R. Securities Limited has team of experience and result oriented entrepreneurs and businessman. The promoters has varied experience in line of Financial Services and conversant with intricacies and nuances of the trade. The main promoter Mr. Rajendra Babulal Shah is a qualified Company Secretary. He has experience in the matter of Company Law, Finance and Stock and Shares.

The Company currently operates as providing miscellaneous financial Services and investing in various securities like shares, debentures, stocks, mutual funds etc and company has also made an investment in real estate. Now the Company is in process of acquiring the Ready made House and Office properties like Flat, Buildings or Offices at the main places and give on rental basis to gathering the revenue for the meeting of daily expenses of the company.

**MEANS OF COMMUNICATIONS :**

**A] ESTABLISHMENT OF INTERNAL MANAGEMENT INFORMATION SYSTEMS**

The company has established the Management Information System (MIS) whereby each and every functional department submits their performance reports and any type, nature, description of problems to their Functional heads. The functional heads have autonomy for redressal of problems and HRD problems or functional problems at their own level. Any problems requiring policy decisions are being intimated to Audit Committee for redressal or amendments in the policy and procedures. The progress reports are being regularly on monthly basis intimated to the Audit Committee through the Financial Officer of the company who in turn put the same to Audit Committee meetings. All the Investors' grievances or share department related queries are addressed to the Compliance Officer who in turn put the same before the Stakeholders Relationship Committee.

**B] INFORMATION SYSTEM BETWEEN COMMITTEES AND THE BOARD**

Both Audit Committee and Stakeholders Relationship Committee receive periodical regular information from the concerned functional heads, after resolutions of all the problems communicate back the same to functional heads for further communications.

## **R. R. SECURITIES LIMITED**

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The progress report and minutes of all meetings held of both the committees are being placed before the Board for information and taking the same on records.

### **C] INFORMATION SYSTEM BETWEEN THE COMPANY AND INVESTORS AND OTHER STAKE HOLDERS.**

The company is regularly taking on record the unaudited financial results on quarterly basis as per requirements of the Clause 41 of the Listing Agreement. The material information relating to the business of the company are being intimated to the Stock Exchange who in turn publish the same in their daily official bulletin. The Audited Financial Balance Sheet is being dispatched to all shareholders in time at their registered addresses.

### **CORPORATE SOCIAL RESPONSIBILITY :**

The Company continues to strive for sustainability in their operations by promoting the integration of CSR into their business strategy as well as everyday functioning. During the year under review they focused on areas namely,

#### **ENVIRONMENT :**

The company communicates with its shareholders and general public through e-mails as per new Circular issued by the Act, hence the company has reducing paper consumption. Company has also maintain its own Website on which proper data regarding Company like results, Corporate Actions, Performance etc are available for the investors and general public.

#### **VIGILLANCE MECHANISM :**

##### **A. OVER COMING BARRIERS OF CURRENT OPERATIONS :**

This system is established under the chairmanship of Shri Rajendra B. Shah and he will be further assisted by chief operational officer (COO) and chief financial officer (CFO). The company's operational department ensures whistle blower upon failure / shut down or breaks down of business services supply systems and service utilities of its sports academy and entertainment division. Upon such intimation the company has established the systems for identifying the reasons for failure in continuous supply of business services, find out remedial action and to restore the services within minimum possible time so as to reduce overall business loss as well as the financial losses. In addition the Company has established data back up systems on CDs, DVDs, and is also in the process of hiring the data warehouse for retrieval of the various entertainment contents shoot and recorded on the Digital media. The Company is also planning to hire the Data warehouse center to securely warehouse all important entertainment related contents in digital forms safely.

The CFO blows the whistle upon any possible financial crunch or over/extensive financial liabilities. The short term financial management system ensures overcoming any unforeseen liabilities through overdrafts on deposits or temporary borrowing on Inter Corporate deposits basis. The long term financial planning ensures productive use of long term financial funds. The company as far as possible ensures making separation in usage of short term and long term funds.

##### **B. POSSIBLE THREATS TO FINANCIAL SYSTEMS :**

The company operates in a multimedia and entertainment industry wherein the com-

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## **R. R. SECURITIES LIMITED**

pany is required to make heavy financial investment in products, high cost of manpower which are basically in the nature of revenue (Short Term) but the product being generated is of long term usage and can be marketed over the years which generates revenue in years. Further the company also faces threats of possible shortage of short term funds due to non completion of final products or delay in completion of the final products. Any financial problems are being met through short financial borrowing from open market or by way of barter system marketing arrangements.

### **C. MANAGEMENT'S ACTION PLANS - (TO OVERCOME POSSIBLE SYSTEM FAILURES) :**

These are the areas which are difficult for any management to overcome and control. Even though the company's HRD and technical department ensures performance appraisal of manpower which to some extent help in eliminating this risk.

### **DISCLOSURES :**

#### **A) MATERIALLY RELATED PARTY TRANSACTIONS :**

Except all the Directors of the Company being relatives of each other, there are no other related party transactions. There are no other Group/ Associate Concerns, Companies under the same management. During the year as there was no commercial business activities, there was no related party transactions within the company. However, Name of the Related Party & description of the relationship are disclosed in the Notes to the Accounts as per AS-18.

#### **B) DETAILS OF NON-COMPLIANCE :**

Company has complied with penalties imposed on the company or any of its directors by stock exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.

#### **C) ACCOUNTING TREATMENT :**

In the preparation of financial statements, the company has followed the Accounting Standards as prescribed under Companies (Accounting Standards) Rules 2006, as applicable. The Accounting Policies followed by the company to the extent relevant, are set out elsewhere in this Annual Report.

#### **D) CEO AND CFO CERTIFICATION :**

Shri Rajendra B. Shah, Director and Compliance Officer of the company and Smt. Rita R. Shah, Director of the company being CEO & CFO of the company give certification on financial reporting and internal controls to the Board as required under Clause 49(V) of the Listing Agreement which is attached herewith at the end of the report.

### **STATUTORY COMPLIANCES MADE AND RETURNS ETC. FILED**

The company has duly complied with the provisions of the Companies Act 1956, all the provisions of the Listing Agreement. The company has also filed various unaudited Financial Results, Balance Sheets, Income Tax returns and other statutory returns with all the authorities in time. There are no defaults as on date in any such compliances and no legal action of any nature has been taken against the company or its officers / directors.

