

**RAJESH EXPORTS LIMITED**

**21<sup>st</sup>**  
**ANNUAL**  
**REPORT**  

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**2014 - 2015**

*Global presence in Gold & Diamond Jewellery*

# RAJESH EXPORTS LIMITED

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## BOARD OF DIRECTORS

**Mr. Rajesh Mehta**  
Executive Chairman

**Mr. Prashant Mehta**  
Managing Director

**Mr. Y. Venu Madhava Reddy**  
**Mr. G. Shanker Prasad**  
**Ms. Vijaya Lakshmi**  
Independent Directors

## KEY MANAGERIAL PERSONNEL

**Mr. B. Vijendra Rao**  
Chief Financial Officer

**Mr. Anil Kumar Panchariya**  
Company Secretary & Compliance Officer

## SHARE TRANSFER AGENTS

M/s S. K. D. C Consultants Limited  
Kanapathy Towers, 3rd Floor ; 1391/A-1,  
Sathy Road; Ganapathy, Coimbatore - 641 006.  
Phone: 0422 - 6549995; 2539835-836  
Fax: 0422 - 2539837.  
E-mail: info@skdc-consultants.com

## STATUTORY AUDITORS

M/s V Sivasankar & Co.  
*Chartered Accountants*  
118, 2nd Floor, Keerthi Plaza,  
Nagarthpet, Bangalore – 560002

## BANKERS

Canara Bank  
State Bank of Hyderabad  
Bank of India  
IDBI Bank

## REGISTERED OFFICE

# 4, Batavia Chambers  
Kumara Krupa Road, Kumara Park East  
Bangalore - 560 001.  
Tel: 91-80-22266735  
Fax: 91-80-22259503  
E-mail: compsect@rajeshindia.com  
CIN: L36911KA1995PLC017077

## CORPORATE OFFICE

Rajesh Group  
# 1, Brunton Road (Off M. G. Road);  
Opp. Old Passport Office, Bangalore - 560 001.  
Tel: 91-80-40239999, Fax: 91-80-40239945  
E-mail: compsect@rajeshindia.com

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## NOTICE

Notice is hereby given that the 21st Annual General Meeting of the Members of RAJESH EXPORTS LTD will be held at the Guru Raja Kalyana Mantap, No 21, Crescent Road, Next to Karnataka Film Chamber of Commerce, (Near Shivanada Circle), Bangalore – 560 001, on 30-09-2015 at 11.30 AM, to transact the following business.

### ORDINARY BUSINESS :

1. To receive, consider and adopt the Financial Statements for the year ended 31st March 2015 as at that date together with the reports of the Directors and Auditors thereon.
2. To declare dividend.
3. To appoint a Director in place of Mr. Prashant Mehta, who retires by rotation in terms of Section 152(6) of Companies Act, 2013 and being eligible offers himself for reappointment.
4. To appoint auditors and fix their remuneration.

### SPECIAL BUSINESS:

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and the Rules made thereunder, (including any statutory modification(s) or re- enactment thereof for the time being in force) read with Schedule IV of the Act and Clause 49 of the Listing Agreement with the Stock Exchanges, the appointment of Ms. Vijaya Lakshmi (DIN- 07146096), who has submitted a declaration that she meets the criteria of Independence as provided in Section 149(6) of the Act, as a Non-Executive Independent Woman Director of the Company, as recommended by the Nomination and Remuneration Committee and in respect of whom the Company has received a notice in writing u/s 160 of The Companies Act, 2013, from a member proposing her candidature for the Office of Director, for a term of five consecutive years with effect from March 31, 2015, whose office shall not be liable to retire by rotation, be and is hereby approved.”

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

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification (s) or re-enactment thereof) read with Schedule IV of the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mr. G. Shanker Prasad (DIN- 01673235) (already an Independent Director as per previous listing agreement and appointed as a Director retiring by rotation at the 21st Annual General Meeting of the Company), who has submitted a declaration that he meets the criteria of Independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the company has received a notice in writing from a Member proposing his candidature for the office of Director, pursuant to Section 160 be and is hereby appointed as Independent Director of the Company to hold office for five consecutive years with effect from April 1, 2015, whose office shall not be liable to retire by rotation, be and is hereby approved.”

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

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification (s) or re-enactment thereof) read with Schedule IV of the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mr. Y Venu Madhava Reddy (DIN- 02392373) (already an Independent Director as per previous listing agreement and appointed as a Director retiring by rotation at the 21st Annual General Meeting of the Company), who has submitted a declaration that he meets the criteria of Independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the company has received a notice in writing from a Member proposing his candidature for the office of Director, pursuant to Section 160 be and is hereby appointed as Independent Director of the Company

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to hold office for five consecutive years with effect from April 1, 2015, whose office shall not be liable to retire by rotation, be and is hereby approved.”

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

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and Companies ( Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the Companies Act, 2013 and Companies ( Appointment & Remuneration of Managerial personnel) Rules, 2014 and subject to the requisite approval of the Central Government, if any required, the consent of the Company be and is hereby accorded to the appointment of Mr. Rajesh Mehta (holding DIN 00336457) {who also holds the position of Chairman of Rajesh Exports Limited( “REL”) and the consent of the Board of REL already been recorded and conveyed by REL to your company} as Chairman of the Company for a term of five years starting from February 1, 2015 on the terms and conditions including remuneration set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty and power to the Board of Directors (hereinafter referred to as ‘the Board’ which expression shall also included the Nomination and Remuneration Committee of the Board), in the exercise of its discretion, to grant increments and to alter and vary from time to time the terms and conditions of the said appointment, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this Resolution and/or to make modification as may be deemed to be in the best interest of the Company.”

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

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and Companies ( Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the Companies Act, 2013 and Companies ( Appointment & Remuneration of Managerial personnel) Rules, 2014 and subject to the requisite approval of the Central Government, if any required, the consent of the Company be and is hereby accorded to the appointment of Mr. Prashanth Mehta (holding DIN 00336417) {who also holds the position of Managing Director of Rajesh Exports Limited( “REL”) and the consent of the Board of REL already been recorded and conveyed by REL to your company} as Managing Director of the Company for a term of five years starting from February 1, 2015 on the terms and conditions including remuneration set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty and power to the Board of Directors (hereinafter referred to as ‘the Board’ which expression shall also included the Nomination and Remuneration Committee of the Board), in the exercise of its discretion, to grant increments and to alter and vary from time to time the terms and conditions of the said appointment, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this Resolution and/or to make modification as may be deemed to be in the best interest of the Company.”

## NOTES:

1. A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy so appointed need not be a member of the Company.
2. Proxy Forms, in order to be effective, should be lodged at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
3. Explanatory statement under Sec 102 of the Companies Act, 2013 is attached hereto.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 24.09.2015 till 30-09-2015.
5. Members holding shares in Physical form are requested to intimate the Change of Address and their Bank Account details such as Bank Name, Branch with address and Account No. for incorporating the same in dividend warrants



to the Registrars and Transfer Agents of the Company: M/s. S.K.D.C. CONSULTANTS LIMITED, Kanapathy Towers, 3rd Floor; 1391/A-1, Sathy Road, Ganapathy, Coimbatore 641006, quoting their respective Folio Number. Members holding shares in Demat form shall intimate the above details to their Depository Participants (DP's) with whom they have Demat Account.

6. Members seeking any information with regard to the accounts are requested to write to the Company 2 days in advance, so as to enable the Management to keep the information ready.
7. The Company has appointed Mr. Deepak Sadhu, Company Secretary in Practice, as Scrutinizer.
8. Members are requested to address their correspondence, including share transfer matters and change of address to:

**S. K. D. C. Consultants Limited**

Kanapathy Towers, 3rd Floor; 1391/A-1, Sathy Road, Ganapathy  
Coimbatore - 641 006. (Phone: 0422 - 6549995; 2539835-836 Fax: 0422 2539837)  
E-mail: info@skdc-consultants.com

## INSTRUCTIONS FOR E-VOTING

### The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on September 27, 2015 (9:00 am) and ends on September 29, 2015 (5:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 23, 2015) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

### For Members holding shares in Demat Form and Physical Form

PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"><li>• Members who have not updated their PAN with the Company are requested to use the first two letters of their name and the 8 digits of the folio number/ demat account number in the PAN field.</li><li>• In case the Folio 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 Folio Number 1 then enter RA00000001 in the PAN field.</li></ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"><li>• If both the details are not recorded with the depository or company please enter the demat id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li></ul>

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- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN relevant to RAJESH EXPORTS LIMITED on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Note for Non – Individual Shareholders and Custodians**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login 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.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- I. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

## **EXPLANATORY STATEMENT RELATING TO THE SPECIAL BUSINESS PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013**

### **Item No. 5 of the Agenda:**

Pursuant to the provisions of Section 149 of the Companies Act, 2013 (“Act”) and Clause 49 of the Listing Agreement with the Stock Exchanges, Listed Companies are required to appoint at least one Woman Director on the Board, within one year from the commencement of the Act i.e., 1st April 2014. In compliance with the aforesaid provisions, the Board of Directors of your Company at their meeting held on March 11, 2015 appointed Ms. Vijaya Lakshmi as a Non-Executive Independent Woman Director of the Company, as recommended by the Nomination and Remuneration Committee, for a period of five consecutive years from 30th March, 2015, subject to the approval of the Members at the Annual General Meeting. Ms. Vijaya Lakshmi has over 10 years of experience in the Human Resources. Ms. Vijaya Lakshmi has given declaration under Section 149 (7) of the Act declaring that she fulfills the conditions specified in Section 149(6) of the Act read with the Rules made thereunder for her appointment as Independent Director of the Company and is independent of the Management. Your Directors are of the opinion that the services of Ms. Vijaya Lakshmi will be of great value to the Company and accordingly, recommend the Ordinary Resolution for



approval of the Members.

**Item No. 6 & 7 of the Agenda:**

The Board of Directors of the Company ('the Board') at on the recommendation of the Nomination & Compensation Committee, recommended for the approval of the Members, the appointment of Mr. G. Shanker Prasad and Mr. Y Venu Madhva Reddy as Independent Directors of the Company in terms of Section 149 read with Schedule IV of the Companies Act, 2013('the Act') and any amendments thereto or modification thereof, as set out in the Resolutions to their respective appointment. Mr. G. Shanker Prasad and Mr. Y Venu Madhva Reddy are presently on the Board as Independent Directors, but were not specifically appointed under Section 149 of the Act. General Circular 14/2014 dated 9th June, 2014 of the Ministry of Corporate Affairs read with SEBI guidelines to Listed Stock Exchanges on Clauses 35, 36 and 49 now requires that the appointment of Independent Directors to be made expressly under the provisions of Section 149 of the Act The requisite declaration under Section 149 (6) have been obtained from these directors. In the opinion of the Board, these two Independent Directors proposed to be appointed fulfils the conditions specified in the Act and rules made thereunder and that the proposed directors are independent of the management In view of your Board, the continued association of Mr. G. Shanker Prasad and Mr. Y Venu Madhva Reddy with the Company as Independent Directors, and the rich experience they bring with them would benefit the Company. The Company has received from Mr. G. Shanker Prasad and Mr. Y Venu Madhva Reddy (i) consent in writing to act as Director in form No. DIR-2 pursuant to Rule 8 of Companies ( Appointment & Qualification of Directors) Rules, 2014 (ii) intimation in form No. DIR-8 in terms of Companies ( Appointment & Qualification of Directors) Rules 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, confirming his eligibility for such appointment and (iii) a declaration to the effect that he meets the criteria of Independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013.

**Item No. 8 of the Agenda:**

Rajesh Mehta, who is known for his impeccable skills, was instrumental in the efficient management of the Company. It may not be out of place to mention here that Mr. Rajesh Mehta, with his quest for excellence, uplifted the Company from a modest turnover to one that has entered the Multi Billion dollar club within a short span of time. In his tireless efforts and under his able Chairmanship, the Company achieved a prominent position among the Indian Corporates. The innumerable Awards that the Company continues to bag both from the Centre and the State Governments are the testimony to his caliber and unequivocal etiquette coupled with his business acumen. herefore, your Directors consider it inevitable and most advantageous to continue to receive the benefit of the expert advice and guidance of Mr. Rajesh Mehta as the Executive Chairman for the efficient functioning of the Company.

**Remuneration:**

Salary – Rs. 1, 19,988/- p.a.

**Perquisites**

- a. Free use of Company's car and driver.
- b. Leave Travel Concession for self and family, once in year.
- c. Children's Education Allowance, as per Income Tax Rules
- d. Reimbursement of medical expenses for self and family.
- e. Fees of clubs, subject to maximum of 2 clubs.
- f. Contribution to Provident Fund to the extent it is not taxable under Income Tax Act, 1961.
- g. Gratuity payable at a rate not exceeding half a month's salary, for each completed year of service.
- h. Encashment of leave at the end of the tenure.
- i. Personal Accident Insurance Premium, as per Income Tax Rules

**Item No. 9 of the Agenda:**

Mr. Prashant Mehta, who is well known for his manufacturing skills, was instrumental in setting up of a modern and most integrated facility for the manufacture of gold jewellery at Whitefield. He, along with Mr. Rajesh Mehta, paved a way for the setting up of a highly advanced Research and Development facility for the evolvment of crafting of jewellery and for the development of new internationally accepted designs. Mr. Prashanth Mehta is also known for his excellent skills of managing the affairs of the Company. In the light of the above, your Directors consider it desirable and advantageous to continue to avail the services of Mr. Prashant Mehta in the interest of the Company's progress.

# RAJESH EXPORTS LIMITED

## Remuneration:

Salary – Rs. 1, 19,988/- p.a.

## Perquisites

- Free use of Company's car and driver.
- Leave Travel Concession for self and family, once in year.
- Children's Education Allowance, as per Income Tax Rules
- Reimbursement of medical expenses for self and family.
- Fees of clubs, subject to maximum of 2 clubs.
- Contribution to Provident Fund to the extent it is not taxable under Income Tax Act, 1961.
- Gratuity payable at a rate not exceeding half a month's salary, for each completed year of service.
- Encashment of leave at the end of the tenure.
- Personal Accident Insurance Premium, as per Income Tax Rules

By the Order of the Board

Sd/-

Place : Bangalore  
Date : May 28, 2015

**RAJESH MEHTA**  
Chairman

<b>Information of the Directors Seeking Re-Appointment at the 21st Annual General Meeting [As required under Clause 49 (VIII)(E) of the Listing Agreement]</b>					
<b>Name of the Director</b>	<b>Mr.Rajesh Mehta</b>	<b>Mr.Prashant Mehta</b>	<b>Mr.G. Shanker Prasad</b>	<b>Mr.V Venu Madhava Reddy</b>	<b>Ms.Vijaya Lakshmi</b>
Date of Birth	20.06.1964	20.09.1962	06.07.1960	10.04.1970	31.01.1949
Date of Appointment	01.02.1995	01.02.1995	30.08.2001	30.08.2001	31.03.2015
DIN	00336457	00336417	01673235	02392373	07146096
Brief Resume of the Director	Promoter and Executive Chairman of the Company	Promoter and Managing Director of the Company	Independent Director	Independent Director	Independent Women Director
Relationship between directors	Brother of Prashant Mehta	Brother of Rajesh Mehta	Nil	Nil	Nil
Qualification and Expertise	II PUC Management of jewellery trade	BCom In charge of production Units.	PCS and Expertise in Company Law related matters	Expertise in Management and Administration	Expertise in Human Resources Department
Directorship held in other Companies	Rajesh Global Solutions Ltd	Rajesh Global Solutions Ltd	SME Development Center Gopichand Rohra & Associates P Ltd	Rajesh Global Solutions	Nil
Membership of Committee across other Companies, if any	Nil	Nil	Nil	Nil	Nil
Number of shares held on March 31, 2015	87964734	37140000	15000	Nil	Nil





## DIRECTORS' REPORT

Your Directors have great pleasure in presenting their 21st Annual Report on the business and operations of the Company, for the financial year ended 31st March 2015.

### FINANCIAL RESULTS

	<i>(Rs. in Millions)</i>	<i>(Rs. in Millions)</i>
	<b>For the year ended 31.03.2015</b>	For the year ended 31.03.2014
Profit Before Depreciation	7882.89	4201.47
<i>Less</i> : Depreciation	622.23	164.13
Profit after depreciation	7260.66	4037.34
<i>Less</i> : Provision for taxation	711.56	462.83
Profit after taxation	6549.10	3574.51
<i>Add</i> : Balance as per last account	8340.36	5731.11
<i>Add</i> : Profit from Associate	41.98	5.35
Profit available for appropriation	14931.44	9310.97
<i>Less</i> : Transfer to general reserves	670.00	670.00
<i>Less</i> : Proposed dividend including tax on Dividend	355.37	295.25
<i>Less</i> : Profit distributed to Partners	44.19	5.36
Balance surplus transferred to Balance Sheet	13861.88	8340.36

### OPERATIONS

Your Directors are pleased to report that your Company's total income during the period under review stood at a record all time high of Rs. 504629 million compared to that of Rs. 291972 million during the previous year. As a result, the net profit for the year under review, after provision for depreciation and income tax was Rs. 6549 million compared to Rs. 3574.50 million during the previous year. The Company has transferred an amount of Rs. 670 million to the general reserves. As a result, the total reserve of the Company has moved up to Rs. 33616.43 million.

### DIVIDEND

The Board of Directors are pleased to recommend the payment of dividend for the year ended 31st March 2015 @ Re 1 per share or 100 per cent for all the shareholders whose names appear on the Register of Members as on the Book Closure date.

### DISCLOSURE AS REQUIRED UNDER SECTION 22 OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place a Prevention of Sexual Harassment policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. The Policy is available on the website of the Company i.e., [www.rajeshindia.com](http://www.rajeshindia.com)

During the year 2014-2015, no complaints were received by the Company related to sexual harassment.

### BOARD MEETINGS, BOARD OF DIRECTORS, KEY MANAGERIAL PERSONNEL & COMMITTEES OF DIRECTORS

#### Board Meeting

The Board of Directors of the Company met seven times during the financial year. The details of various

# **RAJESH EXPORTS LIMITED**

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Board Meetings are provided in the Corporate Governance Report. The gap intervening between two meetings of the board is as prescribed in the Companies Act, 2013 (hereinafter “the Act”).

## **APPOINTMENT**

With effect from March 31, 2015, Ms. Vijaya Lakshmi has been appointed as a Non-Executive & Independent Director.

## **BOARD COMMITTEES**

The Company has the following Committees of the Board:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders Relationship Committee
4. Corporate Social Responsibility Committee and
5. Risk Management Committee

The composition of each of the above Committees, their respective role and responsibility is as detailed in the Report of Corporate Governance.

## **BOARD EVALUATION**

Pursuant to the provisions of the Act and Clause 49 of the Listing Agreement, the Board has carried out an annual evaluation of its performance, the Directors individually as well as the evaluation of the working of its Audit and Nomination & Remuneration Committees.

## **VIGIL MECHANISM**

We have established a mechanism for employees to report concerns about unethical behavior, actual or suspected fraud or violation of our code of conduct or ethics policy. The mechanism also provides for adequate safeguards against victimization of employees who avail of the mechanism and also provide for direct access to the chairman of the Audit Committee in exceptional cases. The Policy is available on the website of the Company i.e., [www.rajeshindia.com](http://www.rajeshindia.com)

## **RELATED PARTY TRANSACTIONS**

The details of the related party transactions as required under Section 134(3)(h) read with Rule 8 of the Companies (Accounts) Rules, 2014, is attached as Annexure IV.

## **DEPOSITS**

In terms of the provisions of Sections 73 of the Act read with the relevant Rules of the Act, the Company had no opening or closing balances and also has not accepted any fixed deposits during the year under review and as such, no amount of principal or interest was outstanding as on March 31, 2015.

## **CORPORATE GOVERNANCE**

Your Company has been practicing the principles of good corporate governance. The Company is in compliance with the provisions on corporate governance specified in the Listing Agreement with BSE and NSE. A detailed report on corporate governance is available as a separate section in this annual report. Certificate of the Statutory Auditors regarding compliance with the conditions stipulated in Clause 49 of the Listing Agreement is provided separately under this Annual Report.

## **AUDITORS**

M/s V Siva Sankar & Co, Chartered Accountants, Bangalore, retire at the ensuing Annual General Meeting and are eligible for reappointment. They have confirmed that their reappointment as auditors of the Company, if made, would be in accordance with the limits specified under section 139 of the Companies Act, 2013.

## **SECRETARIAL AUDITORS**

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors has appointed Ms. Priyanka Agarwal, Practicing Company Secretary for conducting secretarial audit of the Company for the financial year 2014-2015.

The Secretarial Audit Report is annexed herewith as Annexure I. The Secretarial Audit report does not contain any qualification, reservation or adverse remark.



## DETAILS ABOUT SUBSIDIARIES/ASSOCIATES/JOINT VENTURES

The Details on Subsidiaries/Associates/Joint Ventures is annexed herewith as Annexure III.

## CORPORATE SOCIAL RESPONSIBILITY

The Company has actively supported various initiatives in the areas of health, education and environment over the years. With the introduction of Section 135 of the Act, which came into effect during this financial year, the Company has constituted a Corporate Social Responsibility (“CSR”) Committee. The CSR Committee decided to continue with the existing programmes and increase focus on health and education in the years ahead. The CSR Policy is available on the website of the Company i.e., [www.rajeshindia.com](http://www.rajeshindia.com)

The Annual Report on Corporate Social Responsibility Activities is annexed herewith as Annexure VI.

## Company’s (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988

### RESEARCH AND DEVELOPMENT AND TECHNOLOGY ABSORPTION

Your Company has the largest and one of the finest R&D units in jewellery industry. The research and development team of the Company comprise of some of the finest designers, metallurgists, chemists and senior craftsman. The Company has been instrumental in developing and introducing several widely acclaimed jewellery designs. The Company has also developed several new systems, procedures and techniques in jewellery manufacturing.

### FOREIGN EXCHANGE EARNINGS AND OUTGO

Particulars	2014-15	2013-14
Foreign Exchange Earnings	203,549,179,813	191,689,593,182
Foreign Exchange Outgo	355,438,692,540	219,600,198,016

### PARTICULARS OF EMPLOYEES

During the year under review, there were no employees who were drawing remuneration in excess of Rs. 60 Lakhs per annum or Rs. 5 lakhs per month, if employed for a part of the year.

### DIRECTORS’ RESPONSIBILITY STATEMENT

Pursuant to the requirement under section 134 of the Companies Act 2013, with respect to Directors responsibility statement, it is hereby confirmed:

1. That for the compilation of the annual accounts for the financial year ended 31.03.2015, the applicable accounting standards have been followed along with proper explanation relating to the material departures.
2. That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year under review and of the profit of the Company for that period.
3. That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. That the Directors have compiled the accounts for the financial year ended 31.03.2015 on a “going concern” basis.
5. Proper internal financial controls were followed by the Company and such internal financial controls are adequate and were operating effectively;
6. Proper systems are devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### INSIDER TRADING REGULATIONS

Based on the requirements under SEBI (Prohibition of Insider Trading) Regulations, 1992, as amended from time to time, the code of conduct for prevention of insider trading and the code for corporate disclosures (“Code”), as approved by the Board from time to time, are in force at the Company. The objective of this Code is to protect the interest of shareholders at large, to prevent misuse of any price sensitive information and to prevent any insider trading activity by dealing in shares of the Company by its Directors, designated employees and other employees. The Company also adopts the concept of Trading Window Closure, to prevent its Directors, Officers, designated employees and other employees from trading in the securities of Rajesh Exports Limited at the time when there is unpublished price sensitive information.

No other material changes and commitments affecting the financial position of the Company has occurred between April 1, 2015 and the date of signing of this Report. The Policy is available on the website of the Company i.e., [www.rajeshindia.com](http://www.rajeshindia.com)

# **RAJESH EXPORTS LIMITED**

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## **INTERNAL CONTROL SYSTEMS AND ADEQUACY OF INTERNAL FINANCIAL CONTROLS**

The Company has a proper and adequate system of internal controls. This ensures that all transactions are authorised, recorded and reported correctly, and assets are safeguarded and protected against loss from unauthorized use or disposition. In addition there are operational controls and fraud risk controls, covering the entire spectrum of internal financial controls.

An extensive programme of internal audits and management reviews supplements the process of internal financial control framework. Properly documented policies, guidelines and procedures are laid down for this purpose. The internal financial control framework has been designed to ensure that the financial and other records are reliable for preparing financial and other statements and for maintaining accountability of assets. In addition, the Company has identified and documented the risks and controls for each process that has a relationship to the financial operations and reporting.

The Company also has an Audit Committee to interact with the Statutory Auditors, Internal Auditors and Management in dealing with matters within its terms of reference. This Committee mainly deals with accounting matters, financial reporting and internal controls.

## **AUDIT COMMITTEE RECOMMENDATIONS**

During the year all the recommendations of the Audit Committee were accepted by the Board. The Composition of the Audit Committee is as described in the Corporate Governance Report.

## **EXTRACT OF ANNUAL RETURN**

The details forming part of the extract of the Annual Return in Form MGT 9 is annexed herewith as Annexure II.

## **PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS U/S 186**

The details of the investments made by the Company are in Note No. 10 of the audited financial statements. The Company has not made any loans to any persons within the meaning of Section 186 and has also not given any guarantees within the meaning of that section.

## **RISK MANAGEMENT POLICY**

The Company has a robust Enterprise Risk Management (ERM) framework to identify, evaluate business risks and opportunities. This framework seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive advantage. The business risk framework defines the risk management approach across the enterprise at various levels including documentation and reporting. The framework has different risk models which help in identifying risks trend, exposure and potential impact analysis at a Company level as also separately for business segments. The Company has identified various risks and also has mitigation plans for each risk identified. The Policy is available on the website of the Company i.e., [www.rajeshindia.com](http://www.rajeshindia.com)

## **CODE OF CONDUCT**

Your Company has laid down a Code of Conduct ("Code") for all the Board Members and Senior Management Personnel of the Company. The Code is available on the website of the Company i.e., [www.rajeshindia.com](http://www.rajeshindia.com). All Directors and Senior Management Personnel of the Company have affirmed compliance with the Company's Code of Conduct for the financial year ended March 31, 2015. A declaration signed by the Chief Executive Officer (CEO) to this effect is attached in the Annual Report.

## **LISTING FEES**

The shares of the Company continue to be listed at the National Stock Exchange of India Ltd, Mumbai, and the Bombay Stock Exchange Ltd, Mumbai. The annual listing fees for National Stock Exchange of India Ltd. and Bombay Stock Exchange Ltd. have been paid.

## **ACKNOWLEDGEMENTS**

Your directors specially wish to place on record, their sincere appreciation to the employees of the Company for their dedication and hard work, which have resulted in overwhelming success of the Company during the year under report. Your directors place on record their gratitude to Canara Bank, State Bank of Hyderabad, Bank of India and IDBI Bank for their continued support. Your Directors also thank all the Shareholders, Consultants, Customers, Vendors, Service providers, Government & Statutory authorities for their continued support in successful running of company's business and its continued progress.

For and on behalf of the Board

Sd/-

Place : Bangalore  
Date : May 28, 2015

**RAJESH MEHTA**  
Chairman



**Disclosure in the Board's Report under Rule 5 of Companies (Appointment & Remuneration) Rules, 2014**

(i)	The Ratio of the remuneration of each director to the median remuneration of the employees of the company for the FY 2014-15	Director's Name	Ratio to mean Remuneration		
		Mr. Rajesh Mehta Mr. Prashant Mehta Mr. G. Shanker Prasad Mr. Y Venu Madhva Reddy Ms. Vijaya Lakshmi	1.675 : 1 1.675 : 1 1: 0 1: 0 1: 0		
(ii)	The Percentage increase in remuneration of each Director, CFO, CEO, CS or Manager if any in the FY 2014-15 compared to 2013-14 means part of the year	Director's/CFO/CEO/CS/ Manager's Name			
		Mr. Rajesh Mehta Mr. Prashant Mehta Mr. G. Shanker Prasad Mr. Y Venu Madhva Reddy Ms. Vijaya Lakshmi Mr. B Vijendra Rao (CFO)	Nil Nil Nil Nil Nil Nil		
(iii)	Percentage increase in the median remuneration of employees in the FY 2014-15 compared to 2013-14	Nil			
(iv)	Number of permanent employees on the rolls of the company	<b>As on 31.03.2015</b> <b>358</b>	As on 31.03.2014 375		
(v)	Explanation on the relationship between average increase in remuneration and the company performance	Nil			Nil
(vi)	Comparison of the remuneration of the Key Managerial Personnel against the performance of the company	0.0001%			NA
(vii)	Variation in	<b>Details</b>	<b>31.03.2015</b>	<b>31.03.2014</b>	
		Market Capitalization	<b>65,695,340,877</b>	26,543,870,314	
		Price Earning Ratio (EPS)	<b>22.18</b>	12.11	
		% Increase/decrease of market quotations	<b>2.51</b>	1.97	
		Net worth of the Company	<b>33,616,434,212</b>	27,424,913,619	
(viii)	Average percentile increase in salaries of Employees other than managerial personnel	During 2013-14	During 2014-15		
		NIL	NIL		
(ix)	Comparison of each remuneration of the Key Managerial Personnel against the performance of the Company	Name of Key Managerial personnel	Remuneration for the year ended		Reason against performance of the Company
			31.03.2015	31.03.2014	% of Change
		Mr. Prashant Mehta, Managing Director	1,19,998	1,19,998	0%
		Mr. Rajesh Mehta, CEO	1,19,998	1,19,998	0%
		Mr. B Vijendra Rao, CFO	3,24,000	-	0%
(x)	Key parameter for any variable component of remuneration availed by the Directors	No			
(xi)	Ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess the highest paid director during the year	Nil			

The Board of Directors of the Company affirms that the remuneration is as per the remuneration policy of the Company.

The statement showing the names of every employee of the company as per Rule 5(2) forms part of Director's Report is attached thereto.

# RAJESH EXPORTS LIMITED

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Annexure I

## **SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED ON 31st MARCH, 2015.**

*[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]*

To,

The Members,

**Rajesh Exports Limited**

4, Batavia Chambers, Kumara Krupa Road, Kumara Park East, Bangalore-560 001

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Rajesh Exports Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon. Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period ended on 31st March 2015, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **Rajesh Exports Limited ("The Company")** for the period ended on 31st March, 2015 according to the provisions of:

- I. The Companies Act, 2013 (**the Act**) and the Rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 (**'SCRA'**) and the Rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (**'SEBI Act'**) viz:
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee purchase scheme) Guidelines, 1999.
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008.
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (VI) **OTHER APPLICABLE ACTS,**
  - a. The Special Economic Zone Act, 2005
  - b. The Trade Marks Act, 1999
  - c. Legal Metrology Act, 2009
  - d. Shops and Establishment Act, 1948
  - e. Bureau of Indian Standards (BIS) (Hallmarking)

**We have also examined compliance with the applicable clauses of the following:**

- i) Secretarial Standards issued by The Institute of Company Secretaries of India.- **Not Applicable for the year ended 31st March, 2015**
- ii) The Listing Agreements entered into by the Company with the BSE Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreements etc mentioned above.



**We further report that:**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

The Company has obtained all necessary approvals under the various provisions of the Act; and There was no prosecution initiated and no fines or penalties were imposed during the year under review under the Act, SEBI Act, SCRA, Depositories Act, Listing Agreement and Rules, Regulations and Guidelines framed under these Acts against / on the Company, its Directors and Officers.

The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, their being independent and compliance with the Code of Business Conduct & Ethics for Directors and Management Personnel;

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, there were no instances of:

- (i) Public/Rights/Preferential Issue of shares/debentures/sweat equity.
- (ii) Redemption/buy-back of securities.
- (iii) Major decisions taken by the Members in pursuance to Section-180 of the Companies Act, 2013.
- (iv) Merger/amalgamation/reconstruction etc.
- (v) Foreign technical collaborations.

Place : Bangalore

Date : 13th August 2015

**PRIYANKA AGARWAL**  
*Practising Company Secretary*  
COP No:-13554

**ANNEXURE A**  
**( To the Secretarial Audit Report )**

**To**

**The Members**  
**Rajesh Exports Limited**

My report of even date is to be read along with this letter.

- 1) Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
- 2) I have followed the audit practices and process as are appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the process and practices, I followed provide a reasonable basis for my opinion.
- 3) I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- 4) Where ever required, I have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
- 5) The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedure on test basis.
- 6) The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place : Bangalore

Date : 13th August 2015

**PRIYANKA AGARWAL**  
*Practising Company Secretary*  
COP No:-13554

# RAJESH EXPORTS LIMITED

Annexure II

## FORM NO. MGT 9 EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2015

*Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company  
(Management & Administration) Rules, 2014.*

### I. REGISTRATION & OTHER DETAILS:

1	CIN	L36911KA1995PLC017077
2	Registration Date	01.02.1995
3	Name of the Company	Rajesh Exports Limited
4	Category/Sub-category of the Company	Company Limited by shares
5	Address of the Registered office & contact details	# 4, Batavia Chambers, Kumara Krupa Road, Kumara Park East, Bangalore - 560 001
6	Whether listed company	YES
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s S. K. D. C Consultants Limited Kanapathy Towers, 3rd Floor ; 1391/A-1, Sathy Road; Ganapathy, Coimbatore - 641 006. Phone: 0422 - 6549995; 2539835-836 Fax: 0422 - 2539837. E-mail: info@skdc-consultants.com

### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S.No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Manufacture of gold jewellery, Gold products & Sale of Bullion	3211	100%

### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S.No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary / Associate	% of shares held	Applicable Section
1	REL SINGAPORE PTE.LTD.	Foreign Company	Subsidiary	100%	





#### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

##### (i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2014]				No. of Shares held at the end of the year [As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/ HUF	156590879		156,590,879	53.03	159034138		159,034,138	53.86%	0.83%
b) Central Govt			-	0.00%			-	0.00%	0.00%
c) State Govt(s)			-	0.00%			-	0.00%	0.00%
d) Bodies Corp.			-	0.00%			-	0.00%	0.00%
e) Banks / FI			-	0.00%			-	0.00%	0.00%
f) Any other			-	0.00%			-	0.00%	0.00%
<b>Sub Total (A) (1)</b>	<b>156,590,879</b>	<b>-</b>	<b>156,590,879</b>	<b>53.03%</b>	<b>159,034,138</b>	<b>-</b>	<b>159,034,138</b>	<b>53.86%</b>	<b>0.83%</b>
(2) Foreign									
a) NRI Individuals			-	0.00%			-	0.00%	0.00%
b) Other Individuals			-	0.00%			-	0.00%	0.00%
c) Bodies Corp.			-	0.00%			-	0.00%	0.00%
d) Any other			-	0.00%			-	0.00%	0.00%
<b>Sub Total (A) (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>0.00%</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>0.00%</b>	<b>0.00%</b>
<b>TOTAL (A)</b>	<b>156,590,879</b>	<b>-</b>	<b>156,590,879</b>	<b>53.03%</b>	<b>159,034,138</b>	<b>-</b>	<b>159,034,138</b>	<b>53.86%</b>	<b>1.56%</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	2794211		2,794,211	0.01	2117113		2,117,113	0.72%	0.71%
b) Banks / FI	35750		35,750	0.01%	3990		3,990	0.00%	-88.84%
c) Central Govt			-	0.00%			-	0.00%	0.00%
d) State Govt(s)			-	0.00%			-	0.00%	0.00%
e) Venture Capital Funds			-	0.00%			-	0.00%	0.00%
f) Insurance Companies	8055000		8055000	2.73%	6583226		6,583,226	2.23%	0.50%
g) FIIs	45936840		45,936,840	15.56%	47677039		47,677,039	16.15%	0.59%
h) Foreign Venture Capital Funds			-	0.00%			-	0.00%	0.00%
i) Others (specify)			-	0.00%			-	0.00%	0.00%
<b>Sub-total (B)(1) :-</b>	<b>56,821,801</b>	<b>-</b>	<b>56,821,801</b>	<b>19.24%</b>	<b>56,381,368</b>	<b>-</b>	<b>56,381,368</b>	<b>19.10%</b>	<b>0.17%</b>
<b>2. Non-Institutions</b>									
<b>a) Bodies Corp.</b>									
i) Indian	5068295		5068565	1.72%	3273317		3273047	1.11%	0.61%
ii) Overseas	10607578		10,607,578	3.59%	10601360		10,601,360	3.59%	-0.06%

# RAJESH EXPORTS LIMITED

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2014]				No. of Shares held at the end of the year [As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>b) Individuals</b>									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	7,774,848	206,431	7,981,279	2.70%	5646211	199427	5,845,638	1.98%	0.72%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	2,057,695	159,000	2,216,695	0.75%	2072519	159000	2,231,519	0.76%	0.01%
c) Others (specify)	552,806		552,806	0.18%	2705815		2705815	1.03%	0.85%
Non Resident Indians	55127785		55,127,785	18.67%	55051740		55,051,740	18.65%	0.02%
Overseas Corporate Bodies			-	0.00%			-	0.00%	0.00%
Foreign Nationals			-	0.00%			-	0.00%	0.00%
Clearing Members	292571		292,571	0.10%	135334		135,334	0.05%	0.05%
Trusts			-	0.00%			-	0.00%	0.00%
Foreign Bodies - D R			-	0.00%			-	0.00%	0.00%
<b>Sub-total (B)(2):-</b>	<b>81,481,578</b>	<b>365,701</b>	<b>81,847,279</b>	<b>27.72%</b>	<b>79,486,296</b>	<b>358,157</b>	<b>79,844,453</b>	<b>27.04%</b>	<b>0.59%</b>
<b>Total Public (B)</b>	<b>138,303,379</b>	<b>365,701</b>	<b>138,669,080</b>	<b>46.97%</b>	<b>135,867,664</b>	<b>358,157</b>	<b>136,225,821</b>	<b>46.14%</b>	<b>0.83%</b>
C. Shares held by Custodian for GDRs & ADRs			-	0.00%				0.00%	0.00%
<b>Grand Total (A+B+C)</b>	<b>294,894,258</b>	<b>365,701</b>	<b>295,259,959</b>	<b>100.00%</b>	<b>294,901,802</b>	<b>358,157</b>	<b>295,259,959</b>	<b>100.00%</b>	<b>0.12</b>

## ii) Shareholding of Promoters-

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Bipin Jasvantrai Mehta	7188180	2.43	Nil	7188180	2.43		0.00%
2	Chandrika J Mehta	450000	0.15	Nil	450000	0.15		0.00%
3	Jasvantrai F Mehta	450000	0.15	Nil	450000	0.15		0.00%
4	Jayashree B Mehta	600000	0.20	Nil	600000	0.20		
5	Leena Rajesh Mehta	600000	0.20	Nil	600000	0.20		
6	Mahesh Jasvantrai Mehta	21597965	7.31	Nil	24041224	8.14		
7	Manisha P Mehta	600000	0.20	Nil	600000	0.20		
8	Prashant Jasvantrai Mehta	37140000	12.58	Nil	37140000	12.58		
9	Rajesh Jasvantrai Mehta	87964734	29.79	Nil	87964734	29.79		0.00%



**iii) Change in Promoters' Shareholding (please specify, if there is no change)**

SN	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares of
	Mahesh Jasvantra Mehta						
	At the beginning of the year	04/01/2014		21,597,965	7.31%		
	Changes during the year	30/06/2014	Purchase	1,949,046	0.66%	23,547,011	7.97%
		30/09/2014	Purchase	174824	0.06%	23721835	8.03%
		21/11/2014	Purchase	207000	0.07%	23928835	8.10%
		31/12/2014	Purchase	112389	0.04%	24041224	8.14%
	At the end of the year	31/03/2015				24,041,224	8.14%

Note : 1. The above mentioned purchase were done on various dates and the same was notified to the stock exchanges on those days. The above mentioned record is when the shares were transferred to the Promoters Demat.