### **CODE OF CONDUCT FOR THE BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL :**

The Board has established a Code of Conduct for all Board members and senior manage-

## **R. R. SECURITIES LIMITED**

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ment of the company. None of the Directors or any of the Key managerial personnel had done any trading in shares of the Company in the secondary market. Further the company had not made any allotment of shares to any Directors or any of the key managerial personnel during the year. Certificate of Compliance with the Code of Conduct for Board of Directors and Key Management Personnel is given herewith Board of Director Report.

### **OTHER DETAILS :**

**REGISTERED OFFICE** : 203, Supath, Vijay Char Rasta, Navrangpura,  
Ahmedabad-380009

**BOOK CLOSURE DATES** : 22/09/2014 to 30/09/2014  
(Inclusive of Both Days)

**REGISTRAR AND  
SHARE TRANSFER AGENT** : LINK INTIME INDIA (P) LIMITED  
2nd Floor, Sudarshan Complex,  
Nr. Mithakhali Bridge, Navrangpura,  
Ahmedabad-380 009.  
Tele Phone: 91-079-26465179  
Fax Number :91-079-26465179  
E-mail: ahmedabad@intimespectrum.com

**ISIN NUMBER OF THE COMPANY** : INE 474 H 01014.

**FINANCIAL CALENDAR** :

Unaudited Results for the Quarter :

Ending on 30th June, 2013 : 30th July, 2013

Ending on 30th September, 2013 : 11th November, 2013

Ending on 31st December, 2013 : 30th January, 2014

Ending on 31st March, 2014 : 30th May, 2014

### **DETAILED PROGRAMME OF THE 21ST ANNUAL GENERAL MEETING :**

DATE : 30TH SEPTEMBER 2014

DAY : TUESDAY

TIME : 11.30 A.M.

VENUE : REGISTERED OFFICE OF THE COMPANY AT :  
203, SUPATH APARTMENT, VIJAY CHAR RASTA,  
NAVRANGPURA, AHMEDABAD- 380 009.

### **LISTING DETAILS :**

Equity Shares of the company are listed and traded on

The Stock Exchange, Ahmedabad

The Stock Exchange, Mumbai

**Stock Exchange Code** : ASE Code: 50232 BSE: 530917

**R. R. SECURITIES LIMITED**

**MARKET QUOTATIONS :**

The Company has paid listing fees of the Bombay Stock Exchange. It has submitted all documents for quarterly, monthly, annual listing agreement compliance.

Company : R.R.SECURITIES LTD. 530917

Period : Apr 2013 to Aug 2014

*All Prices in Rs.*

Month	Open	High	Low	Close	No. of Share	No. of Trade	Total Turn-over	Deliverable	Qty. % Deli. Qty to Traded Qty	* Spread	
										H-L	C-O
May 13	3.24	3.24	3.08	3.08	200	2	632	200	100.00	0.16	-0.16
Jun 13	2.93	2.93	2.93	2.93	100	1	293	100	100.00	0.00	0.00
Jul 13	2.79	2.79	2.79	2.79	100	1	279	100	100.00	0.00	0.00
Aug 13	2.66	2.66	2.66	2.66	1,000	1	2,660	1,000	100.00	0.00	0.00
Mar 14	2.53	2.53	2.50	2.50	300	2	756	300	100.00	0.03	-0.03
Apr 14	2.50	2.50	2.50	2.50	400	8	1,000	400	100.00	0.00	0.00
May 14	2.60	2.60	2.47	2.50	1,500	6	3,734	1,500	100.00	0.13	-0.10
Jun 14	2.38	2.40	2.38	2.40	1,300	8	3,118	1,300	100.00	0.02	0.02
Jul 14	2.40	2.64	2.40	2.64	500	8	1,236	500	100.00	0.24	0.24

\* Spread

H-L : High-Low

C-O : Close-Open

The Promoters and directors had not dealt in trading of the securities of the Company during the year under review. The Company's stock is not forming part of Stock Market General INDEX or Industry Specific INDEX. Hence, price movement of the Company's shares with movement of INDEX is not relevant and is not given herewith.

**SHAREHOLDING PATTERN :**

Sr. No.	Category of Shareholders	No. of Shares Held	% of shares held to total Capital of the Company
(A)	Indian Promoters/ Directors (All Individuals)	41600	1.38%
(B)	NON PROMOTERS.		
1.	NRIs/FIIs/OCBs	00	00.00%
2.	Private Corporate Bodies.	8,33,600	27.62%
3.	Public Individual Shareholders	21,42,900	71.00%
	<b>Total</b>	<b>30,18,100</b>	<b>100%</b>

**R. R. SECURITIES LIMITED****THE PROMOTERS/ DIRECTORS HAVE NOT MORTGAGED/ PLEDGED THEIR SHAREHOLDING.**

Distribution of Shareholding :

Distribution of Shareholding As on Date 31/03/2014

SHAREHOLDING OF SHARES SHARES	SHAREHOLDERS NUMBER	% POF TOTAL	SHARES ALLOTTED	% OF TOTAL
1 - 500	6031	90.0550	1089700	36.1050
501 - 1000	477	7.1230	391300	12.9650
1001 - 2000	120	1.7920	182600	6.0500
2001 - 3000	29	0.4330	73300	2.4290
3001 - 4000	7	0.1050	25900	0.8580
4001 - 5000	3	0.0450	14100	0.4670
5001 - 10000	12	0.1790	87600	2.9020
10001 - 9999999999	18	0.2690	1153600	38.2230
<b>TOTAL :</b>	<b>6697</b>	<b>100.0000</b>	<b>3018100</b>	<b>100.0000</b>

DATE : 30th May, 2014  
PLACE : AHMEDABADBY ORDER OF THE BOARD OF DIRECTORS  
OF R.R. SECURITIES LIMITEDSD/-  
(RAJENDRA B. SHAH)  
CHAIRMAN AND DIRECTOR



**CERTIFICATE OF COMPLIANCE WITH THE CODE OF CONDUCT FOR  
BOARD OF DIRECTORS AND KEY MANAGEMENT PERSONNEL**

To,  
The Members,  
R.R. Securities Limited,  
Ahmedabad.

I, Rajendra B. Shah, Chairman of the Company, hereby certify that all the Board Members and Senior Management Personnel of the Company have affirmed their compliance with the Code of Conduct in accordance with Clause-49.I.D of the Listing Agreement entered into with Stock Exchange.

As required by Clause 49 of the Listing Agreement, Certificate of Compliance with the Corporate Governance Requirements by the Company issued by Auditors is given as an annexure to the Directors' Report.

We further confirm that during the year, none of the Directors or any of the Key managerial persons had done any trading in shares of the Company in the secondary market. Further the company had not made any allotment of shares to any Directors or any of the key managerial personnel during the year.

The above Report was adopted by the Board at their meeting held on 30th May, 2014.

**DATE : 30th May, 2014**  
**PLACE : AHMEDABAD**

**BY ORDER OF THE BOARD OF DIRECTORS  
OF R.R. SECURITIES LIMITED**

**SD/-  
(RAJENDRA B. SHAH)  
CHAIRMAN AND DIRECTOR**

## **R. R. SECURITIES LIMITED**

### **CERTIFICATION BY CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER OF THE COMPANY**

We, Rajendra B. Shah, Chairman of the Board of Directors and Mr. Manish Girishbhai Patel Chairman of an Audit Committee of R.R. Securities Limited, do hereby certify that:

- (a) We have reviewed the financial statement and the cash flow Statement for the year and to the best of our knowledge and belief;
  - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading.
  - (ii) These statements together present a true and fair view of the Company affairs and are in compliance with existing accounting standards, applicable laws, and regulations.
- (b) As per the best of our knowledge and belief, no transactions entered into by R. R. Securities Limited during the year which are fraudulent, illegal or violate of the company's Code of Conduct.
- (c) We are responsible for establishing and maintaining internal controls for financial reporting in R.R. Securities Limited and we have evaluated the effectiveness of the internal control system of the company pertaining to financial reporting. We have disclosed to the auditors and Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the audit Committee:
  - (i) Significant changes in internal controls over financial reporting during the year.
  - (ii) Significant changes in accounting policies during the year and the same have been disclosed in the notes to the financial statements.
  - (iii) Instance of Significant fraud of which we have become aware and the involvement therein, if any, of the management of an employee having a significant role in the Company internal control system
- (e) We affirm that we have not denied any personal access to the Audit Committee of the Company (in respect of matters involving alleged misconduct, if any.)
- (f) We further declare that all Board Members and Senior management have affirmed compliance with the code of conduct for the current year.

**For and On Behalf of the Board of Director of  
R.R. Securities Limited**

**SD/-  
(Manish G.Patel)  
Director**

**SD/-  
(Rajendra B. Shah)  
Director & Compliance Officer  
Chairman-Audit Committee**

**Place : Ahmedabad  
Date : 30th May, 2014**

**AUDITORS' REPORT ON COMPLIANCE WITH  
CORPORATE GOVERNANCE**

To  
The Members of  
R.R. Securities Limited

We have examined the compliance of conditions of Corporate Governance by R.R. Securities Limited, for the period ended on 31st March, 2014 as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchanges.

The Compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedure and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has partly complied with the requirements and conditions of corporate governance as stipulated in the above mentioned listing agreement except for the Audit Committee which also consists of Promoters and directors.

We state that generally no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the company.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

On the basis of our review and according to the information and explanations given to us by the company, we state that in our opinion and to the best of our knowledge, the Company has complied with the mandatory requirements as contained in the Listing Agreement with the Stock Exchanges and as per Section 292A of the Companies Act 1956.

**Date : 30th May, 2014**

**For Nirav A. Patel & Associates  
Chartered Accountant**

**Place : Ahmedabad  
Proprietor**

**SD/-  
(Nirav Patel)  
Membership no. 151282**

## **R. R. SECURITIES LIMITED**

### **INDEPENDENT AUDITOR'S REPORT**

To,  
The Members of,  
R. R. Securities Limited  
Ahmedabad

#### **Report on the Financial Statements :**

I have audited the accompanying financial statements of **R. R. Securities Limited** ("the Company") which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date, and a summary of significant accounting policies and other explanatory information.

#### **Management's Responsibility for the Financial Statements :**

Management is responsible for the preparation of these financial statements that gives a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards notified under the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13th September 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that gives a true and fair view and are free from material misstatement, whether due to fraud or error.

#### **Auditor's Responsibility :**

My responsibility is to express an opinion on these financial statements based on my audit. I conducted my audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that I comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion.

#### **Opinion :**

In my opinion and to the best of my information and according to the explanations given to me, the aforesaid financial statements gives the information required by the Act in the manner so

**R. R. SECURITIES LIMITED**

required and gives a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- (b) in the case of the Statement of Profit and Loss, of the profit for the period ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows for the period ended on that date.

**Report on Other Legal and Regulatory Requirements :**

- 1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Act, I give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
- 2. As required by Section 227(3) of the Act, I report that:
  - a) I have obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purpose of my audit;
  - b) In my opinion, proper books of account as required by law have been kept by the Company so far as it appears from my examination of those books;
  - c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - d) In my opinion, the Balance Sheet and the Statement of Profit and Loss and the Cash Flow Statement dealt with this Report comply with the Accounting Standards notified under the Companies Act, 1956 read with the General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013.;
  - e) On the basis of written representations received from the directors, as on 31st March 2014, and taken on record by the Board of Directors, I report that none of the director is disqualified as on 31st March 2014 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

**For, Nirav A Patel & Associates  
Chartered Accountants**

**Place : Ahmedabad  
Date : 30/05/2014**

**Nirav Patel  
Proprietor  
M No : 151282  
FRN NO 135076W**

## **R. R. SECURITIES LIMITED**

### **ANNEXURE TO INDEPENDENT AUDITOR'S REPORT (Referred to in paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of my report of even date)**

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) All the assets have not been physically verified by the management during the year but there is a regular programme of verification which, in my opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) There has not been any substantial disposal of fixed assets during the year.
- (ii) (a) The inventory has been physically verified during the year by management. In my opinion, the frequency of verification is reasonable.
- (b) In my opinion and according to the information and explanation given to me the procedures of physical verification of stocks followed by the management are reasonable and adequate in relation to the size of the company and nature of its business.
- (c) In my opinion and according to the information and explanation given to me, The Company has maintained proper records of its inventory and discrepancies noticed on verification between the physical verification have been properly dealt with in the books of account of the Company.
- (iii) (a) The Company had granted unsecured loans to one parties covered in the register maintained under section 301 of the Companies Act, 1956. The maximum balance outstanding during the year was Rs. 31,148/- and the year-end balance of loans granted to all such company and party was Rs. 31,148/-.
- (b) In my opinion and according to the information and explanations given to me, the terms and conditions on which loans have been granted to companies listed in the register maintained under section 301 of the Companies Act,1956 are not prima facie, prejudicial to the interest of the company.
- (c) The company and party is regular in repaying the principal amounts as stipulated and has been regular in the payment of interest.
- (d) There is no overdue amount of loans granted to company and listed in the register maintained u/s.301 of the Companies Act, 1956.
- (e) The company has taken unsecured loan from parties covered in the register Maintained under section 301 of the Companies Act, 1956. The maximum balance outstanding during the year was Rs. 2,45,78,008/- and the year-end balance of loans granted to all such parties and party was Rs. 21,282,009/-.
- (f) The repayment to parties are regularly been made in respect of the principal amounts and the payment of interest.
- (g) There is no overdue amount of loans taken to the parties listed in the register

## **R. R. SECURITIES LIMITED**

maintained u/s.301 of the Companies Act, 1956.