2. On no day the Promoter has purchased more than 2% of his share holding hence MGT 10 is not required to be filed.

**iv) Shareholding Pattern of top ten Shareholders:**

*(Other than Directors, Promoters and Holders of GDRs and ADRs):*

SN	For each of the Top 10 shareholders	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares of
1	BRIDGE INDIA FUND						
	At the beginning of the year	1/4/2014		29,239,879	9.90%		
	Changes during the year	30/06/2014	Purchase	80117	0.03%	29,319,996	9.93%
	At the end of the year	31/03/2015	Purchase	28,844	0.01%	29,348,840	9.94%
2	DHIRAJLAL JERAMBHAI DHAKAN						
	At the beginning of the year	1/4/2014		14198702	4.81%		
	At the end of the year	31/03/2015				14,198,702	4.81%
3	ROHITKUMAR PIPARIA						
	At the beginning of the year	1/4/2014		14164641	4.80%		
	At the end of the year	31/03/2015				14,164,641	4.80%
4	SANDEEP DHIRAJLAL DHAKAN						
	At the beginning of the year	1/4/2014		14132796	4.79%		
	At the end of the year	31/03/2015				14,132,796	4.79%
5	MAVI INVESTMENT FUND LTD						
	At the beginning of the year	1/4/2014		10601360	3.59%		
	At the end of the year	31/03/2015				10,601,360	3.59%
6	PARTHIBAN						
	At the beginning of the year	1/4/2014		9783801	3.31%		
	At the end of the year	31/03/2015				9,783,801	3.31%

## RAJESH EXPORTS LIMITED

SN	For each of the Top 10 shareholders	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares of
7	INDIA MAX INVESTMENT FUND LIMITED						
	At the beginning of the year	1/4/2014		5247621	1.78%		
	At the end of the year	31/03/2015				5,247,621	1.78%
8	LIFE INSURANCE CORPORATION OF INDIA						
	At the beginning of the year	1/4/2014		4440000	1.50%		
	Changes during the year		Sold	557,156	0.18%	3,882,844	1.32%
	At the end of the year	31/03/2015				3,882,844	1.32%
9	UNITED INDIA INSURANCE COMPANY LIMITED						
	At the beginning of the year	1/4/2014		3315000	1.12%		
	At the end of the year	31/03/2015			0.00%	3,315,000	1.12%
10	AFRIN DIA						
	At the beginning of the year	1/4/2014		3,082,795	1.04%		
	Changes during the year	30/06/2014	Purchase	28844	0.01%	3,111,639	1.05%
	At the end of the year	31/03/2015	Sold	28,844	1.04%	3,082,795	1.04%

### (v) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares of
1	RAJESH JASVANTRAI MEHTA						
	At the beginning of the year	1/4/2014		87,964,734	29.79%	87,964,734	29.79%
	Changes during the year				0.00%		0.00%
	At the end of the year	31/03/2015		87,964,734	29.79%	87,964,734	29.79%
2	PRASHANT JASVANTRAI MEHTA						
	At the beginning of the year	1/4/2014		37,140,000	12.58%	37,140,000	12.58%
	Changes during the year				0.00%		0.00%
	At the end of the year	31/03/2015		37,140,000	12.58%	37,140,000	12.58%
3	G Shanker Prasad						
	At the beginning of the year	1/4/2014		15,000	0.01%	15,000	0.01%
	Changes during the year				0.00%		0.00%
	At the end of the year	31/03/2015		15,000	0.01%	15,000	0.01%



**V. INDEBTEDNESS** - Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(Rs./Lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	13,411,344,132	446,599,110	81,154,201	13,939,097,443
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	13,411,344,132	446,599,110	81,154,201	13,939,097,443
<b>Change in Indebtedness during the financial year</b>				
* Addition	956,755,013	0	0	956,755,013
* Reduction	0	(285,934,190)	(7,797,670)	(293,731,860)
Net Change	956,755,013	(285,934,190)	(7,797,670)	663,023,153
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	14,368,099,145	160,664,920	73,356,531	14,602,120,596
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	14,368,099,145	160,664,920	73,356,531	14,602,120,596

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL -**

**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

(Rs./Lakhs)

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Rajesh Mehta Executive Chairman	Prashant Mehta Managing Director	
1	Gross salary	119988	119988	239976
	(a) Salary as per provisions contained in section 17(1) of the Income - tax Act, 1961	0.00	0.00	0.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0.00	0.00	0.00
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0.00	0.00	0.00
2	Stock Option	0.00	0.00	0.00
3	Sweat Equity	0.00	0.00	0.00
4	Commission - as % of profit - others, specify	0.00	0.00	0.00
5	Others-contribution to funds	0.00	0.00	0.00
	Total (A)	119988	119988	239976
	Ceiling as per the Act	0.00	0.00	0.00

# RAJESH EXPORTS LIMITED

## B. Remuneration to other directors

(Rs./Lakhs)

SN.	Particulars of Remuneration	Name of Directors			Total Amount
		Mr. Shanker Prasad	Mr. Venu Madhav Reddy	Ms. Vijaya Lakshmi	
1	Independent Directors				
	Fee for attending board committee meetings	0.00	0.00	0.00	0.00
	Commission	0.00	0.00	0.00	0.00
	Others, please specify	0.00	0.00	0.00	0.00
	Total (1)	0.00	0.00	0.00	0.00
2	Other Non-Executive Directors	-	-	-	-
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	0.00	0.00	0.00	0.00
	Total Managerial Remuneration	0.00	0.00	0.00	0.00
	Overall Ceiling as per the Act				

## C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

(Rs./Lakhs)

SN	Particulars of Remuneration	Key Managerial Personnel		Total
		CS	CFO	
1	Gross salary	420000	324000	744000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0.00	0.00	0.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0.00	0.00	0.00
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0.00	0.00	0.00
2	Stock Option	0.00	0.00	0.00
3	Sweat Equity	0.00	0.00	0.00
4	Commission	0.00	0.00	0.00
	- as % of profit	0.00	0.00	0.00
	others, specify	0.00	0.00	0.00
5	Others - Contribution to funds	0.00	0.00	0.00
	Total	420000	324000	744000

## VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties or punishments levied on the company, its Director or Officers in Default during the year. Also there was no necessity for the Company, its Director or Officers in Default to compound any offence.

For and on behalf of the Board

Sd/-

Place : Bangalore

Date : May 28, 2015

**RAJESH MEHTA**

*Chairman*

DIN : 00336457

**PRASHANT MEHTA**

*Managing Director*

DIN : 00336417

**Annexure III****Form No. AOC-1**

As on financial year ended on 31.03.2015

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of  
Companies (Accounts) Rules, 2014)

**Statement containing salient features of the financial statement of  
subsidiaries/associate companies/joint ventures****Part "A": Subsidiaries**

(Information in respect of each subsidiary to be presented with amounts in Rs.)

Sl. No.	Particulars	Details
1.	Name of the subsidiary	REL Singapore Pte Ltd
2.	Reporting period	July to June
3.	Reporting currency and Exchange rate	US Dollar
4.	Share capital	3,67,000
5.	Reserves & surplus	5,21,20,89,692
6.	Total assets	28,97,06,20,644
7.	Total Liabilities	28,97,06,20,644
8.	Investments	Nil
9.	Turnover	91,24,93,03,835
10.	Profit before taxation	3,90,75,04,695
11.	Provision for taxation	Nil
12.	Profit after taxation	3,90,75,04,695
13.	Proposed Dividend	Nil
14.	% of shareholding	100%

Notes: The following information shall be furnished at the end of the statement:

1. Names of subsidiaries which are yet to commence operations
2. Names of subsidiaries which have been liquidated or sold during the year.

For and on behalf of the Board  
Sd/-Place : Bangalore  
Date : May 28, 2015**RAJESH MEHTA**  
Chairman  
DIN : 00336457**PRASHANT MEHTA**  
Managing Director  
DIN : 00336417

# RAJESH EXPORTS LIMITED

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Annexure IV

## Form No. AOC-2

As on financial year ended on 31.03.2015

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

**Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto**

**1. Details of contracts or arrangements or transactions not at arm's length basis:**

There were no contracts or arrangements or transactions entered in during the year ended March 31, 2015, which were not at arm's length basis.

**2. Details of material contracts or arrangement or transactions at arm's length basis:**

- |  |                                  |
|--|----------------------------------|
| (a) Name(s) of the related party and nature of relationship:   | Aone Exports Partnership         |
| (b) Nature of contracts/arrangements/transactions:   | Sales                            |
| (c) Duration of the contracts / arrangements/transactions:   | 1 Year                           |
| (d) Salient terms of the contracts or arrangements or transactions including the value, if any:                        | Sales (33,621,707,364)           |
| (e) Justification for entering into such contracts or arrangements or transactions                                     | They were clients of the Company |
| (f) Date(s) of approval by the Board:  | 13-11-2013                       |
| (g) Amount paid as advances, if any:   | NIL                              |
| (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188: | 30-09-2013                       |

For and on behalf of the Board  
Sd/-

Place : Bangalore  
Date : May 28, 2015

**RAJESH MEHTA**  
Chairman  
DIN : 00336457

**PRASHANT MEHTA**  
Managing Director  
DIN : 00336417





## NOMINATION AND REMUNERATION POLICY

**Introduction :** This Policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee and approved by the Board of Directors. Details of the Committee and of the Policy are as under:

**Objectives of the Committee:** The Committee shall:

1. Identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal vide Section 178 of Companies Act, 2013
2. Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees vide Section 178 of Companies Act, 2013.

**Applicability:-** The Policy is applicable to

- Directors (Executive and Non Executive)
- Key Managerial Personnel
- Senior Management Personnel

**General Appointment Criteria:**

- i. The Company is required to appoint a MD/Manager/CEO and in their absence a WTD as one of the KMPs. The Company is also required to appoint a Company Secretary and a Chief Financial Officer. The Company may also appoint a Chief Executive Officer who may or may not be a Director.
- ii. The Committee shall consider the ethical standards of integrity and probity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and accordingly recommend to the Board his / her appointment.
- iii. The Company shall ensure that the person so appointed as Director/ Independent Director/ KMP/ Senior Management Personnel shall not be disqualified under the Companies Act, 2013, rules made thereunder, Listing Agreement or any other enactment for the time being in force.
- iv. The Director/ Independent Director/ KMP/ Senior Management Personnel shall be appointed as per the procedure laid down under the provisions of the Companies Act, 2013, rules made there under, Listing Agreement or any other enactment for the time being in force.
- v. The appointees in various designations shall be qualified for the post.
- vi. Letters of Appointment - Each Director/KMP/Senior Officials is required to sign the letter of appointment with the Company containing the terms of appointment and the role assigned in the Company

**Additional Criteria for Appointment of Independent Directors:**

The Committee shall consider qualifications and appointment for Independent Directors as per the provisions of clause 49 of the Listing Agreement and the Companies Act, 2013.

**Remuneration:** The Committee will recommend the remuneration to be paid to the Managing Director, Whole-Time Director, KMP and Senior Management Personnel to the Board for their approval. The level and composition of remuneration so determined by the Committee shall be reasonable and sufficient to attract, retain and motivate directors, Key Managerial Personnel and Senior Management of the quality required to run the Company successfully. The relationship of remuneration to performance should be clear

## **RAJESH EXPORTS LIMITED**

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and meet appropriate performance benchmarks. The remuneration should also involve a balance between fixed and incentive pay wherever considered reasonable reflecting short and long-term performance objectives appropriate to the working of the company and its goals. Payment of bonus, contribution to Provident and other Funds, ESI etc. shall be in accordance with the regulations.

**Constitution of the Nomination and Remuneration Committee:** The Board has the power to constitute/ reconstitute the Committee from time to time in order to make it consistent with the Company's policy and applicable statutory requirement. At present, the Nomination and Remuneration Committee has been constituted by the board of directors.

**Policy on Board diversity:**

The Board of Directors shall have the optimum combination of Directors from the different areas / fields like production, Management, Quality Assurance, Finance, Sales and Marketing, Supply chain, Research and Development , Human Resources etc or as may be considered appropriate. The Board shall have atleast one Board member who has accounting or related financial management expertise and atleast three members who are financially literate.

**Deviations and Changes to the Policy:** The Board may vary the above policy on need basis in accordance with the applicable laws in force. The Remuneration Committee may review the above policy from time to time to cope with the changed scenario and manpower requirements and suggest suitable changes on its own or at the request of the Board.

For and on behalf of the Board

Sd/-

Place : Bangalore  
Date : May 28, 2015

**RAJESH MEHTA**  
*Chairman*  
DIN : 00336457

**PRASHANT MEHTA**  
*Managing Director*  
DIN : 00336417



## Annexure VI

### CORPORATE SOCIAL RESPONSIBILITY REPORT

1. A brief outline of the company's CSR Policy, including overview of projects or programs proposed to be undertaken and a reference to the web- link to the CSR policy and projects or programs.

The Company will take up community and socially focused activities, with particular emphasis on the following activities, hereinafter referred to as "CSR activities":

- i. Promoting preventive and general health care, sanitation including contribution to the Swachh Bharat Kosh set up by the Central Government for the promotion of sanitation and provision of safe drinking water.
- ii. Promoting education by providing financial assistance to deserving educational institutions, meritorious students, including special education and employment enhancing vocation skills especially among children, women elderly and differently abled, promoting livelihood enhancement projects and road safety projects with special emphasis on driver training programmes.
- iii. Promoting gender equality, empowering women, setting up homes and hostels for women and orphans, setting up old age homes day care center and such other facilities for senior citizens.
- iv. Ensuring environmental sustain-ability, ecological balance, protection of Flora and Fauna, animal welfare, agroforestry conservation of natural resources and maintaining quality of soil, air and water including contribution to the Clean Ganga Fund set up by the Central Government for rejuvenation of the Ganga.
- v. Protection of National heritage, art and culture, including restoration of building and sites of historical importance and works of art, setting up public libraries, promotion and development of traditional arts and handicrafts.
- vi. Contribution or funds provided to technology incubators located within academic institutions which are approved by the Central Government;
- vii. Contributing to rural development projects; and
- viii. Such other activities and projects covered in Schedule VII to the Companies Act, 2013 and notifications made by the Ministry from time to time.

#### 2. Composition of the CSR Committee as on 31st March 2015

Sl No.	Name of Member	Status	Category
1	Mr. Rajesh Mehta	Chairman	Executive Chairman
2	Mr. Prashant Mehta	Member	Managing Director
3	Mr. G. Shanker Prasad	Member	Independent Director
4	Mr. Y V Madhva Reddy	Member	Independent Director

#### 3. Average net profit of the company for last three financial years u/s 135 of Companies Act 2013

Particulars	Amount (Rs.)
Net Profit for the year 2011-12	4,12,43,01,605
Net Profit for the year 2012-13	4,52,60,37,942
Net Profit for the year 2013-14	2,26,99,17,670
Average Net Profit	3,64,00,85,739

#### 4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above)

2% on the Average Net Profits as stated above shall amount to- Rs. 7,28,01,715

# RAJESH EXPORTS LIMITED

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## 5. Details of CSR Expenditure in FY 2014-15

Total amount spent in the Financial Year 2014-15 is Rs. 2,79,50,064

## 6. Details of the Amounts Spent on CSR Projects during the Financial Year 2014-15

S.No.	CSR Project or activity identified	Sector in which the project is covered	Product or Programme (i) Local Area (ii) Specify state	Amount Outlay (Budget) or programme wise	Amount Spent on the projects or programme	Amount Spent directly or through Agency
1	Health	Health Care	Local Area	2,40,00,000	2,40,00,000	Directly
2	Yatri Nivas	Building	Gujarat	30,00,000	30,00,000	Directly
3.	Religious	Spiritual	Local Area	9,50,064	9,50,064	Directly

## 7. In case the company has failed to spend the two percent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report.

The average Net Profit of the Company during the last three Financial Years amounts to Rs. 3,64,00,85,739 and 2% of such average Net Profit works out to Rs. 7,28,01,715 which is the amount of CSR expenditure the Company was required to incur during the Financial Year 2014-15. As against this, the total amount spent by the Company on CSR Projects during FY 2014-15 was Rs.2,79,50,064. The reasons for the shortfall in CSR expenditure is primarily that the Company did not get adequate number of eligible projects.

## 8. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the company.

The implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the company.

Place: Bangalore  
Date: May 28, 2015

**RAJESH MEHTA**  
Chairman, CSR Committee



## MANAGEMENT DISCUSSION AND ANALYSIS

Your Directors are pleased to report the record breaking results of the company for the year 2014-15. The company performed excellently well in its export, wholesale and retail business and posted an impressive profit after tax of Rs. 6549 million and record breaking revenues of Rs. 504629 million, as compared to Rs 291972 Million during the last year, witnessing a growth of 72.83%. Net Profit before Tax for the year ended March 31, 2015 stood at Rs 7261 Million, as compared to Rs 4045 Million in the last year, witnessing a growth of 79.51%. Net Profit after Tax for the year ended March 31, 2015 stood at Rs 6549 Million, as compared to Rs 3596 Million in the last year, witnessing a growth of 82.12%.

Company's plans for expansion are going unabated. Last year Company formed a Division for foraying into Gold Finance Business, by utilizing its Existing retail network of 81 retail showrooms and to apply for Regulatory Permissions and the required licenses for foraying into the Gold Finance Business. Company decided to sign a Share Purchase Agreement with various Shareholders of European Gold Refineries for 100% acquisition of the shares of European Gold Refineries through a Special Purpose Vehicle (SPV) to be formed in Switzerland. Company also decided to form a Subsidiary in Europe to expand the global foot print of the company. Further, Board of Directors have given approval to make acquisition/s in Europe in the range of USD 250 Mln to USD 500 Mln, which would strengthen the backward integration of the company and strengthen the domestic and global presence of the company in gold business. All of these will further strengthen our resolve to deliver high quality jewellery, on a mine-to-customer basis, at lower rate, and to realize our vision to be the recognized performance leader in the Global jewellery market with World's largest catalogue of jewellery designs.

### MANAGEMENT

The Board of Directors head the Management of the Company, which also includes Whole Time Directors. The following is the composition of the Board of Directors of the Company as on 31.03.2015.

Sl. No.	Name	Designation	Profession
01.	<b>Mr. Rajesh Mehta</b>	Executive Chairman	He is responsible for the overall functioning of the company, in addition to being specifically in-charge of the finance and marketing functions. He has an experience of over 30 years in the functioning and management of the jewellery trade and has traveled extensively within India and abroad for establishing a strong network in the industry. In addition to his post as Executive Chairman of REL he is a member of the Export Trade Advisory Committee of the Bangalore Jewellers Association. He is also the president of the Karnataka Jewellery Exports Association.
02.	<b>Mr. Prashant Mehta</b>	Managing Director	He is in charge of the day-to-day functioning and holds specific charge of the production unit of REL. He has over 30 years of experience in the jewellery business and is recognized as an authority in the production of Gold jewellery.
03.	<b>Mr. Y Venu Madhava Reddy</b>	Non-Executive & Independent Director	He has an experience of over 19 years in Statutory Matters. He advises the Board on statutory requirements
04.	<b>Mr. G. Shanker Prasad</b>	Non-Executive & Independent Director	Well known Practicing Company Secretary and Cost Accountant. He advises the Board with insight on Company Law-related matters.
05.	<b>Ms. Vijaya Lakshmi</b>	Non-Executive & Independent Director	She has a vast experience in Human Resource Management, and is an asset to the Company in this aspect.

# RAJESH EXPORTS LIMITED

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The Board of Directors are efficiently complemented in the day-to-day functioning by a team of highly qualified professionals with considerable experience and expertise in their respective fields.

## HUMAN RESOURCES

Rajesh Exports realizes the importance of human resources, which it considers next only to capital in the order of importance. The Company has a pool of highly qualified and experienced professionals, who are instrumental in the Company achieving giant strides year after year towards progress. The Company has an HR policy which emphasizes the need for attaining organizational goals through individual growth and development. Staff audit and performance appraisal are the key areas of the Company's HR Policy.

## DISCLAIMER

Statements made in Management Discussion and Analysis report include forward looking statements and may differ from the actual situation. The important factors that would make a difference to the Company's operations include market factors, government regulations and policies, developments within and outside the country etc.

## ANALYSIS OF FINANCIAL PERFORMANCE

### a) *Key financial Indicators:*

	2014-2015	2013-2014
Return on Net Worth	<b>19.48</b>	13.03
PAT to Sales	<b>1.30</b>	1.23
Turnover (Times)/ Fixed Assets	<b>191.35</b>	173.30
Sales / Total Assets (Times)	<b>3.14</b>	2.60

### b) *Revenues:*

The business operations of Rajesh Exports Ltd. for the year 2014-15 resulted in the Company achieving total revenue of 504629.99 as against Rs. 291973.89 Million during the previous year.

(Rs. in Million)

	2014-2015	2013-2014
Operating Revenue	<b>504628.94</b>	291971.98
Other Income	<b>1.05</b>	1.91
Total Revenue	<b>504629.99</b>	291973.89

### c) *Operating Income:*

Operating income (excluding other income) for the year 2014-2015 is Rs. 504628.94 Million as compared to Rs. 291971.98 Million in the previous year.

### d) *Cost of Revenue:*

Cost of goods sold for 2014-2015 is Rs. 489159.42 Million as compared to Rs. 281698.66 Million in the previous year.

### e) *Provision for Taxation:*

The provision for taxation for 2014-2015 is Rs. 711.56 Million as compared to Rs. 465.35 Million during the previous year.

### f) *Debt:*

The Company as at 31st March 2015 had working capital facilities outstanding with the consortium of member Banks of Rs. 9600.00 million. The Company has not availed any long term debt.



g) **Fixed Assets:**

The book value of fixed assets for the year ended 31.03.2015 after providing for depreciation is Rs.2637.16 Million.

h) **Loans and Advances:**

The loans and advances as on 31st March 2015 were Rs. 3695.97 Million as compared to Rs. 4729.78 Million during the previous year.

i) **Cash and Bank Balances:**

REL continues to be a cash positive Company. As on 31st March 2015 the Company has Rs. 114063.84 Million (Net) as cash and bank balances.

h) **Current Liabilities:**

The current liabilities as on 31.03.2015 are Rs. 127110.62 Million.

For and on behalf of the Board

Sd/-

**RAJESH MEHTA**

*Chairman*

Place : Bangalore

Date : May 28, 2015

# RAJESH EXPORTS LIMITED

## REPORT ON CORPORATE GOVERNANCE

Rajesh Exports Limited recognises the ideals and importance of corporate governance and acknowledges its responsibilities towards all its shareholders, employees, customers and regulatory authorities. The Company believes that a good corporate governance process aims to achieve a balance between the shareholders' interest and corporate goals of the Company. It aims to attain the highest levels of transparency, accountability and integrity to all its shareholders by implementing transparent corporate governance, thereby enhancing the value of the shareholders and their Company.

Accountability improves decision-making and transparency helps to explain rationale behind decision-making and reinforces the shareholders' confidence in the company.

### BOARD OF DIRECTORS

The Composition of the Board of Directors

The Board of the Company is composed of Executive and Non-Executive Directors. As on March 31, 2015, the strength of the Board was Five Directors comprising of two Executive Directors including the Chairman of the Company and Three Non-Executive Directors. Sixty per cent of the Board comprised of Independent Directors.

The details of the Board of Directors as on March 31, 2015 are given below:

Category	Name of the Directors	Number of Director	Composition %	No. of Directorship's in other Companies	No. of Board Meeting Held	No. of Board Meeting Attended
<b>Promoter Executive Chairman</b>	Mr. Rajesh Mehta	<b>2</b>	<b>40%</b>	Rajesh Global Solutions Limited	07	07
Managing Director	Mr. Prashant Mehta			Rajesh Global Solutions Limited	07	07
<b>Independent &amp; Non-Executive Directors</b>		<b>3</b>	<b>60%</b>			
	Mr. Y Venu Madhava Reddy			Rajesh Global Solutions Limited	07	04
	Mr. G. Shanker Prasad			1.SME Development Center 2.Gopichand Rohra & Associates Pvt. Ltd	07	05
	Ms. Vijaya Lakshmi			Nil	07	00

The Company has not entered into any transactions with its Directors or relatives which would affect the interest of the Company at large.