- (iv) In my opinion and according to the information and explanations given to me, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business for the purchase of inventory, fixed assets and for sale of goods.
- (v) (a) In my opinion, and according to the information and explanations given to me, the particulars of contracts or arrangements referred to in section 301 of the Act, have been entered in the Register required to be maintained under that section :
  - (b) In my opinion and according to the information and explanation given to me, the transaction made in pursuance of such contracts or arrangements have been at prices, which are reasonable having regard to prevailing market prices at the relevant time.
- (v) In my opinion and according to the information and explanations given to me, the company has not accepted any deposit from the public during the period covered by my audit report and hence the provisions of Section 58A, 58AA or any other relevant provisions of the Companies Act, 1956 and companies (Acceptance of Deposits) Rules, 1975. According to the information and explanations to me, no Order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal in this respect.
- (vii) In my opinion, the Company has an internal Audit system commensurate with the size and nature of its business.
- (viii) According to information and explanations given to me the Central Government has not prescribed for the maintenance of cost records under section 209(1)(d) of the Companies Act, 1956.
- (ix) (a) According to the records of the Company, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including investor education protection fund, income-tax, wealth-tax, service tax, cess and other material statutory dues applicable to it. According to the information and explanations given to me, no undisputed amounts payable in respect of investor education protection fund, Income-tax , Wealth-tax, service tax, and cess were outstanding, as at 31st March,2014 for a period of more than six months from the date they become payable.
  - (b) According to the information and explanations given to me, there are no dues of Income Tax, wealth tax service tax, and cess, which have not been deposited on account of any dispute.
- (x) The Company doesn't have accumulated losses. The Company has not incurred cash losses during the financial year covered by my audit as well as in the immediately preceding year.
- (xi) Based on my audit procedure and on the information and explanations given by the management, the Company has not defaulted in repayment of dues to any Financial Institution or Bank. The Company has not issued any Debenture.

## **R. R. SECURITIES LIMITED**

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- (xii) According to my audit procedure and on the basis information and explanations given by the management, the Company has not granted any loan on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) The company is not a chit fund or a nidhi mutual benefit fund/society. Therefore, the provisions of this clause of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- (xiv) The Company is dealing in or trading in shares, securities, debentures and other investments. As per the information and explanation given to me and in my opinion proper records have been maintained of the transactions and contracts and timely entries have been made therein. However some of the shares, securities, debentures and other securities have been held by the Company in the name of Directors in pursuance of resolutions passed by the Company.
- (xv) In my opinion and according to the information and explanations given to me, the Company has given guarantees to bank for loans taken by one Company in which directors are interested and mortgaged the properties of Company. As properties are mortgaged and no any counter guarantee has been obtained from the said Company it may affect prejudice the interest of Company in case of default made by Company on behalf of whom guarantee is given by Company to banks.
- (xvi) According to my audit procedure and on the basis information and explanations given by the management, the Company has not obtained any Term loan during the year under review.
- (xvii) Based on the information and explanations given to me and on an overall examination of the Balance sheet of the company, I report that no significant funds raised on short-term basis have been used for long-term investment by the Company.
- (xviii) The company has not made any preferential allotment of shares to any parties and companies covered under the register maintained u/s.301 of the Act.
- (xix) During the period covered under audit the company has not made any issue of any debentures.
- (xx) The Company has not raised any money by way of public issue. Therefore the question of creation of securities or charge in respect thereof does not arise.
- (xxi) To the best of my knowledge and belief and according information and explanations given to me, no fraud on or by the Company has been noticed or reported during the course of my audit.

**For, Nirav A Patel & Associates  
Chartered Accountants**

**Place : Ahmedabad  
Date : 30/05/2014**

**Nirav Patel  
Proprietor  
M No : 151282  
FRN NO 135076W**



**R. R. SECURITIES LIMITED**

**BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2014**

*(Amount in Rs.)*

Particulars	Note	2013-14	2012-13
<b><u>EQUITIES AND LIABILITIES :</u></b>			
<b>Share Holder's Fund :</b>			
Share Capital	1	30,181,000	30,181,000
Reserve and Surplus	2	<u>6,412,645</u>	<u>2,955,213</u>
		36,593,645	33,136,213
<b>Share Application Money</b>			
<b>Non-Current Liabilities :</b>			
Long Term Borrowings	3	4,350,000	4,350,000
Deferred Tax Liability (Net)		<u>109,972</u>	<u>128,639</u>
		4,459,972	4,478,639
<b>Current Liabilities :</b>			
Short Term Borrowings	4	19,984,210	9,389,852
Trade Payables		2,142,035	802,140
Other Current Liabilities	6	80,000	78,000
Short Term Provisions	7	1,335,000	35,000]
Duties And Taxes	8	<u>13,467</u>	<u>--</u>
		<u>23,554,712</u>	<u>10,304,992</u>
<b>Total . . .</b>		<b><u>64,608,329</u></b>	<b><u>47,919,844</u></b>
<b><u>ASSETS:</u></b>			
<b>Non-Current Assets :</b>			
Fixed Assets	9		
Tangible Assets		5,019,623	5,130,240
Intangible Assets		--	--
Capital Work in Progress		<u>--</u>	<u>--</u>
		5,019,623	5,130,240
Non Current Investments	10	2,000,000	2,000,000
Long Term Loans and Advances	11	--	--
Other Non Current Assets	12	<u>--</u>	<u>--</u>
		7,019,623	2,000,000
<b>Current Assets :</b>			
Current Investments		--	--
Inventories	13	23,436,542	30,543,625
Trade Receivable	14	--	--
Cash and Cash Equivalents	15	373,328	388,659
Short Term Loans and Advances	16	<u>33,778,836</u>	<u>9,857,320</u>
		<u>57,588,706</u>	<u>40,789,604</u>
<b>Total . . .</b>		<b><u>64,608,329</u></b>	<b><u>47,919,844</u></b>
Significant Accounting Policies Notes on Financial Statements	25		
As per our report even date <b>For, Nirav A Patel &amp; Associates</b> <b>Chartered Accountants</b> <b>Nirav Patel</b> <b>M No : 151282 FRN NO 135076W</b> <b>PLACE : AHMEDABAD</b> <b>DATE : 30/05/2014</b>		<b>FOR R. R. SECURITIES LIMITED</b>  <b>Shri Rajendra B. Shah</b> <b>Smt. Rita R. Shah</b> <b>(DIRECTOR)</b> <b>(DIRECTOR)</b> <b>PLACE : AHMEDABAD</b> <b>DATE : 30/05/2014</b>	