## BOARD MEETINGS

During the year 2014-15, seven (7) board meetings were held as follows:

Sl. No.	1	2	3	4	5	6	7
Date of Board Meeting	30.05.2014	14.08.2014	14.11.2014	08.11.2014	09.02.2015	14.02.2015	11.03.2015

## COMMITTEES OF DIRECTORS

The Board has constituted Committees of Directors to deal with matters which need quick decisions and timely monitoring of the activities falling within their terms of reference. The Board Committees are as follows.

### AUDIT COMMITTEE

The Audit Committee presently comprises one executive Director viz Mr. Rajesh Mehta, and two non-executive Directors viz Mr. G. Shanker Prasad and Mr. Y. Venu Madhava Reddy. During the year under review the Committee held four meetings.

The terms of reference of the Audit Committee are in accordance with Clause 49(ii) of Listing Agreements entered into with the Stock Exchanges which inter-alia includes the following:

- Overseeing the Company's financial reporting process and to ensure correct, adequate and credible disclosure of financial information.
- Recommending the appointment and removal of external auditors and fixing their fees.
- Reviewing the annual financial statements, with special emphasis on accounting policies and practices, compliance with accounting standards and other legal requirements concerning financial statements.
- Reviewing the adequacy of the audit and compliance function, including their policies, procedures, techniques and other regulatory requirements.

The Audit Committee of the Company met four times during the year.

Name of the Member	Status	Category	No. of Meeting held	No. of Meeting Attended
Mr. Y. Venu Madhava Reddy	Chairman	Independent & Non-Executive Director	4	4
Mr. G Shanker Prasad	Member	Independent & Non-Executive Director	4	4
Mr. Rajesh Mehta	Member	Executive Chairman	4	4

## SHAREHOLDERS & INVESTOR GRIEVANCE COMMITTEE

The Shareholders and Investor Grievance Committee presently comprises Mr. Y. Venu Madhava Reddy, Mr. G Shanker Prasad and Mr. Rajesh Mehta. The Committee approves and monitors transfers, transmissions, Redressal, splitting and consolidation of shares issued by the Company and issue of duplicate share certificates. The Committee also monitors Redressal of complaints from shareholders relating to transfer of shares, non-receipt of balance sheet, dividends etc. and reviewing the share transfers executed by S.K.D.C. Consultants Ltd.

No. of investor complaints received during the year : 0  
No. of complaints resolved : 0  
No. of complaints pending : 0

The Committee is chaired by Mr. Y. Venu Madhava Reddy, who is a non executive director. The Committee had four meetings during the year.

## RAJESH EXPORTS LIMITED

Name of the Member	Status	Category	No. of Meeting held	No. of Meeting Attended
Mr. Y. Venu Madhava Reddy	Chairman	Independent & Non-Executive Director	4	4
Mr. G Shanker Prasad	Member	Independent & Non-Executive Director	4	4
Mr. Rajesh Mehta	Member	Executive Chairman	4	4

Mr. Anil Kumar Panchariya, Company Secretary is the Secretary to the Stakeholders Relationship Committee and the Compliance Officer of the Company.

During the financial year, there were no complaints from shareholders pending as on March 31, 2015.

### NOMINATION AND REMUNERATION COMMITTEE

Pursuant to Clause 49 of the Listing Agreement and Section 178 of the Act, the Board has re-constituted and renamed the Remuneration Committee as Nomination and Remuneration Committee and adopted new terms of reference.

The terms of reference for the Nomination and Remuneration Committee includes:

- To formulate a Nomination and Remuneration Policy on:
  - ❖ determining qualifications, positive attributes and independence of a director.
  - ❖ guiding remuneration of Directors, Key Managerial Personnel (“KMP”) and other employees and Board diversity.
- Recommend Nomination and Remuneration Policy to the Board.
- Identify candidates who are qualified to become Directors.
- Identify persons who are qualified to become Senior Management (Senior Management of the Company means employees of the Company who are Divisional Heads and Corporate Functional Heads).
- Recommend to the Board the appointment and removal of Directors and Senior Management.
- Lay down the process for evaluation of the performance of every Director on the Board.
- The Chairman of the Committee to attend the General Meeting to respond to the queries of shareholders.

During the period under review, the Nomination and Remuneration Committee met twice on November 14, 2014 and February 14, 2015. The Policy is available on the website of the Company i.e., [www.rajeshindia.com](http://www.rajeshindia.com)

Constitution of the Nomination and Remuneration Committee and attendance details during the financial year ended March 31, 2015 are given below:

Name of the Member	Status	Category	No. of Meeting held	No. of Meeting Attended
Mr. Y. Venu Madhava Reddy	Chairman	Independent & Non-Executive Director	2	2
Mr. G Shanker Prasad	Member	Independent & Non-Executive Director	2	2
Ms. Vijaya Lakshmi	Member	Independent & Non-Executive Director	2	0
Mr. Rajesh Mehta	Member	Executive Chairman	2	2

### RISK MANAGEMENT COMMITTEE

Evaluation of Business Risk and managing the risk has always been an ongoing process in your Company. The Company has set up a robust risk management framework to identify, monitor and minimize risk



and also to identify business opportunities. The Audit Committee also functions as the Risk Management Committee. The objectives and scope of the BRM committee comprises of an oversight of risk management performed by the executive management, review BRM policy and framework in line with local legal framework and SEBI guidelines and defining framework in identification, assessment, monitoring, mitigation and reporting risks.

### **CORPORATE SOCIAL RESPONSIBILITY COMMITTEE**

Pursuant to Section 135 of the Act the Board constituted the CSR Committee. The CSR Committee provides guidance on various CSR activities to be undertaken by the Company and monitors its progress.

The terms of reference for the CSR Committee include:

- Formulate a CSR Policy which shall indicate activities to be undertaken by the Company.
- Recommend the CSR Policy to the Board.
- Recommend the amount of expenditure to be incurred on the activities.
- Monitor the Policy from time to time as per the CSR Policy.

During the financial year under review the CSR Committee met two times on November 8, 2014 and March 11, 2015.

Details of constitution and attendance details of the CSR Committee as on March 31, 2015 are given below:

Name of the Member	Status	Category	No. of Meeting held	No. of Meeting Attended
Mr. Rajesh Mehta	Chairman	Executive Chairman	2	2
Mr. Y. Venu Madhava Reddy	Member	Independent & Non-Executive Director	2	2
Mr. G Shanker Prasad	Member	Independent & Non-Executive Director	2	2

Annual Report on CSR activities is a part of the Directors' Report detailing the CSR projects undertaken by the Company.

### **INDEPENDENT DIRECTORS MEETING**

During the year under review, the Independent Directors met on 30.03.2015 interalia, to discuss:

1. Evaluation of the performance of Non Independent Directors and the Board of Directors as a whole;
2. Evaluation of the performance of Chairman of the Company taking into account, the views of Executive and Non Executive Directors.
3. Evaluation of the quality content and time lines of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present at the meeting.

### **REMUNERATION OF DIRECTORS**

The Directors' remuneration includes consolidated remuneration paid to Executive Chairman, Mr. Rajesh Mehta, and Managing Director, Mr. Prashant Mehta amounting to Rs. 2,39,976/- per annum. Independent and non executive directors do not receive any remuneration or sitting fees from the Company.

# RAJESH EXPORTS LIMITED

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## ANNUAL GENERAL BODY MEETINGS

Details of Previous General Meetings of the company held during last three years;

Last 3 AGM's	Date/Time of AGM	Venue
18th AGM	28th September 2012 @ 12.00 Noon.	Guru Raja Kalyana Mantap, Crescent Road Bangalore
19th AGM	30th September 2013 @ 5.30 P.M.	Guru Raja Kalyana Mantap, Crescent Road Bangalore
20th AGM	September 30, 2014 @ 11.30 AM	Guru Raja Kalyana Mantap, Crescent Road, Bangalore

No resolutions were passed through postal ballot during the last three financial years.

## DISCLOSURE

*Disclosures on materially significant related party transactions that may have potential conflict with the interest of the Company at large.*

These disclosures have been made under related party transactions in notes (B 10) to financial statements of the Company, which form part of annual report.

No penalties or strictures were imposed on the Company by any of the Stock Exchanges, Securities and Exchange Board of India or any statutory authority, on any matters related to capital market, during the last three years.

## MEANS OF COMMUNICATION

The Company's quarterly and half yearly un-audited results and audited annual results were published in the leading print media, both in regional language and English having nation-wide circulation and also through various information notices sent to Stock Exchanges about the latest developments in the Company. Our Company's web site i.e. [www.rajeshindia.com](http://www.rajeshindia.com) is regularly updated regarding the corporate actions undertaken by the Company.

## GENERAL SHAREHOLDER INFORMATION

**Annual General Meeting** : 30th September 2015 at 11.30 AM  
at Guru Raja Kalyana Mantap,  
No 21, Crescent Road,  
BANGALORE - 560 001.

## INVESTOR HELP-DESK

Share transfers, dividend payments and all other investor related activities are attended to and processed at the Office of our Registrars and Transfer Agents. For lodgment of transfer deeds and any other documents for any grievances / complaints kindly contact at the following address:-

## M/s. S.K.D.C. CONSULTANTS LIMITED

Kanapathy Towers, 3rd Floor ; 1391/A-1, Sathy Road, Ganapathy, Coimbatore - 641 006.  
Phone: 0422 - 6549995; 2539835-36 Fax: 0422-2539837. E-mail: [info@skdc-consultants.com](mailto:info@skdc-consultants.com).

The powers to approve share transfers and dematerialization requests have also been delegated to some of the executives of the company in order to avoid delays that may arise due to non-availability of the Members of the Shareholders and Investor Grievance Committee.



Name of the Company Secretary and Compliance Officer: Mr. Anil Kumar Panchariya, Phone No: 080-22266735 (Extn No 151). E-mail: compsect@rajeshindia.com

No request for share transfers received up to 31st March 2015.

## FINANCIAL CALENDAR FOR THE YEAR 2014-15

### Financial Year 1st April 2014 to 31st March 2015

Board Meeting for considering audited accounts and recommendation of dividend for the year ended March 31, 2014	May 30, 2014
Board Meeting for considering Un-Audited Results for the First Quarter	August 14, 2014
Board Meeting for considering Un-Audited Results for the Second Quarter	November 14, 2014
Board Meeting for considering Un-Audited Results for the Third Quarter	February 14, 2015
Board Meeting for considering Audited Results for the financial year ended March 31, 2015 and recommendation of Dividend	May 28, 2015
Posting of Annual Reports	On/before September 06, 2015
Book Closure Date	September 24, 2015 to September 29, 2015
Date of Annual General Meeting	September 30, 2015
Probable date for dispatch of Dividend Warrants	Second week of October 2015

## LISTING ON STOCK EXCHANGES

National Stock Exchange of India Ltd. (Exchange Code: rajeshexpo)

Bombay Stock Exchange Ltd. (Exchange Code: 531500)

## MONTHLY HIGH AND LOW QUOTATION AND VOLUME OF SHARES TRADED FROM 01.04.2014 TO 31.03.2015.

Period	Highest Quotation in Rs.		Lowest Quotation in Rs.		Volume of shares Traded		Turnover Rs. in Millions	
	NSE	BSE	NSE	BSE	NSE	BSE	NSE	BSE
April, 2014	119.10	120.00	88.60	88.85	43,97,869	1638170	4,75.47	177.51
May, 2014	149.00	148.40	112.60	112.30	52,69,678	1756379	6,88.98	229.26
June, 2014	203.00	202.15	114.20	115.00	80,27,633	2273229	14,00.10	398.70
July, 2014	201.00	201.00	150.40	154.00	63,20,943	1699610	11,12.89	298.99
August, 2014	168.00	167.75	134.10	132.10	26,08,573	711175	3,96.61	108.24
September, 2014	164.70	164.90	133.00	133.30	36,26,665	763367	5,47.85	114.41
October, 2014	143.90	145.00	117.50	117.35	29,14,307	958997	3,82.31	126.58
November, 2014	178.75	178.60	141.00	141.40	55,43,843	2358319	9,15.33	390.18
December, 2014	181.95	181.00	134.00	136.10	24,23,026	971516	3,76.38	152.48
January, 2015	187.00	187.30	138.50	139.00	97,00,129	2799546	16,25.72	466.92
February, 2015	184.90	185.00	159.05	160.10	52,04,258	1991873	8,99.90	344.41
March, 2015	222.50	222.45	162.10	161.70	1,10,89,322	2799985	22,60.10	560.64

# RAJESH EXPORTS LIMITED

## DISTRIBUTION OF SHAREHOLDING AS ON 31st MARCH 2015

Value (in Rs.)	No. of share holders	%	Amount (Rs)	%
Up to 5,000	27778	99.25	5196593	1.76
5,001 to 10,000	79	0.28	567422	0.19
10,001 to 20,000	36	0.13	489465	0.17
20,001 to 30,000	17	0.06	435685	0.15
30,001 to 40,000	8	0.03	279254	0.09
40,001 to 50,000	7	0.03	329047	0.11
50,001 to 1,00,000	14	0.05	1007985	0.34
1,00,001 and above	50	0.18	286954508	97.19
<b>TOTAL</b>	<b>27989</b>	<b>100.00</b>	<b>295259959</b>	<b>100.00</b>

## CATEGORIES OF SHAREHOLDERS AS ON 31st MARCH 2015

Category	No of Shares	%
Indian Promoters	159034138	53.86
Foreign Institutional Investors	47677039	16.15
Private Corporate Bodies	3273317	1.11
Indian Public/Mutual Fund/Financial Institutions etc.	30223725	10.23
NRI's / OCB's	55051740	18.65
<b>TOTAL</b>	<b>295259959</b>	<b>100.000</b>

## DEMATERIALIZATION OF EQUITY SHARES

The Company's shares are under compulsory dematerialization list and can be transferred through depository system. The Company entered into tripartite agreement with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to facilitate the dematerialization of shares. As on 31.03.2015, 99.87% shares of the Company were in electronic form.

	No. of shares	% of holding
No of shares held in CDSL	5244612	1.78
No of shares held in NSDL	289641650	98.09
Total No. of shares held in DE-Mat form	294886262	99.87
No. of shares held in Physical form	373697	0.13
<b>Grand Total</b>	<b>295259959</b>	<b>100.00</b>

## CODE OF CONDUCT

Declaration by the Managing Director under Clause 49 of the Listing Agreement regarding compliance with Code of Conduct In accordance with Clause 49 (II) (E) of the Listing Agreement with the Stock Exchanges, I hereby confirm that, all Board Members and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct, as applicable to them, for the financial year ended March 31, 2015.

Place: Bengaluru  
Date : May 28, 2015

**PRASHANTH MEHTA**  
Managing Director



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## **CHIEF EXECUTIVE OFFICER (CEO) & CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION**

- To  
The Board of Directors  
Rajesh Exports Limited
- We, the undersigned, in our respective capacities as Chief Executive Officer and Chief Financial Officer of Rajesh Exports Limited (“the Company”), to the best of our knowledge and belief certify that:
- a. We have reviewed the financial statements and the cash flow statement for the Financial Year ended 31st March, 2015 and based on our knowledge and belief, we state that :
    - i. These statements do not contain any materially untrue statements or omit any material fact or contain statements that might be misleading.
    - ii. These statements together present a true and fair view of the Company’s affairs and are in compliance with existing accounting standards, applicable laws and regulations.
  - b. We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company’s code of Conduct.
  - c. We hereby declare that all the members of the Board of Directors and Management Committee have confirmed compliance with the Code of Conduct as adopted by the Company.
  - d. We are responsible for establishing and maintaining internal controls and for evaluating the effectiveness of the same over the financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls.
  - e. We have indicated, based on our most recent evaluation, wherever applicable, to the Auditors and Audit Committee:
    - i. that there are no significant changes in internal control over financial reporting during the year;
    - ii. that there are no significant changes in accounting policies during the year; and
    - iii. that there are no instances of significant fraud of which we have become aware

Place: Bangalore  
Date: May 28, 2015

**VIJENDRA RAO**  
*Chief Financial Officer*

**PRASHANT MEHTA**  
*Managing Director*  
DIN- 00336417

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## **AUDITOR’S CERTIFICATE ON CORPORATE GOVERNANCE**

To,  
The Members,  
**M/s. RAJESH EXPORTS LIMITED**

We have examined the compliance of conditions of Corporate Governance by Rajesh Exports Limited (“the Company”) for the year ended on 31st March 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.

The compliance of conditions of corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of 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, and the representations made by the Directors and Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above-mentioned Listing Agreement.

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.

Place : Bangalore  
Date : May 28, 2015

**For V. SIVASANKAR & CO,**  
*Chartered Accountants*  
Firm Regn. No. 010839S  
Sd/-  
**(CA VIJAYA SIVASANKAR.P)**  
*Proprietrix*  
M.No. 214786

# RAJESH EXPORTS LIMITED

## AUDITOR'S REPORT

To,  
The Members,

### M/S. RAJESH EXPORTS LIMITED

We have audited the accompanying Financial Statements of M/S. RAJESH EXPORTS LIMITED ('the Company') which comprise the Balance Sheet as on 31st March 2015, the Statement of Profit and Loss and Cash Flow Statement of the company for the year ended on that date annexed thereto. These financial statements are the responsibility of the company's management; our responsibility is to express an opinion on these financial statements based on our audit.

### MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Company's management is responsible for the Preparation of these financial statements that give 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 and in accordance with the Accounting Principles Generally Accepted in India. This responsibility includes the design, implementation and maintenance of adequate accounting records in accordance with the provisions of the Act, and for preventing frauds and detecting frauds and other irregularities and maintenance of adequate internal financial control, that were operating effectively for ensuring accuracy and completeness of accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### AUDITORS RESPONSIBILITY

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We conducted our audit in accordance with the standards on auditing specified under section 143(10) of the Act. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement whether due to fraud or error. An audit includes examining on a test basis, performing the procedure to obtain Audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the Auditor's judgment, including assessment of the risk of material misstatement of financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of financial statements that give a true and fair view in order to design audit procedure that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial control system over financial reporting and operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of financial statements.

We believe that the Audit evidence we have obtained is sufficient and appropriate to provide a basis for our Audit opinion on the standalone Financial Statements.

### OPINION

In our opinion and to the best of our information and according to the explanations given to us the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the company as at 31st March 2015, and its profit and its cash flows for the year ended on that date.

### Report on the Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
  - a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.
  - b) In our opinion, the Company has kept proper books of account as required by law so far as it appears from our examination of those books.
  - c) The Balance Sheet, Statement of Profit and Loss account and cash Flow Statement dealt with by this report are in agreement with the books of account.
  - d) In our opinion, the afore said stand alone financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) rules 2014.
  - e) On the basis of written representations received from the directors as on 31st March 2015 and taken on record by the Board of Directors, none of the directors are disqualified as on 31st March 2015 from being appointed as a director in terms of section 164(2) of the Act.
  - f) With respect to the other matters to be included in the Auditor's Report in accordance with the Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The company has disclosed the impact of pending litigations on its financial position in its financial statements- refer Notes of the financial statements.
    - ii. The Company did not have any long term contracts including derivate contract for which there were any material foreseeable losses.
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For **V. SIVASANKAR & CO,**  
*Chartered Accountants*  
Firm Regn. No. 010839S  
Sd/-  
**(CA VIJAYA SIVASANKAR.P)**  
*Proprietrix*  
M.No. 214786

Place : Bangalore  
Date : May 28, 2015





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## ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

*(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)*

- (i) In respect of its fixed assets:
- (a). The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - (b). The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
- (ii) In respect of its inventories:
- (a). As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals.
  - (b). In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the Management were reasonable and adequate in relation to the size of the Company and the nature of its business.
  - (c). In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.
- (iii) The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013.
- (iv) In our opinion and according to the information and explanations given to us, company has its own internal audit system and commensurate with the size and the nature of its business, for the purchase of inventory and fixed assets and for sale of goods and services. We have not observed any major weakness in the internal control system during the course of audit.
- (v) The maintenance of cost records specified by the Central Government under Sub Section (1) of Section 148 of the Companies Act is not applicable.
- (vi) According to the information and explanations given to us, the Company has not accepted any deposit during the year.
- (vii) According to the information and explanations given to us, in respect of statutory dues.
- (a) The Company has been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.
  - (b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Incometax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2015 for a period of more than six months from the date they became payable.

## RAJESH EXPORTS LIMITED

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(c) Details of dues of Income-tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax and Cess which have not been deposited as on March 31, 2015 on account of disputes are given below:

Name of the Statute	Nature of the dues	Amount in Rs.	Period to which the amount relates	Forum where dispute is pending
Karnataka Sales Tax Act	Sales Tax	1,54,702	2001-02	First Appellate authority
--Do--	--Do--	1,00,000	2002-03	--Do--
--Do--	--Do--	2,24,355	2003-04	--Do--
Income Tax Act	Income Tax	26,23,25,771	2007-08	The Commissioner Appeals
Income Tax Act	Income Tax	18,84,18,119	2008-09	The Commissioner Appeals
ESI of Karnataka	ESI	89,27,290	04/2000 to 03/2003	The Appellate Authority ESI, Karnataka
ESI of Karnataka	ESI	37,78,409	04/06 to 09/07	The Appellate Authority ESI, Karnataka
Service Tax	Service Tax and penalty	3,67,24,590	2006-07	The Appellate Tribunal, Customs, Excise and Service Tax

(d) The Company has been generally regular in transferring amounts to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and Rules made thereunder within time.