**R. R. SECURITIES LIMITED****STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2013***(Amount in Rs.)*

<b>Particulars</b>	<b>Note</b>	<b>2013-14</b>	<b>2012-13</b>
Revenue from Operations	17	29,708,250	1,141,282
Other Income	17	2,720,662	1,376,632
<b>Total Revenue</b>		<b>32,428,912</b>	<b>2,517,914</b>
<b>EXPENSES :</b>			
Direct Expenses	19	19,270,929	6,741
Change in Inventories of Finished Goods, Work in progress and Stock in trade	20	7,594,210	1,708,842
Employee Benefit Expenses	21	288,000	288,000
Finance Cost	22	134,688	1,719
Depreciation	9	110,617	110,617
Manufacturing Expenses		--	--
Administrative, General & Operational Exp.	23	291,703	314,521
<b>Total Expenses</b>		<b>27,690,147</b>	<b>2,430,440</b>
Profit before exceptional and extraordinary items and tax Excess / Short Provision of Income Tax		4,738,765	87,474
Profit before tax		4,738,765	87,474
Tax Expenses :			
Less : Current		1,300,000	35,000
Add : Deferred Tax Asset / (Liability)		18,667	16,038
Profit / (Loss) for the year		<b>3,457,432</b>	<b>68,512</b>
<b>Earning per Share</b>	23		
Basic (in Rs.)		1.15	0.02
Diluted (in Rs.)		1.15	0.02
Significant Accounting Policies Notes on Financial Statements	25		

As per our report even date

**For, Nirav A Patel & Associates**  
**Chartered Accountants****Nirav Patel****M No : 151282 FRN NO 135076W****PLACE : AHMEDABAD****DATE : 30/05/2014****FOR R. R. SECURITIES LIMITED****Shri Rajendra B. Shah Smt. Rita R. Shah****(DIRECTOR) (DIRECTOR)****PLACE : AHMEDABAD****DATE : 30/05/2014**

**R. R. SECURITIES LIMITED**

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2015**

Particulars	2013-14 Rs.	2012-13 Rs.
<b>1 - SHARE CAPITAL :</b>		
<b>AUTHORISED :</b>		
31,00,000 Equity Shares of Rs. 10 Each (PY 31,00,000 Equity Shares of Rs. 10 Each)	31,000,000	31,000,000
<b>ISSUED, SUBSCRIBED AND PAID UP :</b>		
30,18,100 Equity Shares of Rs. 10 Each (PY 30,18,100 Equity Shares of Rs. 10 Each)	30,181,000	30,181,000
<b>TOTAL</b>	<b>30,181,000</b>	<b>30,181,000</b>

**1.1 Reconciliation of number of shares outstanding at the beginning and at the end of the year :**

Particulars	2013-14	2012-13
No of Equity Shares outstanding at the beginning of the year	3,018,100	3,018,100
Add : Shares Issued during the year	--	--
Less : Shares cancelled / bought back during the year	--	--
Equity Shares outstanding at the end of the year	3,018,100	3,018,100

**1.2 Details of the Share Holders holding more that 5 % in the company :**

Name of Share Holders	2013-14		2012-13	
	Number of Shares	%	Number of Shares	%
Aakash Agro	749,900	24.85%	749,900	24.85%

**2 - RESERVES AND SURPLUS :**

Particulars	2013-14	2012-13
Share Premium (As per last balancesheet)	--	--
Less : Transferred to Profit & Loss	--	--
	--	--
General Reserve	1,000,000	1,000,000
Reserve u/s 45-IC of Reserve Bank Of India Act, 1934		
Transferred to reserve u/s 45-IC of Reserve Bank Of India Act 1934	--	--
Balance of Profit and Loss at the beginning of the yr.	1,955,213	1,886,701
Profit / (Loss) for the year	3,457,432	68,512
Less : Appropriations		
Transferred to reserve u/s 45-IC of Reserve Bank Of India Act 1934	--	--
Balance of Profit and Loss at the end of the year	5,412,645	1,955,213
<b>TOTAL</b>	<b>6,412,645</b>	<b>2,955,213</b>

**R. R. SECURITIES LIMITED****NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2014****3 - LONG TERM BORROWINGS :**

Name of Share Holders	2013-14		2012-13	
	Not Current	Current	Not Current	Current
Oleum Techno Cocies Ltd.	4,350,000	--	4,350,000	--
<b>TOTAL</b>	<b>4,350,000</b>	<b>--</b>	<b>4,350,000</b>	<b>--</b>

Particulars	2013-14	2012-13
	Rs.	Rs.

**4 - SHORT TERM BORROWINGS :****Unsecured :**

Inter Corporate Deposits	19984210	9,389,852
<b>TOTAL</b>	<b>19984210</b>	<b>9,389,852</b>

**5 - TRADE PAYABLES :**

Sundry Creditors for Expenses	29,600	34,884
Sundry Creditors for Goods	2,112,435	767,256
<b>TOTAL</b>	<b>2,142,035</b>	<b>802,140</b>

**6 - OTHER SHORT TERM LIABILITY :**

Creditors for Capital Goods	--	--
Outstanding Expenses	--	--
Other Liabilities	80,000	78,000
<b>TOTAL</b>	<b>80,000</b>	<b>78,000</b>

**7 - SHORT TERM PROVISIONS :**

Provisions	1,335,000	35,000
<b>Total</b>	<b>1,335,000</b>	<b>35,000</b>

**8 - DUTIES AND TAXES :**

Tds Payable	13,467	--
<b>Total</b>	<b>13,467</b>	<b>--</b>

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2014

9 - FIXED ASSETS :

SR. NO	PARTICULARS	RATE	GROSS BLOCK			DEPRECIATION			NET BLOCT 31-Mar-14	NET BLOCK 31-Mar-12
			BALANCE 1-Apr-13	ADDI-TION THE YR. THE YR.	DEDUC-TION THE YR. THE YR.	BALANCE AS ON 31-Mar-14	ADDI-TION THE YR. THE YR.	DEDUC-TION THE YR. THE YR.		
I	TANGIBLE ASSETS :									
1	Prathana Upvan Land	0.00%	2,794,500	--	--	2,794,500	--	--	2,794,500	2,794,500
2	Office Building	3.34%	633,440	--	--	633,440	378,018	21,157	399,175	234,265
3	World Buis. House Office	0.00%	1,565,000	--	--	1,565,000	--	--	--	1,565,000
4	Furniture & Fixture	6.33%	310,129	--	--	310,129	173,497	19,631	193,128	117,001
5	Office Equipment	5.28%	62,271	--	--	62,271	57,451	3,288	60,739	1,532
6	Air Condition	5.28%	92,360	--	--	92,360	68,412	4,877	73,289	19,071
7	Computer	4.75%	21,073	--	--	21,073	7,635	7,635	15,270	5,803
8	Motor Car	9.50%	568,734	--	--	568,734	232,254	54,030	286,284	282,450
	Sub-Total (A)		6,047,507	--	--	6,047,507	917,267	110,617	1,027,884	5,019,623
II	Capital Work-In-Progress :									
	Sub-Total (B)		--	--	--	--	--	--	--	--
	Total		6,047,507	--	--	6,047,507	917,267	110,617	1,027,884	5,019,623
	Previous Year		6,047,507	--	--	6,047,507	806,649	110,617	917,266	5,130,241
										5,304,731

**R. R. SECURITIES LIMITED****NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2014**

<b>Particulars</b>	<b>2013-14 Rs.</b>	<b>2012-13 Rs.</b>
<b><u>10 - NON CURRENT INVESTMENTS :</u></b>		
National saving Certificate	--	--
ICICI Pridental lic Ltd	500,000	500,000
Templeton India Equity Share	1,500,000	1,500,000
<b>TOTAL</b>	<b><u>2,000,000</u></b>	<b><u>2,000,000</u></b>
<b><u>11 - LONG TERM LOANS AND ADVANCES :</u></b>		
(unsecured, considered good unless otherwise stated)		
<b>TOTAL</b>	<b><u>--</u></b>	<b><u>--</u></b>
<b><u>12 - OTHER NON CURRENT ASSETS :</u></b>		
(unsecured, considered good unless otherwise stated)		
<b>Miscellaneous Expenses :</b>		
<b>1 Preliminary Expenses</b>	--	--
<b>TOTAL</b>	<b><u>--</u></b>	<b><u>--</u></b>
<b><u>13 - INVENTORIES :</u></b>		
Shares & Securities	9,923,705	1,204,385
Land	13,512,837	29,339,240
<b>TOTAL</b>	<b><u>23,436,542</u></b>	<b><u>30,543,625</u></b>
<b><u>14 - TRADE RECEIVABLES :</u></b>		
(unsecured, considered good unless otherwise stated)		
Due for more than six months	--	--
Due for less than six months	--	--
<b>TOTAL</b>	<b><u>--</u></b>	<b><u>--</u></b>
<b><u>15 - CASH AND CASH EQUIVELANTS :</u></b>		
Balance with Banks		
- Bank Balance	253,681	258,645
Cash on Hand	119,647	130,014
<b>TOTAL</b>	<b><u>373,328</u></b>	<b><u>388,659</u></b>

**R. R. SECURITIES LIMITED**

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2014**

<b>Particulars</b>	<b>2013-14 Rs.</b>	<b>2012-13 Rs.</b>
<b>16 - OTHER SHORT TERM LOANS AND ADVANCES :</b>		
(Unsecured and considered good unless otherwise stated)		
Advances Recoverable in Cash or Kind	32,657,232	9,816,243
Advance Tax & TDS	1,121,604	41,077
<b>TOTAL</b>	<b>33,778,836</b>	<b>9,857,320</b>
<b>17 - REVENUE FROM OPERATIONS :</b>		
<b>Sales</b>		
- Sales of Shares & Securities	--	1,141,282
- Sales of Plot of Land	29,708,250	--
<b>Total</b>	<b>29,708,250</b>	<b>1,141,282</b>
<b>18 - OTHER INCOME :</b>		
Interest Income	2,370,725	1,108,791
Rent & Taxes Income	349,937	291,350
Dividend Income	--	9,878
Mutual Fund	--	(67,279)
Long Term Capital Gain	--	33,892
<b>TOTAL</b>	<b>2,720,662</b>	<b>1,376,632</b>
<b>19 - DIRECT EXPENSES :</b>		
Loss from Currency Derivatives	19,264,188	--
NSDL Charges	6,741	6,741
<b>Total</b>	<b>19,270,929</b>	<b>6,741</b>
<b>20 - CHANGE IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND STOCK IN TRADE :</b>		
Opening Stock	30,543,625	18,754,757
Add : Purchase of Land	487,127	13,497,710
	31,030,752	32,252,467
Closing Stock		
- Land	13,512,837	29,339,240
- Shares & Securities	9,923,705	1,204,385
	23,436,542	30,543,625
<b>TOTAL</b>	<b>7,594,210</b>	<b>1,708,842</b>