- (viii) The Company does not have accumulated losses at the end of the financial year and the Company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- (ix) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to financial institutions and banks. The Company has not issued any debentures.
- (x) According to the information and explanations given to us, the Company has not given guarantees for loans taken by others from banks and financial institutions
- (xi) According to the Information and explanation to us and on an overall examination of the balance sheet of the company as on 31st march, 2015, the terms loans are applied for the purpose for which the loans were obtained.
- (xii) According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit nor have been informed of any such case by the management.

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Place : Bangalore  
Date : May 28, 2015

For **V. SIVASANKAR & CO,**  
*Chartered Accountants*  
Firm Regn. No. 010839S  
Sd/-  
**(CA VIJAYA SIVASANKAR.P)**  
*Prop.*  
M.No. 214786



## BALANCE SHEET AS AT MARCH 31, 2015

(Amount in Indian Rupees)

	Note No	As on 31.03.2015	As on 31.03.2014
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholders' Funds</b>			
(a) Share Capital	1	295,259,959	295,259,959
(b) Reserves and Surplus	2	28,109,084,561	25,825,068,662
<b>(2) Non-Current Liabilities</b>			
(a) Other Long Term Liabilities	3	73,356,531	81,154,201
(b) Long Term Provisions	4	4,119,116	4,119,116
<b>(3) Current Liabilities</b>			
(a) Short Term Borrowings	5	38,264,997,455	30,889,943,592
(b) Trade Payables	6	87,253,595,011	51,970,826,258
(c) Other Current Liabilities	7	229,181,191	778,827,991
(d) Short- Term Provisions	8	1,044,172,695	758,092,472
<b>TOTAL EQUITY AND LIABILITIES</b>		<b><u>155,273,766,519</u></b>	<b><u>110,603,292,252</u></b>
<b>II. ASSETS</b>			
<b>(1) Non-Current Assets</b>			
(a) Fixed Assets			
(i) Tangible Assets	9	686,943,200	703,984,995
(ii) Capital Work-in-Progress	9	4,166,546	3,640,446
(b) Non-Current Investments	10	1,678,292,367	1,168,007,609
(c) Deferred Tax Assets/ (Liability)	11	8,223,385	8,223,385
(d) Long -Term Loans and Advances	12	415,338,179	415,063,173
<b>(2) Current Assets</b>			
(a) Inventories	13	4,817,536,835	4,956,781,416
(b) Trade Receivables	14	29,106,312,501	24,340,252,682
(c) Cash and Cash Equivalent	15	111,082,850,518	70,879,265,450
(d) Short- Term Loans and Advances	16	3,280,634,244	4,314,714,555
(e) Other Current Assets	17	4,193,468,744	3,813,358,541
<b>TOTAL ASSETS</b>		<b><u>155,273,766,519</u></b>	<b><u>110,603,292,252</u></b>

Notes to Accounts from Note 1 to 25 and Significant Accounting Policies form an integral part of these Financial statements

For and on behalf of the Board

As per our Report of even date  
For **V. SIVASANKAR & CO**  
Chartered Accountants,  
Firm Regn. No. 010839S  
Sd/-

Place: Bangalore

**RAJESH MEHTA**

**PRASHANT MEHTA**

**B. VIJENDRA RAO**

**(CA VIJAYA SIVASANKAR.P)**

Date : May 28, 2015

*Chairman*

*Managing Director*

*CFO*

*Prop.*

DIN : 00336457

DIN : 00336417

M.No. 214786

# RAJESH EXPORTS LIMITED

## STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED MARCH 31, 2015

(Amount in Indian Rupees)

	Note No	As on 31.03.2015	As on 31.03.2014
<b>I REVENUE</b>			
(i) Revenue from Operations	18	<b>379,192,633,947</b>	235,374,854,331
(ii) Other Income	19	<b>43,033,926</b>	7,260,832
<b>Total Revenue (i+ii)</b>		<b><u>379,235,667,873</u></b>	<b><u>235,382,115,163</u></b>
<b>II EXPENSES</b>			
Cost of Materials Consumed	20	<b>371,444,080,352</b>	228,780,249,497
Selling, Administrative and Other Expenses	21	<b>202,955,093</b>	359,818,015
Employee Benefit Expenses	22	<b>54,180,991</b>	57,751,460
Finance Costs	23	<b>4,187,241,689</b>	3,430,718,145
Depreciation and Amortization Expenses	9	<b>19,021,154</b>	20,827,862
<b>Total Expenses</b>		<b><u>375,907,479,279</u></b>	<b><u>232,649,364,979</u></b>
III Profit before exceptional and extraordinary items (I-II)		<b>3,328,188,594</b>	2,732,750,184
IV Add Exceptional Items		<b>Nil</b>	Nil
V Profit before extraordinary items (III -IV)		<b>3,328,188,594</b>	2,732,750,184
VI Less Extraordinary Items		<b>Nil</b>	Nil
VII Profit before Tax (PBT) (V-VI)		<b>3,328,188,594</b>	2,732,750,184
VIII Less Current Tax		<b>688,804,755</b>	462,832,513
IX Less Income Tax for earlier years		<b>Nil</b>	Nil
X Profit for the period from continuing operations (VII-VIII-IX)		<b>2,639,383,839</b>	2,269,917,670
XI Profit from discontinuing operations		<b>Nil</b>	Nil
XII Tax Expense of discontinuing operations		<b>Nil</b>	Nil
XIII Profit from discontinuing operations (after tax) (XI-XII)		<b>Nil</b>	Nil
XIV Profit for the period [Profit After Tax (PAT)] (X+XI+XII+XIII)		<b>2,639,383,839</b>	2,269,917,670
XV Earnings per equity share Basic & Diluted		<b>8.94</b>	7.69

Notes to Accounts from Note 1 to 25 and Significant Accounting Policies form an integral part of these Financial statements

For and on behalf of the Board

As per our Report of even date  
For **V. SIVASANKAR & CO**  
Chartered Accountants,  
Firm Regn. No. 010839S  
Sd/-

Place: Bangalore

**RAJESH MEHTA**

**PRASHANT MEHTA**

**B. VIJENDRA RAO**

**(CA VIJAYA SIVASANKAR.P)**

Date : May 28, 2015

*Chairman*

*Managing Director*

*CFO*

*Prop.*

DIN : 00336457

DIN : 00336417

M.No. 214786



## CASH FLOW STATEMENT

(Amount in Indian Rupees)

	2014-2015	2013-2014
<b>A. Cash Flow from operating Activities</b>		
Net Profit before tax and Extra ordinary items	3,328,188,594	2,732,750,184
Depreciation	19,021,154	20,827,862
Finance cost	4,187,241,689	3,430,718,145
Rent received	(1,049,168)	(1,032,627)
Loss on sale of Fixed assets	Nil	(134,498)
<b>Operational profit before working capital changes</b>	<b>7,533,402,269</b>	<b>6,183,129,066</b>
Adjustments for Decrease/(increase) in Trade and - - other receivables including Loans & Advances	(4,952,487,469)	(813,339,479)
Increase/(Decrease) in inventories	139,244,581	2,796,245,714
Increase/(Decrease) in current Liabilities	34,322,599,750	(33,839,316,052)
<b>Cash Generated from Operations</b>	<b>37,042,759,131</b>	<b>(25,673,280,751)</b>
Direct Taxes Paid	840,122,752	(619,589,259)
<b>Net Cash from Operating activities</b>	<b>37,882,881,883</b>	<b>(26,292,870,010)</b>
<b>B. Cash Flow from Investing Activities</b>		
Purchase of Fixed Assets	(2,505,458)	(30,773,178)
Sale proceeds of Fixed Assets	Nil	240,000
(Purchase)/Sale proceeds of Investments	(510,284,758)	(1,133,830,809)
Rent received	1,049,168	1,032,627
<b>Net cash from Investing Activities</b>	<b>(511,741,048)</b>	<b>(1,163,331,360)</b>
<b>C. Cash Flow from Financing activities</b>		
Finance cost	(4,187,241,689)	(3,430,718,145)
Increase/(Decrease) in Secured Loan	7,660,988,053	3,490,768,553
Increase/(Decrease) in Unsecured Loan	(285,934,190)	113,044,606
Dividend paid and Tax on dividend	(355,367,940)	(295,259,959)
<b>Net cash from Financing Activities</b>	<b>2,832,444,234</b>	<b>(122,164,945)</b>
<b>Net increase(decrease) in cash &amp; cash equivalents (A+B+C)</b>	<b>40,203,585,068</b>	<b>(27,578,366,315)</b>
Opening cash and cash equivalents	70,879,265,450	98,457,631,765
Closing cash and cash equivalents	111,082,850,518	70,879,265,450

For and on behalf of the Board

As per our Report of even date  
For **V. SIVASANKAR & CO**  
Chartered Accountants,  
Firm Regn. No. 010839S  
Sd/-

Place: Bangalore

**RAJESH MEHTA**

**PRASHANT MEHTA**

**B. VIJENDRA RAO**

**(CA VIJAYA SIVASANKAR.P)**

Date : May 28, 2015

Chairman

Managing Director

CFO

Prop.

DIN : 00336457

DIN : 00336417

M.No. 214786

# RAJESH EXPORTS LIMITED

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2015

Note No.	Particulars	As on 31.03.2015 Amount in Rs.	As on 31.03.2014 Amount in Rs.	
<b>1</b>	<b>SHARE CAPITAL</b>			
	<b>Authorised Share Capital</b>			
	30,00,00,000 Equity Shares of Re.1/- each	<b>300,000,000</b>	300,000,000	
	Issued, Subscribed & Paidup Share Capital	<b>295,259,959</b>	295,259,959	
	<b>Reconciliation of number of equity shares outstanding at the beginning and at the end of the year</b>			
	Number of shares outstanding as at the beginning of the year	<b>295,259,959</b>	295,259,959	
	<b>Add:</b>			
	Number of shares allotted as fully paid-up bonus shares during the year	<b>Nil</b>	Nil	
	Number of shares allotted during the year as fully paid-up pursuant to a contract without payment being received in cash	<b>Nil</b>	Nil	
	Number of shares allotted to employees pursuant to ESOPs/ESPs	<b>Nil</b>	Nil	
	Number of shares allotted for cash pursuant to public issue	<b>Nil</b>	Nil	
	<b>Less:</b>			
	Number of shares bought back during the year	<b>Nil</b>	Nil	
	<b>Number of shares outstanding as at the end of the year</b>	<b>295,259,959</b>	295,259,959	
	<b>Details of Shareholders holding more than 5% shares</b>			
	Sl.no	Name of the shareholder	Number of shares held in the company	Percentage of shares held
	1	Mr.Rajesh J Mehta	87,964,734	29.79%
	2	Mr.Prashanth J Mehta	37,140,000	12.58%
	3	M/s. Bridge India Fund	29,348,840	9.94%
	4	Mr.Mahesh J Mehta	24,041,224	8.14%
Note No.	Particulars	As on 31.03.2015 Amount in Rs.	As on 31.03.2014 Amount in Rs.	
<b>2</b>	<b>RESERVES AND SURPLUS</b>			
	<b>(A) Securities Premium Reserve</b>	<b>6,449,295,162</b>	6,449,295,162	
	<b>(B) General Reserve:</b>	<b>13,010,000,000</b>	12,340,000,000	
	<b>(C) Surplus in Statement of Profit and Loss</b>			
	(i) Balance as per last year	<b>7,035,773,500</b>	5,731,115,789	
	(ii) Add Profit for the year	<b>2,639,383,839</b>	2,269,917,670	
	(iii) Less Proposed Dividend	<b>(295,259,959)</b>	(295,259,959)	
	(iv) Less Tax on Dividend	<b>(60,107,981)</b>	NIL	
	(v) Total Surplus in Statement of Profit and Loss	<b>9,319,789,399</b>	7,705,773,500	
	(vi) Less Transfer to General Reserve	<b>670,000,000</b>	670,000,000	
	<b>Available Surplus in Statement of Profit and Loss</b>	<b>8,649,789,399</b>	7,035,773,500	
	<b>(D) Total Reserves and Surplus</b>	<b><u>28,109,084,561</u></b>	<u>25,825,068,662</u>	



Note No.	Particulars	As on 31.03.2015 Amount in Rs.	As on 31.03.2014 Amount in Rs.
<b>3</b>	<b>OTHER LONG TERM LIABILITIES</b>		
	(i) Franchise Deposit Received	<b>53,133,181</b>	60,930,851
	(ii) Rent Advance	<b>20,223,350</b>	20,223,350
	<b>Total Other Long Term Liabilities</b>	<b><u>73,356,531</u></b>	<b><u>81,154,201</u></b>
<b>4</b>	<b>LONG-TERM PROVISIONS</b>		
	Provision for gratuity	<b>4,119,116</b>	4,119,116
	<b>Total Long Term Provisions</b>	<b><u>4,119,116</u></b>	<b><u>4,119,116</u></b>
<b>5</b>	<b>SHORT TERM BORROWINGS</b>		
	<b>(a) Secured</b>		
	(i) Working Capital Loans(secured against stocks, book debts, Immovable properties and export bills)	<b>14,208,272,625</b>	13,125,100,568
	(ii) Loans against Company's own Fixed deposits with Banks	<b>23,896,059,910</b>	17,318,243,914
	<b>(b) Unsecured</b>		
	(i) From Directors	<b>158,363,275</b>	443,070,504
	(ii) From Others	<b>2,301,645</b>	3,528,606
	<b>Total Short Term Borrowings</b>	<b><u>38,264,997,455</u></b>	<b><u>30,889,943,592</u></b>
<b>6</b>	<b>TRADE PAYABLES</b>		
	(i) Raw Materials	<b>7,724,115</b>	9,770,159
	(ii) FLC liabilities	<b>87,245,870,896</b>	51,961,056,099
	<b>Total Trade Payables</b>	<b><u>87,253,595,011</u></b>	<b><u>51,970,826,258</u></b>
<b>7</b>	<b>OTHER CURRENT LIABILITIES</b>		
	(i) Tax Deducted at Source	<b>2,102</b>	3,385,555
	(ii) Value Added Tax	<b>65,634,702</b>	26,880,018
	(iii) Unclaimed Dividend	<b>5,213,216</b>	4,613,232
	(iv) Advance Received From Customers	<b>104,989,449</b>	740,016,242
	(v) Other Payables	<b>53,341,722</b>	3,932,944
	<b>Total Other Current Liabilities</b>	<b><u>229,181,191</u></b>	<b><u>778,827,991</u></b>
<b>8</b>	<b>SHORT-TERM PROVISIONS</b>		
	(i) Provision for Proposed Dividend	<b>295,259,959</b>	295,259,959
	(ii) Provision for Tax on Dividend	<b>60,107,981</b>	Nil
	(ii) Provision for Current Income Tax	<b>688,804,755</b>	462,832,513
	<b>Total Short Term Provisions</b>	<b><u>1,044,172,695</u></b>	<b><u>758,092,472</u></b>

# RAJESH EXPORTS LIMITED

## Note - 9 : FIXED ASSETS - TANGIBLE (As per Companies Act)

Amount in Rs.

Reconciliation of gross block and net block at the beginning and at the end of the year

Particulars	Gross block				Depreciation				Net block	
	As on 01.04.2014	Additions	Sales/ Transfers	As on 31.03.2015	As on 01.04.2014	For the Year	With Drawn	Acc., Depn., on 31.03.2015	As on 31.03.2015	As on 31.03.2014
<b>A. BUSINESS ASSETS</b>										
Land	44,079,660	-	-	44,079,660	-	-	-	-	44,079,660	44,079,660
Building	326,990,136	-	-	326,990,136	132,526,599	3,650,337	-	136,176,936	190,813,200	194,463,537
Plant & Machinery	121,673,980	966,573	-	122,640,553	49,849,774	10,121,440	-	59,971,214	62,669,339	71,824,206
Generator	3,294,621	-	-	3,294,621	1,104,995	242,593	-	1,347,588	1,947,033	2,189,626
Furniture & Fixtures	19,761,535	-	-	19,761,535	11,193,125	2,742,171	-	13,935,296	5,826,239	8,568,410
Office Equipments	8,459,882	172,681	-	8,632,563	2,958,691	583,254	-	3,541,945	5,090,618	5,501,191
Computer	4,873,651	171,041	-	5,044,692	4,731,595	98,813	-	4,830,408	214,284	142,056
Weighing Scale	2,718,862	52,063	-	2,770,925	1,040,832	189,371	-	1,230,203	1,540,722	1,678,030
Borewell	148,000	-	-	148,000	29,293	2,061	-	31,354	116,646	118,707
Technical Knowhow	670,000	-	-	670,000	431,199	68,434	-	499,633	170,367	238,801
Motor Vehicle	13,058,000	617,000	-	13,675,000	6,992,373	1,322,680	-	8,315,053	5,359,947	6,065,627
<b>Sub Total</b>	<b>545,728,327</b>	<b>1,979,358</b>	<b>-</b>	<b>547,707,685</b>	<b>210,858,477</b>	<b>19,021,154</b>	<b>-</b>	<b>229,879,631</b>	<b>317,828,054</b>	<b>334,869,850</b>
WIP Whitefield	3,504,796	-	-	3,504,796	-	-	-	-	3,504,796	3,504,796
WIP Commercial Street	-	526,100	-	526,100	-	-	-	-	526,100	-
SEZ Jewellery Unit	135,650	-	-	135,650	-	-	-	-	135,650	135,650
<b>Sub Total</b>	<b>549,368,773</b>	<b>2,505,458</b>	<b>-</b>	<b>551,874,231</b>	<b>210,858,477</b>	<b>19,021,154</b>	<b>-</b>	<b>229,879,631</b>	<b>321,994,600</b>	<b>338,510,296</b>
<b>B. OTHER IMMOVABLE PROPERTIES</b>										
Sujatha Complex Building	20,505,157	-	-	20,505,157	-	-	-	-	20,505,157	20,505,157
Mohan Building	97,715,861	-	-	97,715,861	-	-	-	-	97,715,861	97,715,861
Volga Hotel Building	2,608,855	-	-	2,608,855	-	-	-	-	2,608,855	2,608,855
Land at Kumbalagod	20,023,112	-	-	20,023,112	-	-	-	-	20,023,112	20,023,112
Land at Akkuppette	11,195,065	-	-	11,195,065	-	-	-	-	11,195,065	11,195,065
Property in Kerala	31,418,930	-	-	31,418,930	-	-	-	-	31,418,930	31,418,930
Property at Nandi	12,174,066	-	-	12,174,066	-	-	-	-	12,174,066	12,174,066
Land at Peenya	1,368,320	-	-	1,368,320	-	-	-	-	1,368,320	1,368,320
Jayashree Complex	13,183,210	-	-	13,183,210	-	-	-	-	13,183,210	13,183,210
Property at Commercial Street	88,263,968	-	-	88,263,968	-	-	-	-	88,263,968	88,263,968
Malleswaram	37,149,868	-	-	37,149,868	-	-	-	-	37,149,868	37,149,868
Magadi Road Prop	4,003,656	-	-	4,003,656	-	-	-	-	4,003,656	4,003,656
MG Road Property	29,505,077	-	-	29,505,077	-	-	-	-	29,505,077	29,505,077
<b>Sub Total</b>	<b>369,115,145</b>	<b>-</b>	<b>-</b>	<b>369,115,145</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>369,115,145</b>	<b>369,115,145</b>
<b>Grand Total</b>	<b>918,483,918</b>	<b>2,505,458</b>	<b>-</b>	<b>920,989,376</b>	<b>210,858,477</b>	<b>19,021,154</b>	<b>-</b>	<b>229,879,631</b>	<b>691,109,745</b>	<b>707,625,441</b>
<b>Previous Year</b>	<b>888,435,740</b>	<b>30,773,178</b>	<b>725,000</b>	<b>918,483,918</b>	<b>190,650,112</b>	<b>20,827,862</b>	<b>619,498</b>	<b>210,858,477</b>	<b>707,625,441</b>	<b>697,786,510</b>





Note No.	Particulars	As on 31.03.2015 Amount in Rs.	As on 31.03.2014 Amount in Rs.
<b>10</b>	<b>NON CURRENT INVESTMENTS</b>		
	(i) Investment in Equity instruments(Unquoted)	<b>302,416,800</b>	34,116,800
	(ii) Investments in Government or Trust - securities(National Saving Certificates)	<b>60,000</b>	60,000
	(iii) Investments in Subsidiary Firms/Companies	<b>1,075,815,567</b>	1,033,830,809
	(iv) Investments in Mutual Funds	<b>300,000,000</b>	100,000,000
	(v) a. Doubtful Investments	<b>2,010,000</b>	2,010,000
	b. Provision for doubtful investments	<b>(2,010,000)</b>	(2,010,000)
	<b>Total Non Current Investments</b>	<b><u>1,678,292,367</u></b>	<b><u>1,168,007,609</u></b>
<b>11</b>	<b>DEFERRED TAX ASSET (NETT)</b>		
	Deferred Tax Assets	<b>8,223,385</b>	8,223,385
	<b>Total Deffered Tax Asset ( Nett )</b>	<b><u>8,223,385</u></b>	<b><u>8,223,385</u></b>
<b>12</b>	<b>LONG-TERM LOANS AND ADVANCES</b>		
	Security Deposits Furnished	<b>415,338,179</b>	415,063,173
	<b>Total Long Term Loans and Advances</b>	<b><u>415,338,179</u></b>	<b><u>415,063,173</u></b>
<b>13</b>	<b>INVENTORIES</b>		
	(i) Gold Jewellery and Gold	<b>4,385,591,864</b>	4,276,914,131
	(ii) Diamonds	<b>168,148,800</b>	149,957,200
	(iii) Silver	<b>226,587,171</b>	492,701,085
	(iv) Oysterbay Items	<b>37,209,000</b>	37,209,000
	<b>Total Inventories</b>	<b><u>4,817,536,835</u></b>	<b><u>4,956,781,416</u></b>
<b>14</b>	<b>TRADE RECEIVABLES</b>		
	Unsecured,		
	(i) Outstanding for less than 6 months, Considered Good	<b>5,631,965,344</b>	856,652,896
	(ii) Outstanding for more than 6 months, Considered good	<b>10,855,705</b>	20,108,334
	(iii) Doubtful Debts	<b>3,367,236</b>	3,367,236
	(iv) Other Advances	<b>23,463,491,452</b>	23,463,491,452
	(iv) Allowance for bad and doubtful debts	<b>(3,367,236)</b>	(3,367,236)
	<b>Total Trade Recievables</b>	<b><u>29,106,312,501</u></b>	<b><u>24,340,252,682</u></b>

## RAJESH EXPORTS LIMITED

Note No.	Particulars	As on 31.03.2015 Amount in Rs.	As on 31.03.2014 Amount in Rs.
<b>15</b>	<b>CASH AND CASH EQUIVALENTS</b>		
	(i) Unpaid Dividend Bank Accounts	5,213,216	4,613,232
	(ii) Bank Balances in Current Accounts	1,831,768,477	143,078,376
	(iii) Cash on hand	4,052,464	19,990,193
	(iv) Fixed Deposits with banks	109,241,816,361	70,711,583,649
	(v) Doubtful Bank Balances	2,500,000	2,500,000
	(vi) Provision for doubtful balances	(2,500,000)	(2,500,000)
	<b>Total Cash and Cash Equivalents</b>	<b>111,082,850,518</b>	<b>70,879,265,450</b>
<b>16</b>	<b>SHORT TERM LOANS AND ADVANCES</b>		
	(i) Advances Recoverable in normal course of business	141,151,530	123,428,281
	(ii) Advances to employees	424,832	Nil
	(iii) Advances to Suppliers	Nil	12,897,616
	(iv) Prepaid expenses	4,454,389	4,454,389
	(v) Capital Advances	88,400,040	616,660,040
	(vi) Inter Corporate Deposits	3,046,203,453	3,557,274,229
	(vii) Doubtful advances	8,591,113	8,591,113
	(viii) Provision for Doubtful Advances	(8,591,113)	(8,591,113)
	<b>Total Short Term Loans and Advances</b>	<b>3,280,634,244</b>	<b>4,314,714,555</b>
<b>17</b>	<b>OTHER CURRENT ASSETS</b>		
	(i) Balances with Govt departments	4,191,877,620	3,811,767,417
	(ii) Other Receivables	1,591,124	1,591,124
	<b>Total Other Current Assets</b>	<b>4,193,468,744</b>	<b>3,813,358,541</b>
<b>18</b>	<b>REVENUE FROM OPERATIONS</b>		
	(i) Revenue from operations	378,639,636,223	235,188,047,333
	(ii) Interest on ICD's	137,920,196	186,806,998
	(iii) Making charges received	415,077,528	Nil
	<b>Total Revenue from Operations</b>	<b>379,192,633,947</b>	<b>235,374,854,331</b>



Note No.	Particulars	As on 31.03.2015 Amount in Rs.	As on 31.03.2014 Amount in Rs.
<b>19</b>	<b>OTHER INCOME</b>		
	(i) Other Miscellaneous income	Nil	744,898
	(ii) Rent received	1,049,168	1,032,627
	(iii) Profit/(loss) on Sale of Asset	Nil	134,498
	(iv) In Income of Associates	41,984,758	5,348,809
	<b>Total Other Income</b>	<b>43,033,926</b>	<b>7,260,832</b>
<b>20</b>	<b>COST OF MATERIAL CONSUMED</b>		
	(i) Raw material consumed	371,988,370,043	227,813,140,671
	(ii) Gold Hedging cost	Nil	388,825,352
	(iii) Currency Hedging and Forex Fluctuation cost	(544,289,691)	578,283,474
	<b>Total Cost of material Consumed</b>	<b>371,444,080,352</b>	<b>228,780,249,497</b>
<b>21</b>	<b>S&amp;A AND OTHER EXPENSES</b>		
	Rent	7,533,174	3,276,619
	Repairs & Maintenance	4,201,589	5,333,544
	Legal, Professional and consultancy charges	10,022,648	8,103,033
	Postage & Telegrams & Telephones	1,511,214	1,169,279
	Insurance	16,681,638	25,640,166
	Rates and Taxes	52,331,673	21,748,277
	Auditors Fees	800,000	800,000
	Advertisement, Publicity and Sale Promotion	9,581,551	191,818,951
	Travelling and Conveyance	2,415,633	1,684,424
	Hedging fees and Charges	Nil	2,774,967
	Freight Charges	35,883,266	23,168,021
	Printing & Stationery	643,989	762,810
	Membership Fees	1,503,016	968,332
	CSR	27,950,064	5,150,000
	Miscellaneous expenses	24,800,330	55,554,330
	Other Manufacturing and Processing Expenses	7,095,308	11,865,262
	<b>Total S&amp;A and Other Expenses</b>	<b>202,955,093</b>	<b>359,818,015</b>

# RAJESH EXPORTS LIMITED

Note No.	Particulars	As on 31.03.2015 Amount in Rs.	As on 31.03.2014 Amount in Rs.
<b>22</b>	<b>EMPLOYEE BENEFIT EXPENSES</b>		
	(i) Salaries and wages	<b>50,358,796</b>	53,509,406
	(ii) Contribution to PF, ESIC and superannuation fund	<b>390,942</b>	226,726
	(iii) Staff Welfare Expenses	<b>3,431,253</b>	4,015,328
	<b>Total Employee Benefit Expenses</b>	<b><u>54,180,991</u></b>	<b><u>57,751,460</u></b>
<b>23</b>	<b>FINANCE COST</b>		
	(i) Bank charges	<b>165,000,022</b>	265,491,793
	(ii) Interest on working capital	<b>4,018,338,686</b>	3,161,364,596
	(iii) Interest on others	<b>3,902,981</b>	3,861,756
	<b>Total Finance Costs</b>	<b><u>4,187,241,689</u></b>	<b><u>3,430,718,145</u></b>
<b>24</b>	<p><b>COMPANY OVERVIEW</b></p> <p>Rajesh Exports Limited ("The Company") is an Indian public Company, incorporated under the provisions of Companies Act, 1956. The Company is a leading gold refiner and manufacturer of all kinds of Gold Jewellery, medallions and other Gold Products. The Company exports its products to various countries around the world and it also retails its products in India through its own retail showrooms under the brand name of SHUBH Jewellers.</p> <p>The Company is having head quarters in Bangalore and manufacturing units at Whitefield, Associate firm M/s. A one Exports, Bangalore and subsidiary M/s.REL Singapore Pte Ltd at Singapore.</p> <p><b>SIGNIFICANT ACCOUNTING POLICIES</b></p> <p>The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in India (GAAP) to comply with the accounting standards Specified under the Section 133 of the Companies Act, 2013, read with rule 7 of the Companies (Accounts) Rules,2014,and relevant provisions of Companies Act, 2013 ("the 2013Act")/Companies Act,1956 as applicable. The financial statements have been prepared on accrual basis (except in interest income on interest bearing Advances) under the historical cost convention. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.</p> <p><b>i. Use of Estimates</b></p> <p>The preparation of financial statements in conformity with GAAP (generally accepted accounting principles) requires the management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Estimates and underlying assumptions are reviewed on an ongoing basis. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.</p> <p><b>ii. Fixed assets and Capital work-in-progress</b></p> <p><b>a. Tangible Assets:</b></p> <p>Fixed assets are stated at historical cost less accumulated depreciation. The cost comprises purchase price, borrowing costs if capitalization criteria are met and includes financing cost if any, relating to borrowed funds attributable to construction or acquisition of fixed assets, up to the date when the asset is ready for intended use, any trade discounts and rebates are deducted in arriving at the purchase price.</p>		



Note No.	
24	<p><b>b. Work in Progress</b></p> <p>Cost of fixed assets not ready for use before the balance sheet date is disclosed under capital work-in-progress. Advances paid towards the acquisition of fixed assets outstanding as of each balance sheet date is disclosed under long term loans and advances.</p> <p><b>iii. Depreciation</b></p> <p>The Company has provided depreciation on straight line method over the useful lives of the assets estimated by the management as per Schedule II of the Companies Act, 2013. Depreciation on additions or extensions to existing assets is provided so as to co-terminate with the life of the original asset if it becomes internal part of the existing asset or on the useful life of the asset if it is capable of independent use.</p> <p>For Assets whose unit cost does not exceed Rs. 5,000 /- depreciation is provided at the rate of 100% in the year of capitalisation.</p> <p><b>iv. Inventories</b></p> <p>Stock in trade is valued at cost or net realisable value, whichever is less. The cost formula used for this purpose is first in first out (FIFO) method and includes direct cost incurred in bringing the items of inventory to their present location and condition. Material in transit is valued at cost price or market price, whichever is lower.</p> <p><b>v. Revenue Recognition</b></p> <p>Revenue is recognized only when it can be reliably measured and when it is reasonable to expect ultimate collection. Revenue from operations includes Sale of goods and interest received on fixed deposits made for margin purposes of procurement of Raw Materials. Sales are recorded net of trade discounts, rebates and value added tax if any and are recorded at the realized foreign currency rates. Making charges income is recognized on dispatch of goods. Interest on bank deposits are accounted on accrual basis and other interest bearing loans are accounted on cash basis. Dividend income on investment is accounted as and when the right to receive the payment is established. Cost of goods include the purchase of raw material, labour charges, wastage charges, interest and other charges levied by the seller and foreign exchange hedging cost.</p> <p><b>vi. Borrowing Costs</b></p> <p>Borrowing costs attributable to acquisition and construction of qualifying assets are capitalized as a part of the cost of such asset up to the date, when such asset is ready for its intended use. Other borrowing costs are charged to the profit and loss account.</p> <p><b>vii. Foreign Currency Transactions</b></p> <ol style="list-style-type: none"><li>For its import and export transactions the company is exposed to foreign exchange transactions, the company hedges its foreign exchange transactions against its own imports and exports and also by way of forward contracts with banks.</li><li>Completed foreign exchange transactions are recorded at the actual exchange rate paid and pending foreign exchange transactions are recorded at notional rates, the notional rates are converted in to prevailing rates at the end of the year (Valued at Rs. 62.50 per USD) and the difference is recorded as fluctuation in foreign exchange. Premium paid on forward contracts is recognized over the life of the contracts.</li><li>Premium in respect of forward foreign exchange contract is charged to the Profit and Loss Account. Premium in respect of foreign exchange option contracts is charged to the Profit and Loss Account as and when the contracts are entered in to but the gain on such option contracts, is recognised only on maturity/ cancellation of such option contracts.</li></ol> <p><b>viii. Employees Benefits</b></p> <p>Provident Fund contributions are charged to the Statement of profit and loss of the period when the contributions to the respective fund is due. The Company has no obligation, other than the contribution payable under the respective scheme. Superannuation Schemes is not applicable to the Company at present.</p>

# RAJESH EXPORTS LIMITED

Note No.	
24	<p>Gratuity liability if applicable for the year under the Payment of Gratuity Act is accounted on the Basis of Actuarial valuation.</p> <p>The Company does not provide leave encashment and carry forward of accumulated leave to next year to its employees.</p> <p><b>ix. Taxation</b></p> <p>Provision for current tax is made on the basis of Taxable income for the current accounting year determined in accordance with the Income Tax Act, 1961.</p> <p>Deferred tax is recognized on timing differences; being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. The deferred tax is accounted for using the tax rates and laws that have been substantively enacted as of the balance sheet date.</p> <p>Deferred tax assets/ liabilities in respect of unabsorbed depreciation and carry forward of losses are recognised only if there is virtual certainty that such deferred tax Asset/ liability can be realised against future taxable profits.</p> <p><b>x. Segment reporting policies</b></p> <p>The Company and other Companies in the group are mainly engaged in the business of gold and gold products. These, in the context of accounting standard 17 on segment reporting, issued by The Institute of Chartered Accountants of India are considered to constitute one single primary segment.</p> <p><b>xi. Earning per share</b></p> <p>Basic earning per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average of number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all diluted potential equity shares.</p> <p><b>xii. Contingent Liabilities</b></p> <p>A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability in the financial statements, but are disclosed in the notes.</p> <p><b>xiii. Provisions</b></p> <p>A provision is recognised when the Company has a present obligation as a result of a past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Provision/Write-off of doubtful and unrecoverable book debts and advances have been made, wherever found necessary by the management.</p> <p><b>xiv. Investments</b></p> <p>The Investments are made to enhance the company's business interest. Investments are either classified as current or long term based on management's intention. Long term investments are stated at cost after deducting the provisions if any made for permanent diminution in values. Current investments are stated at lower of the cost and fair market value. Cost for Overseas investments comprises the Indian rupee value of the consideration paid for the investment translated at the exchange rate prevalent at the date of investment.</p> <p><b>xv. Cash Flow Statement</b></p> <p>Cash Flow statement are reported using the indirect method, where by profit before tax is adjusted for the effects of transactions of non cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flow. The cash flow from operating, investing and financing activities of company are segregated based on the available information.</p>



Note No.																																																												
<b>24</b>	<p><b>xvi. Leases</b> Lease payments under operating Leases are recognised as an expense in the statement of Profit and Loss over a Lease term. Lease rentals recovered on assets given under operating leases are recognised in the profit and loss account.</p> <p><b>xvii. Cash and cash equivalents</b> Cash comprises of cash on hand and demand deposits with banks. Cash equivalents are short term balances (Including all bank deposits), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.</p> <p><b>xviii. Impairment of Assets</b> An Asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An Impairment loss is charged to Profit and Loss Statement in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.</p>																																																											
<b>25</b>	<p><b>NOTES TO FINANCIAL STATEMENTS</b></p> <p><b>i. Related Party Disclosure</b></p> <p><b>a. Related parties where control exists</b></p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Loans and advances</th> <th style="text-align: center;">Current Year (Rs.)</th> <th style="text-align: center;">Previous Year (Rs.)</th> <th colspan="2" style="text-align: center;">Max. Balance at any time during the year</th> </tr> </thead> <tbody> <tr> <td>Laabh Jewels Gold Pvt Ltd</td> <td style="text-align: right;">18,25,358</td> <td style="text-align: right;">18,25,358</td> <td colspan="2" style="text-align: right;">18,25,358</td> </tr> <tr> <td>Shubh laabh Housing Pvt Ltd</td> <td style="text-align: right;">3,79,00,000</td> <td style="text-align: right;">3,79,00,000</td> <td colspan="2" style="text-align: right;">3,79,00,000</td> </tr> <tr> <td>A one Exports</td> <td style="text-align: right;">1522576268</td> <td style="text-align: right;">2184900</td> <td colspan="2" style="text-align: right;">1522576268</td> </tr> </tbody> </table> <p><b>b. Transactions with related parties</b></p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Name of the related party</th> <th style="text-align: left;">Description of the nature of relation</th> <th style="text-align: left;">Description of the nature of transaction</th> <th style="text-align: right;">31.03.2015</th> <th style="text-align: right;">31.03.2014</th> </tr> </thead> <tbody> <tr> <td>Rajesh. J. Mehta</td> <td>Chairman</td> <td>Remuneration</td> <td style="text-align: right;">1,19,988</td> <td style="text-align: right;">1,19,988</td> </tr> <tr> <td>Prashanth.J.Mehta</td> <td>Managing Director</td> <td>Remuneration</td> <td style="text-align: right;">1,19,988</td> <td style="text-align: right;">1,19,988</td> </tr> <tr> <td>Bhavesh B Mehta</td> <td>Relative of Director</td> <td>Remuneration</td> <td style="text-align: right;">1,80,000</td> <td style="text-align: right;">1,80,000</td> </tr> </tbody> </table> <p><b>c. Balance Outstanding as on 31.03.2015 :</b></p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Name of the related party Loans and Advances to related party</th> <th style="text-align: left;">Description of Current year Balance (Rs.)</th> <th style="text-align: left;">Description of Previous year Balance (Rs.)</th> <th style="text-align: right;">Max. Balance at any time during the current year</th> </tr> </thead> <tbody> <tr> <td>Mr. Prashanth.J.Mehta</td> <td style="text-align: right;">54089234</td> <td style="text-align: right;">173574420</td> <td style="text-align: right;">173574420</td> </tr> <tr> <td>Mr. Rajesh.J.Mehta</td> <td style="text-align: right;">104274041</td> <td style="text-align: right;">269496084</td> <td style="text-align: right;">269496084</td> </tr> <tr> <td>Mr. Mahesh.J.Mehta</td> <td style="text-align: right;">2301645</td> <td style="text-align: right;">3528606</td> <td style="text-align: right;">109376831</td> </tr> </tbody> </table>				Loans and advances	Current Year (Rs.)	Previous Year (Rs.)	Max. Balance at any time during the year		Laabh Jewels Gold Pvt Ltd	18,25,358	18,25,358	18,25,358		Shubh laabh Housing Pvt Ltd	3,79,00,000	3,79,00,000	3,79,00,000		A one Exports	1522576268	2184900	1522576268		Name of the related party	Description of the nature of relation	Description of the nature of transaction	31.03.2015	31.03.2014	Rajesh. J. Mehta	Chairman	Remuneration	1,19,988	1,19,988	Prashanth.J.Mehta	Managing Director	Remuneration	1,19,988	1,19,988	Bhavesh B Mehta	Relative of Director	Remuneration	1,80,000	1,80,000	Name of the related party Loans and Advances to related party	Description of Current year Balance (Rs.)	Description of Previous year Balance (Rs.)	Max. Balance at any time during the current year	Mr. Prashanth.J.Mehta	54089234	173574420	173574420	Mr. Rajesh.J.Mehta	104274041	269496084	269496084	Mr. Mahesh.J.Mehta	2301645	3528606	109376831
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# RAJESH EXPORTS LIMITED

Note No.					
25	<p><b>d. Transaction with related parties:</b></p> <table border="1" style="margin-left: 40px;"> <thead> <tr> <th style="text-align: center;">Company</th> <th style="text-align: center;">Sales</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">A one Exports</td> <td style="text-align: center;">33621707364</td> </tr> </tbody> </table> <p><b>ii. Leases</b></p> <p><b>Operating lease:</b> The Company has let-out and taken premises under cancelable operating lease agreements, which the Company intends to renew in the normal course of its business. The lessee cannot sublease these properties. Total lease rentals recognized as income in the Profit and Loss Account for the year with respect to above is Rs. 1049168 /- (Previous year Rs.1032627/-) and total lease rentals recognized as expenditure is Rs.7533174/-(Previous year Rs. 3276619/-).</p> <p><b>iii. Capital and other commitments</b> Estimated amount of contracts remaining to be executed on capital account and not provided for is NIL (Previous Year is NIL ).</p> <p><b>iv. Micro and Small Enterprises dues</b> Based on the information / Documents available with the Company, amounts due to micro and small enterprises are NIL.</p> <p><b>v. Contingent Liabilities</b> Contingent liabilities not provided for:</p> <p>a. Sales tax and entry tax demands of Rs.4,79,057/- (Previous year Rs.4,79,057/-) are disputed by the Company.</p> <p>b. The Company had an order from the Income Tax authorities dated December 27, 2006 for the period April 1, 2003 to March 31, 2004 demanding a tax payment of Rs. 9,99,60,890 /- The Commissioner of Income Tax (Appeals) has passed an adverse order confirming the order of assessing authority. The Company has appealed against the said order before the Income Tax Appellate Tribunal, and the income Tax Appellate Tribunal has passed an order in favor of the company, allowing the deduction under section 10B of the Income Tax Act, which is the major portion of the demand raised by the department. However, the Tribunal did not allow expenses of Rs. 200 lakhs. Against the order of the Income Tax Appellate Tribunal, the company and the Income Tax Department both have appealed before the Hon'ble High Court of Karnataka and the Company firmly believes that the issue will be settled in its favor. Further, the Company had received an order from the tax authorities dated November 13, 2009, (rectified by order dated December 31, 2009) for the period April 1, 2006 to March 31, 2007 demanding an additional tax payment of Rs. 36,99,89,925/-. The Company has appealed before the Commissioner of Income Tax (Appeals) against the said order and the Company firmly believes that the issue will be settled in its favour.</p> <p>Further, the Company had received an order from the tax authorities dated December 30, 2010, ( rectified by order dated January 19, 2011 and order dated January 27, 2011) for the period April 1, 2007 to March 31, 2008 demanding an additional tax payment of Rs. 88,23,82,070. The Company has appealed before the Commissioner of Income Tax (Appeals) against the said order and the Company firmly believes that the issue will be settled in its favour.</p> <p>c. The Company has received a demand notice from Employees State Insurance Corporation, Karnataka Region for the period from April 2000 to March 2003 demanding Rs. 11903054/- Company has appealed against the order and paid Rs. 29,75,764 /- under protest and Appellate Authority has reduced the tax to Rs 33,93,286/- &amp; currently the matter is in Employees State Insurance Court. The management firmly believes that the issue will be settled in its favour.</p>	Company	Sales	A one Exports	33621707364
Company	Sales				
A one Exports	33621707364				