**R. R. SECURITIES LIMITED****NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2014**

<b>Particulars</b>	<b>2013-14</b>	<b>2012-13</b>	
	<b>Rs.</b>	<b>Rs.</b>	
<b><u>20 - EMPLOYEE BENEFIT :</u></b>			
Salary & Wages	288,000	288,000	
Staff Welfare	--	--	
<b>TOTAL</b>	<b>288,000</b>	<b>288,000</b>	
<b><u>21 - FINANCE COST :</u></b>			
Bank Charges	25	75	
Interest Exps.	134,663	1,644	
	<b>134,688</b>	<b>1,719</b>	
<b><u>22 - MANUFACTURING EXPENSE :</u></b>			
	--	--	
<b><u>23 - ADMINISRATIVE, GENERAL &amp; OPERATIONAL EXPENSES :</u></b>			
Audit Fees	29,600	29,500	
Accounting Fees	7,500	7,500	
Advertisement Exps.	14,545	24,740	
A.G.M. Exps.	10,750	9,500	
Electricity Expenses	--	4,315	
Income Tax Exps.	--	69,361	
Municipal Tax	--	6,228	
Listing Fees	16,854	16,854	
Legal & Professional Fees	100,800	54,200	
Office Exp.	11,497	--	
Petrol & Conveyance	37,300	--	
Printing & Stationary	920	--	
ROC Filling Fees	1,500	--	
Share Registrar Fees	56,186	80,543	
Telephone Exps.	4,321	2,057	
Kasar	(71)	488	
Rep and Maintainance Exp.	--	9,235	
	<b>291,703</b>	<b>314,521</b>	
<b><u>24 - EARNINGS PER SHARE :</u></b>			
	<b>Unit</b>	<b>2013-2014</b>	<b>2012-2013</b>
Numerator used for calculating Basic and Diluted Earnings per Share (Profit after Tax)	Rs.	3,457,432	68,512
Weighted average No. of shares used as denominator for calculating Basic and Diluted	No. of Shares	3,018,100	3,018,100
Nominal Value of Share	Rs.	10.00	10.00
Basic Earnings per Share	Rs.	1.15	0.02
Diluted Earnings per Share	Rs.	1.15	0.02



**NOTES TO THE BALANCE SHEET AS AT 31ST MARCH, 2014 AND PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED AS ON THAT DATE**

**SCHEDULE - 25 - NOTES FORMING PART OF ACCOUNTS :**

**1. THE SIGNIFICANT ACCOUNTING POLICIES :**

**a) METHOD OF ACCOUNTING :**

The accounts of the Company are prepared under the Historical Cost Convention using the accrual method of accounting.

The Accounts have been prepared on Mercantile Method of Accounting.

**b) REVENUE RECOGNITION :**

All Incomes to the extent considered receivable respectively, unless specifically stated to be otherwise are accounted for on Accrual basis and except otherwise stated are on the same basis as adopted in the previous year.

**(i) SALES AND INCOME :**

The Sales are recorded when Bill of sale received in accordance with the terms of sales and on change of title in the goods and is inclusive of taxes. The Sales is shown Gross and discount is debited to kasar-vatav Account and sales returns are accounted separately.

The Income of Interest is accounted on accrual basis.

The Other Income is recognised to the extent and as and when considered / found receivable.

**(ii) PURCHASE AND EXPENSES :**

The purchases are shown net of taxes and tax set off.

The major items of the expenses are accounted for on time pro-rata basis and necessary provisions for the same are made.

**c) FIXED ASSETS :**

The Fixed Assets are stated at the cost and the related expenses like freight, taxes and other incidental and erection expenses are added to asset to bring asset in working condition for their intended use.

**d) DEPRECIATION :**

The Depreciation of Fixed Assets is provided as per the Straight Line Method at the rates specified in Schedule XIV of the Companies Act, 1956.

**e) INVESTMENTS :**

The investments are shown at cost and are inclusive of related expenses less any provision for permanent diminution in value.

**f) INVENTORY :**

Valuations of Inventories are at the Cost or Net Realisable Value whichever is less.

**g) RETIREMENT BENEFITS :**

Gratuity and Provident Fund Act are not applicable to the Company hence provision is not made.

**2. GENERAL :**

## **R. R. SECURITIES LIMITED**

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- 1) Previous year figures have been re-grouped and rearranged wherever necessary for proper presentation of accounts.
  - 2) Sundry debit and credit balances of loans and advances are subject to confirmation and reconciliation, if any. As per view of management the same are shown at realisable value and necessary precaution of actual and realisable value has been taken care of.
  - 3) As informed to me, and on verification of record there is contingent liabilities relating to Guarantee given to Jammu Kashmir Bank for Granting facilities to R.R.J.Dyes and Intermediates Limited. Company has also given Guarantee to Corporation bank for granting limits to Vibrant Polymers Limited in both the Companies Director Shri. R.B.Shah is also director. Company has not taken any counter Guarantee or Guarantee Commission from R.R.J.Dyes Limited or Vibrant Polymers Limited.
  - 4) Auditors Remuneration relating to audit work Rs. 29600/- (Previous Year Rs. 29500/-) is provided at the end of year.
  - 5) During the year remuneration is paid to Director Smt. Rita R Shah as per terms of Appointment amounting to Rs. 204000/- (P.Y. Rs. 204000/-).
  - 6) As Certified by the Directors all amounts in the Balance Sheet relating to Sundry Debtors, Sundry Creditors, Unsecured Loans, Deposits, Loans and advances are shown at net realisable or net payable as the case may be.
  - 7) Income in Foreign Currency is NIL
  - 8) Expenditure in Foreign Currency is NIL
  - 9) Closing Stock is accounted in the books as taken valued and certified by Directors and Authorised Person's of the Company.
  - 10) Company's Profitability is affected due to non recovery of disputed finance to other parties and investment in shares of concerns in which directors are interested. As informed to us Finance Charges of current year as well as past years are not realisable and as per guidelines of RBI for NBFC income is accounted on the basis of realisation only the same are not accounted to comply with rules of RBI.
  - 11) Company has received NBFC registration. During the year However Company has accepted and repaid the deposits / loan received from others. At the end of year outstanding loans or deposits are either from Directors or concerns in which Directors are interested or Inter Corporate Deposits. These deposits need confirmation and explanation and period for which deposits are given by the deposits holders. In all transactions it is difficult to bifurcate loans / deposits as the Company is also paying interest on these advances taken and maintaining account of deposit holders like current account and paying interest on daily balance basis in few cases. Hence provisions of section 58 of the companies Act, 1956 are not complied with fully.
- 3) RELATED PARTY DISCLOSURE FOR THE YEAR ENDING 31-03-2014 :**
- (l) Associate : Akash Agro Industires Ltd.  
Rajendra B. Shah-HUF

**R. R. SECURITIES LIMITED**

- (II) Key Management Personnel : Shri Rajendra B Shah  
Smt. Rita R. Shah  
R.R. Consultancy (Prop : Rita Shah)
- (III) Relatives of key Management Personnel : Vasuben B. Shah  
Birju R. Shah  
Rima R. Shah  
Virendra Shah

NATURE OF RELATIONSHIP	ASSOCIATE	KEY MANAGEMENT PERSONNEL	RELATIVE OF KEY MANAGEMENT PERSONNEL
LOANS TAKEN DURING THE YEAR	13,53,816/-	1,65,49,000/-	NIL
REPAYMENT OF LOAN TAKEN	5,00,000/-	53,50,000/-	
CLOSING BALANCE	12,97,798/-	1,99,84,210/-	
LOANS GIVEN DURING THE YEAR	NIL	NIL	NIL
REPAYMENT OF LOAN TAKEN			
CLOSING BALANCE	NIL	NIL	31,148
INTEREST RECEIVED	NIL	NIL	NIL
INTEREST GIVEN	82,018/-	NIL	NIL
REMUNERATION	NIL	2,04,000/-	NIL
SALARY	NIL	NIL	84,000
RENT	NIL	NIL	1,44,000/-

4) In opinion of the management, the Company has not separate reportable segment Hence disclosure under Accounting Standard-17 "Segment Reporting" issued by ICAI is not given.