Note No.																											
<b>25</b>	<p>The Company has also appealed against the order of Notice from Employees State Insurance Corporation, Karnataka Region for the period from April 2006 to September 2007 demanding Rs. 47,22,209 /- ( including interest etc) and paid Rs. 9,43,800 /- under protest, which is pending decision before Appellate Authority. The management firmly believes that the issue will be settled in its favour.</p> <p>d. The company has appealed against the order of Show cause Notice from Commissioner of Central Excise( Service Tax ) Bangalore demanding Service Tax of Rs. 2,44,83,060/- before the CESTAT and paid Rs. 1,22,41,530 /- under protest, The CESTAT has passed orders on the matter and directed the service tax commissioner to review the order in the light of its findings. The management firmly believes that the issue will be settled in its favor.</p> <p><b>vi. Earnings and Expenditure in foreign currency</b></p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Particulars</th> <th style="text-align: right;">As on 31.03.2015</th> <th style="text-align: right;">As on 31.03.2014</th> </tr> </thead> <tbody> <tr> <td>Earnings (Exports)</td> <td style="text-align: right;">169362176346</td> <td style="text-align: right;">191689593182</td> </tr> <tr> <td>Expenditure (Imports)</td> <td style="text-align: right;">355438692540</td> <td style="text-align: right;">219600198016</td> </tr> </tbody> </table> <p><b>vii.</b> Directors remuneration includes remuneration payable to Executive chairman and Managing director of Rs. 2,39,976/- (Previous Year Rs. 2,39,976/-)</p> <p><b>viii.</b> Brief Particulars of Employees who were entitled to receive or were in receipt of emoluments aggregating to Rs.60,00,000/- or more per annum and/or Rs.500,000/- or more per month, if employed, for a part of the year is Nil (Previous Year Nil)</p> <p><b>ix.</b> In Accordance with the Accounting Standard 22 on “Accounting for Taxes on Income” issued by the Institute of Chartered Accountant of India, The Company has not recognized the Deferred tax liabilities on account of timing differences of Rs. 18,37,87,608/- as on 31st March 2015 (Previous Year Rs. 184110505/-) as there is no virtual certainty that such deferred assets can be realized against future taxable profits. The breakup of deferred tax liabilities not recognised is furnished here under:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Particulars</th> <th style="text-align: right;">Current Year</th> <th style="text-align: right;">Previous Year</th> </tr> </thead> <tbody> <tr> <td colspan="3"><b>Deferred Tax Liability</b></td> </tr> <tr> <td>Time Difference on account of Depreciation</td> <td style="text-align: right;"><b>17,55,64,223</b></td> <td style="text-align: right;">17,58,87,120</td> </tr> <tr> <td>Add: Already accounted</td> <td style="text-align: right;"><b>82,23,385</b></td> <td style="text-align: right;">82,23,385</td> </tr> <tr> <td></td> <td style="text-align: right;"><b>18,37,87,608</b></td> <td style="text-align: right;">18,41,10,505</td> </tr> </tbody> </table> <p><b>x.</b> Company has identified that there is no material impairment of assets and as such no provision is required as per AS-28 issued by the ICAI.</p> <p><b>xi.</b> In the opinion of the management, no provision is required against contingent liabilities.</p> <p><b>xii.</b> Unclaimed dividend accounts are subject to reconciliation.</p> <p><b>xiii.</b> Previous year figures have been regrouped or reclassified wherever necessary to conform to the current year’s grouping or classification</p>			Particulars	As on 31.03.2015	As on 31.03.2014	Earnings (Exports)	169362176346	191689593182	Expenditure (Imports)	355438692540	219600198016	Particulars	Current Year	Previous Year	<b>Deferred Tax Liability</b>			Time Difference on account of Depreciation	<b>17,55,64,223</b>	17,58,87,120	Add: Already accounted	<b>82,23,385</b>	82,23,385		<b>18,37,87,608</b>	18,41,10,505
Particulars	As on 31.03.2015	As on 31.03.2014																									
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	<b>18,37,87,608</b>	18,41,10,505																									

# RAJESH EXPORTS LIMITED

Note No.				
<b>25</b>	<b>xiv. Additional information required pursuant of the Part II of Schedule III of the Companies Act 2013 :-</b>			
	<b>Particulars</b>	<b>Unit</b>	<b>Quantity</b>	<b>Amount Rs.</b>
	<b>A. OPENING STOCK</b>			
	Gold and Gold Products	Kgs	1577.191 (2587.831)	4,314,123,131 (7,279,301,081)
	Diamond	Cts	374893 (357062)	149,957,200 (160,677,900)
	Silver	Kgs	5846.913 (5923.333)	492,701,085 (313,048,149)
	<b>B. PURCHASES</b>			
	Gold and Gold Products	Kgs	144619.797 (85640.438)	356,146,762,474 (222,834,491,904)
	Diamond	Cts	- (20878)	- (8,730,688)
	Alloys	Kgs	7.881 (47.888)	- -
	<b>C. SALES TURNOVER</b>			
	Gold and Gold Products	Kgs	144188.120 (86540.212)	370,021,462,172 (228,544,881,982)
	Diamond	Cts	1229 (3047)	1,652,750 (2,783,148)
	Silver	Kgs	22.050 (76.420)	935,212 (3,729,260)
	<b>D. CLOSING STOCK</b>			
	Gold and Gold Products	Kgs	1846.245 (1577.191)	4,422,800,864 (4,314,123,131)
	Diamond	Cts	373664 (374893)	168,148,800 (1,499,572,00)
	Silver	Kgs	5824.863 (5846.913)	226587,171 (492,701,085)
	<b>E. WASTAGE/LOST</b>			
	Gold and Gold Products	Kgs	170.504 (158.754)	- -

Note:

(i). Closing Stock includes Stock in transit of 500 Kgs.

(ii). Previous Year's figures are furnished in brackets.

(iii). The previous year's figures are regrouped / rearranged wherever deemed necessary.

For and on behalf of the Board

As per our Report of even date  
For **V. SIVASANKAR & CO**  
Chartered Accountants,  
Firm Regn. No. 010839S  
Sd/-

Place: Bangalore  
Date : May 28, 2015

**RAJESH MEHTA**  
Chairman  
DIN : 00336457

**PRASHANT MEHTA**  
Managing Director  
DIN : 00336417

**B. VIJENDRA RAO**  
CFO

**(CA VIJAYA SIVASANKAR.P)**  
Prop.  
M.No. 214786



## CONSOLIDATED AUDITOR'S REPORT

### TO THE BOARD OF DIRECTORS OF RAJESH EXPORTS LIMITED REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

1. We have audited the accompanying consolidated financial statements of RAJESH EXPORTS LIMITED (the Holding Company), its subsidiaries (the Holding Company and its subsidiaries collectively referred to as "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2015, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year ended and a summary of significant accounting policies and other explanatory information.

#### MANAGEMENT'S RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

2. The Company's Board of Directors are responsible for the Preparation of these Consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the group in accordance with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with rule 7 of the Companies (Accounts) Rules, 2014 and in accordance with the Accounting Principles Generally Accepted in India. The respective Board of Directors of the company included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities, the selection and application of accounting policies making judgments and estimates that are reasonable and prudent, and the design, implementation and maintenance of adequate internal control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of consolidated financial statements by the directors of the company.

#### AUDITORS' RESPONSIBILITY

3. Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We have conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Companies preparation and fair presentation of the Consolidated 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 the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audit provides a reasonable basis for our opinion.

#### OPINION

4. In our opinion and to the best of our information and according to the explanations given to us, the consolidated financial statements and the consideration of the financial statements of Foreign Subsidiary (M/s. REL Singapore PTE Ltd) gives a true and fair view in conformity with the accounting principles generally accepted in India.
  - a) in the case of the Consolidated Balance Sheet, of the state of affairs of the Group as at March 31, 2015;
  - b) in the case of the Consolidated Statement of Profit and Loss, of the profit of the Group for the year ended on that date and
  - c) in the case of the Consolidated Cash Flow Statement, of the cash flows of the Group for the year ended on that date.

#### OTHER MATTERS

5. We did not audit the financial statements of foreign subsidiary whose financial statements reflect the total assets of Rs. 2897.06 Crores as on 31st March 2015, total revenue from operations Rs. 9124.93 Crores and profit of Rs. 390.75 Crores as on that date. The unaudited financial statements of foreign company M/s. REL Singapore PTE Ltd as approved by the respective Boards of Directors of the company have been furnished to us by the Management and our report in so far as it relates to the amounts included in respect of Subsidiary is based solely on Board of Directors approved unaudited financial statements.

For V. SIVASANKAR & CO,  
Chartered Accountants  
Firm Regn. No. 010839S  
Sd/-

(CA VIJAYA SIVASANKAR.P)

Proprietrix  
M.No. 214786

Place : Bangalore  
Date : May 28, 2015

# RAJESH EXPORTS LIMITED

## CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2015

(Amount in Indian Rupees)

	Note No	As on 31.03.2015	As on 31.03.2014
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholders' Funds</b>			
(a) Share Capital	1	295,259,959	295,259,959
(b) Reserves and Surplus	2	33,321,174,253	27,129,653,660
<b>(2) Non-Current Liabilities</b>			
(a) Other Long Term Liabilities	3	75,952,773	81,540,719
(b) Long Term Provisions	4	4,119,116	4,119,116
<b>(3) Current Liabilities</b>			
(a) Short Term Borrowings	5	38,424,884,416	31,176,187,156
(b) Trade Payables	6	87,388,440,991	52,155,091,688
(c) Other Current Liabilities	7	230,364,296	778,847,991
(d) Short- Term Provisions	8	1,066,929,404	760,610,232
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>160,807,125,208</b>	<b>112,381,310,521</b>
<b>II. ASSETS</b>			
<b>(1) Non-Current Assets</b>			
(a) Fixed Assets			
(i) Tangible Assets	9	2,637,156,845	1,684,749,900
(ii) Capital Work-in-Progress	9	4,166,546	3,640,446
(b) Non-Current Investments	10	602,476,800	134,176,800
(c) Deferred Tax Assets/ (Liability)	11	8,223,385	8,223,385
(d) Long -Term Loans and Advances	12	415,338,179	415,063,173
<b>(2) Current Assets</b>			
(a) Inventories	13	5,675,303,634	5,713,049,216
(b) Trade Receivables	14	29,898,385,622	24,151,931,368
(c) Cash and Cash Equivalent	15	114,063,836,946	72,141,602,741
(d) Short- Term Loans and Advances	16	3,280,634,244	4,314,714,555
(e) Other Current Assets	17	4,221,603,007	3,814,158,937
<b>TOTAL ASSETS</b>		<b>160,807,125,208</b>	<b>112,381,310,521</b>

Notes to Accounts from Note 1 to 25 and Significant Accounting Policies form an integral part of these Financial statements

For and on behalf of the Board

As per our Report of even date  
For V. SIVASANKAR & CO  
Chartered Accountants,  
Firm Regn. No. 010839S  
Sd/-

Place: Bangalore

Date : May 28, 2015

**RAJESH MEHTA**

Chairman

DIN : 00336457

**PRASHANT MEHTA**

Managing Director

DIN : 00336417

**B. VIJENDRA RAO**

CFO

(CA VIJAYA SIVASANKAR.P)

Prop.

M.No. 214786

# RAJESH EXPORTS LIMITED



## CONSOLIDATED STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED MARCH 31, 2015

(Amount in Indian Rupees)

	Note No	As on 31.03.2015	As on 31.03.2014
<b>I REVENUE</b>			
(i) Revenue from Operations	18	504,628,941,249	291,971,974,389
(ii) Other Income	19	1,049,168	7,260,832
<b>Total Revenue (i+ii)</b>		<b>504,629,990,417</b>	<b>291,979,235,221</b>
<b>II EXPENSES</b>			
Cost of Materials Consumed	20	489,159,421,252	281,698,667,337
Selling, Administrative and Other Expenses	21	2,405,728,249	2,226,953,582
Employee Benefit Expenses	22	399,260,048	209,236,291
Finance Costs	23	4,782,689,653	3,634,761,182
Depreciation and Amortization Expenses	9	622,231,493	164,133,561
<b>Total Expenses</b>		<b>497,369,330,695</b>	<b>287,933,751,953</b>
III Profit before exceptional and extraordinary items (I-II)		<b>7,260,659,722</b>	4,045,483,268
IV Add Exceptional Items		Nil	Nil
V Profit before extraordinary items (III -IV)		<b>7,260,659,722</b>	4,045,483,268
VI Less Extraordinary Items		Nil	Nil
VII Profit before Tax (PBT) (V-VI)		<b>7,260,659,722</b>	4,045,483,268
VIII Less Profit of Partnership subsidiary, which is already accounted for as other income		Nil	8,148,087
IX Profit before Tax (PBT) (VII-VIII)		<b>7,260,659,722</b>	4,037,335,181
X Less Current Tax		<b>711,561,464</b>	462,832,513
XI Less Income Tax for earlier years		Nil	Nil
XII Profit for the period from continuing operations (IX-X-XI)		<b>6,549,098,258</b>	3,574,502,668
XIII Profit from discontinuing operations		Nil	Nil
XIV Tax Expense of discontinuing operations		Nil	Nil
XV Profit from discontinuing operations (after tax) (XIII-XIV)		Nil	Nil
XVI Profit for the period [Profit After Tax (PAT)] (XII+XIII+XIV+XV)		<b>6,549,098,258</b>	3,574,502,668
XVII Earnings per equity share Basic & Diluted		<b>22.18</b>	12.11

Notes to Accounts from Note 1 to 25 and Significant Accounting Policies form an integral part of these Financial statements

For and on behalf of the Board

As per our Report of even date  
For **V. SIVASANKAR & CO**  
Chartered Accountants,  
Firm Regn. No. 010839S  
Sd/-

Place: Bangalore

**RAJESH MEHTA**

**PRASHANT MEHTA**

**B. VIJENDRA RAO**

**(CA VIJAYA SIVASANKAR.P)**

Date : May 28, 2015

Chairman

Managing Director

CFO

Prop.

DIN : 00336457

DIN : 00336417

M.No. 214786

# RAJESH EXPORTS LIMITED

## CONSOLIDATED CASH FLOW STATEMENT

(Amount in Indian Rupees)

	2014-2015	2013-2014
<b>A. Cash Flow from operating Activities</b>		
Net Profit before tax and Extra ordinary items	7,258,449,998	4,037,335,181
Depreciation	622,231,493	164,133,561
Finance cost	4,782,689,653	3,634,761,182
Rent received	(1,049,168)	(1,032,627)
Loss on sale of Fixed assets	Nil	(134,498)
<b>Operational profit before working capital changes</b>	<b>12,662,321,976</b>	<b>7,835,062,799</b>
Adjustments for Decrease/(increase) in Trade and - - other receivables including Loans & Advances	(5,960,215,771)	(623,667,801)
Increase/(Decrease) in inventories	37,745,582	2,039,977,914
Increase/(Decrease) in current Liabilities	34,274,035,370	(33,652,126,344)
<b>Cash Generated from Operations</b>	<b>41,013,887,157</b>	<b>(24,400,753,431)</b>
Direct Taxes Paid	840,122,752	(622,107,019)
<b>Net Cash from Operating activities</b>	<b>41,854,009,909</b>	<b>(25,022,860,450)</b>
<b>B. Cash Flow from Investing Activities</b>		
Purchase of Fixed Assets	(1,575,164,538)	(1,154,843,782)
Sale proceeds of Fixed Assets	Nil	240,000
(Purchase)/Sale proceeds of Investments	(468,300,000)	(100,000,000)
Rent received	1,049,168	1,032,627
<b>Net cash from Investing Activities</b>	<b>(2,042,415,370)</b>	<b>(1,253,571,155)</b>
<b>C. Cash Flow from Financing activities</b>		
Finance cost	(4,782,689,653)	(3,634,761,182)
Increase/(Decrease) in Secured Loan	7,534,631,450	3,777,012,117
Increase/(Decrease) in Unsecured Loan	(285,934,190)	113,044,606
Dividend paid and Tax on dividend	(355,367,940)	(295,259,959)
<b>Net cash from Financing Activities</b>	<b>2,110,639,667</b>	<b>(39,964,418)</b>
<b>Net increase(decrease) in cash &amp; cash equivalents (A+B+C)</b>	<b>41,922,234,205</b>	<b>(26,316,396,023)</b>
Opening cash and cash equivalents	72,141,602,741	98,457,998,765
Closing cash and cash equivalents	114,063,836,946	72,141,602,741

For and on behalf of the Board

As per our Report of even date  
For **V. SIVASANKAR & CO**  
Chartered Accountants,  
Firm Regn. No. 010839S  
Sd/-

Place: Bangalore  
Date : May 28, 2015

**RAJESH MEHTA**  
Chairman  
DIN : 00336457

**PRASHANT MEHTA**  
Managing Director  
DIN : 00336417

**B. VIJENDRA RAO**  
CFO

(**CA VIJAYA SIVASANKAR.P**)  
Prop.  
M.No. 214786



## NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2015

Note No.	Particulars	As on 31.03.2015 Amount in Rs.	As on 31.03.2014 Amount in Rs.
<b>1</b>	<b>SHARE CAPITAL</b>		
	<b>Authorised Share Capital</b>		
	30,00,00,000 Equity Shares of Re.1/- each	<b>300,000,000</b>	300,000,000
	Issued, Subscribed & Paidup Share Capital	<b>295,259,959</b>	295,259,959
	<b>Reconciliation of number of equity shares outstanding at the beginning and at the end of the year</b>		
	Number of shares outstanding as at the beginning of the year	<b>295,259,959</b>	295,259,959
	<b>Add:</b>		
	Number of shares allotted as fully paid-up bonus shares during the year	Nil	Nil
	Number of shares allotted during the year as fully paid-up pursuant to a contract without payment being received in cash	Nil	Nil
	Number of shares allotted to employees pursuant to ESOPs/ESPs	Nil	Nil
	Number of shares allotted for cash pursuant to public issue	Nil	Nil
	<b>Less:</b>		
	Number of shares bought back during the year	Nil	Nil
	<b>Number of shares outstanding as at the end of the year</b>	<b>295,259,959</b>	295,259,959
	<b>Details of Shareholders holding more than 5% shares</b>		
	Sl.no	Name of the shareholder	Percentage of shares held
	1	Mr.Rajesh J Mehta	29.79%
	2	Mr.Prashanth J Mehta	12.58%
	3	M/s. Bridge India Fund	9.94%
	4	Mr.Mahesh J Mehta	8.14%
		87,964,734	
		37,140,000	
		29,348,840	
		24,041,224	
Note No.	Particulars	As on 31.03.2015 Amount in Rs.	As on 31.03.2014 Amount in Rs.
<b>2</b>	<b>RESERVES AND SURPLUS</b>		
	<b>(A) Securities Premium Reserve</b>	<b>6,449,295,162</b>	6,449,295,162
	<b>(B) General Reserve:</b>	<b>13,010,000,000</b>	12,340,000,000
	<b>(C) Surplus in Statement of Profit and Loss</b>		
	(i) Balance as per last year	<b>8,340,358,497</b>	5,731,115,789
	(ii) Add Profit for the year	<b>6,549,098,258</b>	3,574,502,668
	(iii) Add Profit from Associate	<b>41,984,758</b>	Nil
	(iv) Less Proposed Dividend	<b>(295,259,959)</b>	(295,259,959)
	(v) Less Tax on Dividend	<b>(60,107,981)</b>	Nil
	(vi) Profit distributed to partners	<b>(44,194,482)</b>	Nil
	(vii) Total Surplus in Statement of Profit and Loss	<b>14,531,879,091</b>	9,010,358,498
	(viii) Less Transfer to General Reserve	<b>670,000,000</b>	670,000,000
	<b>Available Surplus in Statement of Profit and Loss</b>	<b>13,861,879,091</b>	8,340,358,498
	<b>(D) Total Reserves and Surplus</b>	<b><u>33,321,174,253</u></b>	<u>27,129,653,660</u>