5) Earning Per Share	<b>Current year</b>	<b>Previous year</b>
a) Net Profit/Loss available to Equity Shareholders	34,57,432	68512
b) Weight Average Number of equity share as Denominator for calculating EPS	3018100	3018100
c) Basic and Diluted Earning per Share (Rs.) (Equity share of face value of Rs. 10 each)	1.15	0.02

As per our report even date

**For, Nirav A Patel & Associates**  
**Chartered Accountants**

**Nirav Patel**  
**M No : 151282 FRN NO 135076W**  
**PLACE : AHMEDABAD**  
**DATE : 30/05/2014**

**FOR R. R. SECURITIES LIMITED**

**Shri Rajendra B. Shah**    **Smt. Rita R. Shah**  
**(DIRECTOR)**                      **(DIRECTOR)**  
**PLACE : AHMEDABAD**  
**DATE : 30/05/2014**

**R. R. SECURITIES LIMITED****CASH FLOW STATEMENT  
FOR THE YEAR ENDED ON 31ST MARCH 2014**

<b>PARTUCULARS</b>	<b>2013-14</b>	<b>2012-13</b>
<b>A. Cash Flow from Operating Activites</b>		
<b>Net Profit before tax and extraordinary items</b>	<b>4,738,765</b>	<b>87,474</b>
Add / (Deduct) : Adjustments for		
Interest Paid	134,663	1,644
Depreciation (net)	110,617	110,617
Provision for Doubtful Debts	--	--
Interest Income	(2,370,725)	(1,108,791)
Dividend Income	--	(9,878)
Prior Year adjustments	--	--
Profit on sale of Investment	--	--
Effect of exchange rate change	--	--
Preliminary Expenses Deffered Revenue written off	(2,125,445)	(1,006,408)
<b>Operating Profit before working capital changes</b>	<b>2,613,320</b>	<b>(918,934)</b>
Add / (Deduct) Adjustments for :		
Trade Receivables	--	--
Inventories	7,107,083	(11,788,868)
Trade Payables	1,339,895	(916)
Loans and Advances	(22,840,989)	4,620,852
Other Current Liabilities	15,466	(3,420)
Other Current Assets	--	--
<b>Cash Generated from Operations</b>	<b>(14,378,545)</b>	<b>(7,172,352)</b>
Direct taxes paid (net of refunds)	(1,080,527)	(179,035)
<b>Cash flow before extraordinary items</b>	<b>(1,080,527)</b>	<b>(179,035)</b>
<b>Net cash from operating activities</b>	<b>(12,845,751)</b>	<b>(8,270,321)</b>
<b>B. Cash Flow from Investing Activities</b>		
Activities - Inflow / (outflow)		
Purchase of fixed assets (including CWIP and advances for CAPEX)	--	--
Proceeds from Sale of Fixed assets	--	--
(Increase)/Decrease in value of Investment	--	1,116,045
Dividend Income	---	9,878
<b>Net cash generated /(used) in investing activities</b>	<b>--</b>	<b>1,125,923</b>
<b>C. Cash Flow from Financing activities</b>		
Increase in Long term borrowings	--	--
Increase in Short term borrowings	10,594,358	4,660,182
Interest Income	2,370,725	1,108,791
Interest paid	(134,663)	(1,644)
Issue of shares/Equity Warrants	--	--
<b>Net cash generated/(used) in financing activities</b>	<b>12,830,420</b>	<b>5,767,329</b>
Net increase/(decrease) in cash equivalents	<b>(15,331)</b>	<b>(1,377,069)</b>
Cash and cash equivalents as at 1st April 2013	<b>388,659</b>	<b>1,765,728</b>
Cash and cash equivalents as at 31st March 2014	<b>373,328</b>	<b>388,659</b>

## ATTENDANCE SHEET

I Shri / Smt.....of ..... Being a member / proxy of R. R. SECURITIES LIMITED do hereby record my presence at the 21st Annual General Meeting of the member of the Company to be held on Tuesday the 30th September, 2014 at 11.30 A.M. at Registered Office Of the Company at 203, Supath Apartment, Nr. Vijay Char Rasta, Navrangpura, Ahmedabad: 380 009.

FOLOI NO / CLIENT I.D.
D.P. ID.
D.P. NAME.
NAME OF SHAREHOLDER
NUMBER OF SHARE HELD

Date :

Place :

\_\_\_\_\_

(Signature of the Member/ Proxy attending the Meeting)

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## **R. R. SECURITIES LIMITED**

### **PROXY FORM**

FOLOI NO / CLIENT I.D.
D.P. ID.
D.P. NAME.
NAME OF SHAREHOLDER
NUMBER OF SHARE HELD

I Shri/Smt .....being a member of R. R. SECURITIES LIMITED, holding .....Shares in the Company do hereby appointed Shri..... of .....or falling him Shri..... of ..... to remain present at the 21st Annual General Meeting of the Company to be held on Tuesday the 30th September, 2014 at 11.30 A.M. at the Registered Office of the Company at 203, Supath Apartment, Near Vijay Char Rasta, Navrangpura, Ahmedabad: 380 009 or at any adjournment thereof and to vote for and on my behalf if poll is granted.

Date :

Place :

Affix Rs.1/- revenue stamp
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\_\_\_\_\_

(Signature of the member appointing a proxy)

Proxy form duly stamped, signed and completed in all respect should be deposited 48 hours before the time fixed for the meeting at the registered office of the company.

BOOK-POST

To,

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

If undelivered, Please return to :

**R. R. SECURITIES LIMITED**

203, Supath Apartment, Near Vijay Char Rasta,  
Navrangpura, Ahmedabad-380009.