## RAJESH EXPORTS LIMITED

Note No.	Particulars	As on 31.03.2015 Amount in Rs.	As on 31.03.2014 Amount in Rs.
<b>3</b>	<b>OTHER LONG TERM LIABILITIES</b>		
	(i) Franchise Deposit Received	53,133,181	60,930,851
	(ii) Rent Advance	20,223,350	20,223,350
	(iii) Partner Capital	2,596,242	386,518
	<b>Total Other Long Term Liabilities</b>	<u>75,952,773</u>	<u>81,540,719</u>
<b>4</b>	<b>LONG-TERM PROVISIONS</b>		
	Provision for gratuity	4,119,116	4,119,116
	<b>Total Long Term Provisions</b>	<u>4,119,116</u>	<u>4,119,116</u>
<b>5</b>	<b>SHORT TERM BORROWINGS</b>		
	<b>(a) Secured</b>		
	(i) Working Capital Loans(secured against stocks, book debts, Immovable properties and export bills)	14,368,099,145	13,411,344,132
	(ii) Loans against Company's own Fixed deposits with Banks	23,896,120,351	17,318,243,914
	<b>(b) Unsecured</b>		
	(i) From Directors	158,363,275	443,070,504
	(ii) From Others	2,301,645	3,528,606
	<b>Total Short Term Borrowings</b>	<u>38,424,884,416</u>	<u>31,176,187,156</u>
<b>6</b>	<b>TRADE PAYABLES</b>		
	(i) Raw Materials	142,570,095	194,035,589
	(ii) FLC liabilities	87,245,870,896	51,961,056,099
	<b>Total Trade Payables</b>	<u>87,388,440,991</u>	<u>52,155,091,688</u>
<b>7</b>	<b>OTHER CURRENT LIABILITIES</b>		
	(i) Tax Deducted at Source	2,102	3,385,555
	(ii) Value Added Tax	65,634,702	26,880,018
	(iii) Unclaimed Dividend	5,213,216	4,613,232
	(iv) Advance Received From Customers	104,989,449	740,016,242
	(v) Other Payables	54,524,827	3,952,944
	<b>Total Other Current Liabilities</b>	<u>230,364,296</u>	<u>778,847,991</u>
<b>8</b>	<b>SHORT-TERM PROVISIONS</b>		
	(i) Provision for Proposed Dividend	295,259,959	295,259,959
	<b>(ii) Provision for Tax on Dividend</b>	60,107,981	Nil
	(ii) Provision for Current Income Tax	711,561,464	465,350,273
	<b>Total Short Term Provisions</b>	<u>1,066,929,404</u>	<u>760,610,232</u>





Note No.	Particulars	As on 31.03.2015 Amount in Rs.	As on 31.03.2014 Amount in Rs.
<b>10</b>	<b>NON CURRENT INVESTMENTS</b>		
	(i) Investment in Equity instruments(Unquoted)	<b>302,416,800</b>	34,116,800
	(ii) Investments in Government or Trust - securities(National Saving Certificates)	<b>60,000</b>	60,000
	(iii) Investments in Mutual Funds	<b>300,000,000</b>	100,000,000
	(iv) a. Doubtful Investments	<b>2,010,000</b>	2,010,000
	b. Provision for doubtful investments	<b>(2,010,000)</b>	(2,010,000)
	<b>Total Non Current Investments</b>	<b><u>602,476,800</u></b>	<u>134,176,800</u>
<b>11</b>	<b>DEFERRED TAX ASSET (NETT)</b>		
	Deferred Tax Assets	<b>8,223,385</b>	8,223,385
	<b>Total Deffered Tax Asset ( Nett )</b>	<b><u>8,223,385</u></b>	<u>8,223,385</u>
<b>12</b>	<b>LONG-TERM LOANS AND ADVANCES</b>		
	Security Deposits Furnished	<b>415,338,179</b>	415,063,173
	<b>Total Long Term Loans and Advances</b>	<b><u>415,338,179</u></b>	<u>415,063,173</u>
<b>13</b>	<b>INVENTORIES</b>		
	(i) Gold Jewellery and Gold	<b>5,243,358,663</b>	5,033,181,931
	(ii) Diamonds	<b>168,148,800</b>	149,957,200
	(iii) Silver	<b>226,587,171</b>	492,701,085
	(iv) Oysterbay Items	<b>37,209,000</b>	37,209,000
	<b>Total Inventories</b>	<b><u>5,675,303,634</u></b>	<u>5,713,049,216</u>
<b>14</b>	<b>TRADE RECEIVABLES</b>		
	Unsecured,		
	(i) Outstanding for less than 6 months, Considered Good	<b>29,887,529,917</b>	24,131,823,034
	(ii) Outstanding for more than 6 months, Considered good	<b>10,855,705</b>	20,108,334
	(iii) Doubtful Debts	<b>3,367,236</b>	3,367,236
	(iv) Allowance for bad and doubtful debts	<b>(3,367,236)</b>	(3,367,236)
	<b>Total Trade Recievables</b>	<b><u>29,898,385,622</u></b>	<u>24,151,931,368</u>

## RAJESH EXPORTS LIMITED

Note No.	Particulars	As on 31.03.2015 Amount in Rs.	As on 31.03.2014 Amount in Rs.
<b>15</b>	<b>CASH AND CASH EQUIVALENTS</b>		
	(i) Unpaid Dividend Bank Accounts	5,213,216	4,613,232
	(ii) Bank Balances in Current Accounts	2,101,280,496	143,078,376
	(iii) Cash on hand	120,764,550	59,001,939
	(iv) Fixed Deposits with banks	111,836,578,684	71,934,909,194
	(v) Doubtful Bank Balances	2,500,000	2,500,000
	(vi) Provision for doubtful balances	(2,500,000)	(2,500,000)
	<b>Total Cash and Cash Equivalents</b>	<b>114,063,836,946</b>	<b>72,141,602,741</b>
<b>16</b>	<b>SHORT TERM LOANS AND ADVANCES</b>		
	(i) Advances in normal course of business	141,151,530	123,428,281
	(ii) Advances to employees	424,832	Nil
	(iii) Advances to Suppliers	Nil	12,897,616
	(iv) Prepaid expenses	4,454,389	4,454,389
	(v) Capital Advances	88,400,040	616,660,040
	(vi) Inter Corporate Deposits	3,046,203,453	3,557,274,229
	(vii) Doubtful advances	8,591,113	8,591,113
	(viii) Provision for Doubtful Advances	(8,591,113)	(8,591,113)
	<b>Total Short Term Loans and Advances</b>	<b>3,280,634,244</b>	<b>4,314,714,555</b>
<b>17</b>	<b>OTHER CURRENT ASSETS</b>		
	(i) Balances with Govt departments	4,218,850,564	3,812,567,813
	(ii) Other Receivables	2,752,443	1,591,124
	<b>Total Other Current Assets</b>	<b>4,221,603,007</b>	<b>3,814,158,937</b>
<b>18</b>	<b>REVENUE FROM OPERATIONS</b>		
	(i) Revenue from Operations	504,075,943,525	291,785,167,391
	(ii) Interest on ICD's	137,920,196	186,806,998
	(ii) Making charges received	415,077,528	Nil
	<b>Total Revenue from Operations</b>	<b>504,628,941,249</b>	<b>291,971,974,389</b>



Note No.	Particulars	As on 31.03.2015 Amount in Rs.	As on 31.03.2014 Amount in Rs.
<b>19</b>	<b>OTHER INCOME</b>		
	(i) Other Miscellaneous income	Nil	744,898
	(iii) Rent received	<b>1,049,168</b>	1,032,627
	(iv) Profit/(loss) on Sale of Asset	Nil	134,498
	(v) In Income of Associates	Nil	5,348,809
	<b>Total Other Income</b>	<b><u>1,049,168</u></b>	<b><u>7,260,832</u></b>
<b>20</b>	<b>COST OF MATERIAL CONSUMED</b>		
	(i) Raw material consumed	<b>489,703,710,943</b>	280,731,558,511
	(ii) Gold Hedging cost	Nil	388,825,352
	(iii) Currency Hedging and Forex Fluctuation cost	<b>544,289,691</b>	578,283,474
	<b>Total Cost of material Consumed</b>	<b><u>489,159,421,252</u></b>	<b><u>281,698,667,337</u></b>
<b>21</b>	<b>S&amp;A AND OTHER EXPENSES</b>		
	Rent	<b>7,533,174</b>	10,018,964
	Repairs & Maintenance	<b>13,154,431</b>	6,119,042
	Legal, Professional and consultancy charges	<b>10,022,648</b>	8,114,269
	Postage &Telegrams &Telephones	<b>2,353,872</b>	1,848,044
	Insurance	<b>23,741,233</b>	28,007,331
	Rates and Taxes	<b>57,632,287</b>	25,297,311
	Auditors Fees	<b>4,408,000</b>	3,165,673
	Advertisement, Publicity and Sale Promotion	<b>68,557,031</b>	216,584,444
	Travelling and Conveyance	<b>16,674,105</b>	9,522,078
	Hedging fees and Charges	<b>1,886,248,520</b>	1,698,543,402
	Freight Charges	<b>54,097,116</b>	32,023,514
	Printing & Stationery	<b>914,906</b>	1,054,748
	Membership Fees	<b>1,503,016</b>	995,240
	CSR	<b>27,950,064</b>	5,150,000
	Miscellaneous expenses	<b>137,373,613</b>	124,927,769
	Other Manufacturing and Processing Expenses	<b>93,564,233</b>	55,581,753
	<b>Total S&amp;A and Other Expenses</b>	<b><u>2,405,728,249</u></b>	<b><u>2,226,953,582</u></b>

# RAJESH EXPORTS LIMITED

Note No.	Particulars	As on 31.03.2015 Amount in Rs.	As on 31.03.2014 Amount in Rs.									
<b>22</b>	<b>EMPLOYEE BENEFIT EXPENSES</b>											
	(i) Salaries and wages	<b>395,437,853</b>	204,994,237									
	(ii) Contribution to PF, ESIC and superannuation fund	<b>390,942</b>	226,726									
	(iii) Staff Welfare Expenses	<b>3,431,253</b>	4,015,328									
	<b>Total Employee Benefit Expenses</b>	<b><u>399,260,048</u></b>	<b><u>209,236,291</u></b>									
<b>23</b>	<b>FINANCE COST</b>											
	(i) Bank charges	<b>191,317,862</b>	265,500,569									
	(ii) Interest on working capital	<b>4,406,358,762</b>	3,318,445,004									
	(iii) Interest on others	<b>185,013,029</b>	50,815,609									
	<b>Total Finance Costs</b>	<b><u>4,782,689,653</u></b>	<b><u>3,634,761,182</u></b>									
<b>24</b>	<p><b>Significant accounting policies and notes to consolidated accounts for the year ended March 2015</b> (Rs. in millions, except share and per share data unless otherwise stated.)</p> <p><b>1. Background.</b> Rajesh Exports Limited (“The Company” or “REL”) together with its subsidiaries (Collectively, “the Company” or “the group”) is an Indian public Company and incorporated under the provisions of Companies Act, 1956. The Company is a leading gold refiner and manufacturer of all kinds of Gold Jewellery, coins and medallions. The Company exports its products to various countries around the world and it also retails its products in India through its own retail showrooms under the brand name of SHUBH Jewellers. The Company is having head quarters in Bangalore and Associate firm M/s. A one Exports, Bangalore and subsidiary M/s. REL Singapore Pte Ltd at Singapore.</p> <p><b>SIGNIFICANT ACCOUNTING POLICIES</b></p> <p><b>i. Basis of preparation of consolidated financial statements.</b> The financial statements of the Company have been prepared in accordance with Generally Accepted Accounting Principles in India (GAAP) under the historical cost convention. GAAP comprises Accounting standards (AS) Specified under Section 133 read with rule 7 of Companies (Accounts) rules, 2014 by the Central government, to the extent applicable, and the provisions of the Companies Act, 2013.</p> <p><b>ii. Principles of Consolidation.</b> <b>The Consolidated financial statements have been prepared on the following basis:</b> The consolidated financial statements include the financial statements of REL and its Subsidiary as set out below:</p> <table border="1"> <thead> <tr> <th>Name of the Associate/Subsidiary</th> <th>Country of formation/ incorporation</th> <th>Proportion of interest</th> </tr> </thead> <tbody> <tr> <td>A One Exports</td> <td>India</td> <td>95%</td> </tr> <tr> <td>REL Singapore PTE Ltd</td> <td>Singapore</td> <td>100%</td> </tr> </tbody> </table>			Name of the Associate/Subsidiary	Country of formation/ incorporation	Proportion of interest	A One Exports	India	95%	REL Singapore PTE Ltd	Singapore	100%
Name of the Associate/Subsidiary	Country of formation/ incorporation	Proportion of interest										
A One Exports	India	95%										
REL Singapore PTE Ltd	Singapore	100%										



Note No.	
24	<p>The consolidated financial statements include the financial statements of the Company and all its associates/subsidiaries, which are more than 50% owned or controlled. The financial statements of the Company and its Associate/Subsidiary Companies are combined on a line by line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra group balances and intra group transactions in accordance with the Accounting Standards (AS) 21- “ Consolidated Financial Statements”.</p> <p><b>iii. Use of Estimates</b></p> <p>The preparation of financial statements in conformity with GAAP (generally accepted accounting principles) requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Estimates and underlying assumptions are reviewed on an ongoing basis. Although these estimates are based on the management’s best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.</p> <p><b>iv. Fixed assets and Capital work-in-progress</b></p> <p><b>a. Tangible Assets:</b></p> <p>Fixed assets are stated at historical cost less accumulated depreciation. The cost comprises purchase price, borrowing costs if capitalization criteria are met and includes financing cost if any, relating to borrowed funds attributable to construction or acquisition of fixed assets, up to the date when the asset is ready for intended use, any trade discounts and rebates are deducted in arriving at the purchase price.</p> <p><b>b. Work in Progress</b></p> <p>Cost of fixed assets not ready for use before the balance sheet date is disclosed under capital work-in-progress. Advances paid towards the acquisition of fixed assets outstanding as of each balance sheet date is disclosed under long term loans and advances.</p> <p><b>c. Depreciation</b></p> <p>The Company has provided depreciation on straight line method over the useful lives of the assets estimated by the management as per Schedule II of the Companies Act, 2013. Depreciation on additions or extensions to existing assets is provided so as to co-terminate with the life of the original asset if it becomes internal part of the existing asset or on the useful life of the asset if it is capable of independent use.</p> <p>For Assets whose unit cost does not exceed Rs. 5,000 /- depreciation is provided at the rate of 100% in the year of capitalisation.</p> <p><b>v. Inventories</b></p> <p>Stock in trade is valued at cost or net realisable value, whichever is less. The cost formula used for this purpose is first in first out (FIFO) method and includes direct cost incurred in bringing the items of inventory to their present location and condition. Material in transit is valued at cost price or market price, whichever is lower.</p> <p><b>vi. Revenue Recognition</b></p> <p>Revenue is recognized only when it can be reliably measured and when it is reasonable to expect ultimate collection. The Revenue from operations includes Sale of goods and interest received on fixed deposits made for margin purposes. Sales are recorded net of trade discounts, rebates and value added tax if any and are recorded at the realized foreign currency rates. Making charges income is recognized on dispatch of goods. Interest on bank deposits are accounted on accrual basis and other interest bearing loans are accounted on cash basis. Dividend income on investment is accounted as and when the right to receive the payment is established and Purchases also includes Cost of goods include the purchase of raw material, labour charges, wastage charges, interest and other charges levied by the seller and foreign exchange hedging cost.</p>

# RAJESH EXPORTS LIMITED

Note No.	
24	<p data-bbox="209 398 501 427"><b>vii. Borrowing Costs</b></p> <p data-bbox="261 450 1469 546">Borrowing costs attributable to acquisition and construction of qualifying assets are capitalized as a part of the cost of such asset up to the date, when such asset is ready for its intended use. Other borrowing costs are charged to the profit and loss account.</p> <p data-bbox="209 568 711 598"><b>viii. Foreign Currency Transactions</b></p> <p data-bbox="261 620 1469 714">a. For its import and export transactions the company is exposed to foreign exchange transaction, the company hedges its foreign exchange transactions against its own imports and exports and also by way of forward contracts with banks.</p> <p data-bbox="261 736 1469 904">b. Completed foreign exchange transactions are recorded at the actual exchange rate paid and pending foreign exchange transactions are recorded at notional rates, the notional rates are converted in to prevailing rates at the end of the year (Valued at Rs. 62.50 per USD) and the difference is recorded as fluctuation in foreign exchange. Premium paid on forward contracts is recognized over the life of the contracts.</p> <p data-bbox="261 927 1469 1061">c. Premium in respect of forward foreign exchange contract is charged to the Profit and Loss Account. Premium in respect of foreign exchange option contracts is charged to the Profit and Loss Account as and when the contracts are entered in to but the gain on such option contracts, is recognised only on maturity/ cancellation of such option contracts.</p> <p data-bbox="209 1084 539 1113"><b>ix. Employees Benefits</b></p> <p data-bbox="261 1135 1469 1281">Provident Fund contributions are charged to the Statement of profit and loss of the period when the contributions to the respective fund is due. The Company has no obligation, other than the contribution payable under the respective scheme. Superannuation Schemes is not applicable to the Company at present.</p> <p data-bbox="261 1303 1469 1370">Gratuity liability if applicable for the year under the Payment of Gratuity Act is accounted on the Basis of Actuarial valuation.</p> <p data-bbox="261 1393 1469 1460">The Company does not provide leave encashment and carry forward of accumulated leave to next year to its employees.</p> <p data-bbox="209 1482 389 1512"><b>x. Taxation</b></p> <p data-bbox="261 1534 1469 1601">Provision for current tax is made on the basis of Taxable income for the current accounting year determined in accordance with the Income Tax Act, 1961.</p> <p data-bbox="261 1624 1469 1747">Deferred tax is recognized on timing differences; being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. The deferred tax is accounted for using the tax rates and laws that have been substantively enacted as of the balance sheet date.</p> <p data-bbox="261 1769 1469 1859">Deferred tax assets/ liabilities in respect of unabsorbed depreciation and carry forward of losses are recognised only if there is virtual certainty that such deferred tax Asset/ liability can be realised against future taxable profits.</p>



Note No.	
24	<p data-bbox="209 394 647 427"><b>xi. Segment reporting policies</b></p> <p data-bbox="261 443 1469 555">The Company and other Companies in the group are mainly engaged in the business of gold and gold products. These, in the context of accounting standard 17 on segment reporting, issued by The Institute of Chartered Accountants of India are considered to constitute one single primary segment.</p> <p data-bbox="209 600 746 633"><b>xii. Micro and Small enterprises dues</b></p> <p data-bbox="261 649 1469 707">Based on the information / Documents available with the Company amounts due to micro and small enterprises is NIL</p> <p data-bbox="209 725 523 759"><b>xiii. Earning per share</b></p> <p data-bbox="261 775 1469 916">Basic earning per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average of number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all diluted potential equity shares.</p> <p data-bbox="209 934 576 967"><b>xiv. Contingent Liabilities</b></p> <p data-bbox="261 983 1469 1189">A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability in the financial statements, but are disclosed in the notes.</p> <p data-bbox="209 1207 411 1240"><b>xv. Provisions</b></p> <p data-bbox="261 1256 1469 1462">A provision is recognised when the Company has a present obligation as a result of a past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Provision/Write-off of doubtful and unrecoverable book debts and advances have been made, wherever found necessary by the management.</p> <p data-bbox="209 1480 437 1514"><b>xvi. Investments</b></p> <p data-bbox="261 1529 1469 1704">The Investments are made to enhance the company's business interest. Investments are either classified as current or long term based on management's intention. Long term investments are stated at cost after deducting the provisions if any made for permanent diminution in values. Current investments are stated at lower of the cost and fair market value. Cost for Overseas investments comprises the Indian rupee value of the consideration paid for the investment translated at the exchange rate prevalent at the date of investment.</p> <p data-bbox="209 1722 1214 1756"><b>xvii. Consolidated Cash Flow Statement and cash and cash equivalents</b></p> <p data-bbox="261 1771 1469 1912">Cash Flow statement are reported using the indirect method, where by profit before tax is adjusted for the effects of transactions of non cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flow. The cash flow from operating, investing and financing activities of company are segregated based on the available information.</p>

# RAJESH EXPORTS LIMITED

Note No.					
<b>24</b>	<b>xviii. Leases</b>				
	Lease payments under operating Leases are recognised as an expense in the statement of Profit and Loss over a Lease term.				
	Lease rentals recovered on assets given under operating leases are recognised in the profit and loss account.				
	<b>xix. Cash and cash equivalents</b>				
	Cash comprises of cash on hand and demand deposits with banks. Cash equivalents are short term balances (Including all bank deposits), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.				
	<b>xx. Impairment of Assets</b>				
	An Asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An Impairment loss is charged to Profit and Loss Statement in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.				
<b>25</b>	<b>NOTES TO FINANCIAL STATEMENTS</b>				
	<b>i. Related Party Disclosure</b>				
	<b>a. Related parties where control exists</b>				
	Loans and advances	<b>Current Year Balance (Rs.)</b>	Previous Year Balance (Rs.)	Max. Balance at any time during the year	Relationship
	Laab Jewels Gold Pvt Ltd	1,825,358	1,825,358	1,825,358	Key managerial personnel
	Shubh laabh Housing Pvt Ltd	3,79,00,000	3,79,00,000	3,79,00,000	Key managerial personnel
	A one exports	1522576268	2184900	1522576268	Associate Firm
	<b>b. Transactions with related parties</b>				
	Name of the related party	Description of the nature of relation	Description of transaction	<b>31.03.2014</b>	31.03.2013
	Rajesh. J. Mehta	Chairman	Remuneration	1,19,988	1,19,988
	Prashanth.J.Mehta	Managing Director	Remuneration	1,19,988	1,19,988
	Bhavesh B Mehta	Relative of Director	Remuneration	1,80,000	1,80,000





Note No.																	
25	<p><b>c. Balance Outstanding as on 31.03.2013 :</b></p> <table border="1"> <thead> <tr> <th style="text-align: left;">Name of the related party Loans and Advances to related party</th> <th style="text-align: left;">Description of Current year Balance (Rs.)</th> <th style="text-align: left;">Description of Previous year Balance (Rs.)</th> <th style="text-align: left;">Max. Balance at any time during the current year</th> </tr> </thead> <tbody> <tr> <td>Mr. Prashanth.J.Mehta</td> <td>54089234</td> <td>173574420</td> <td>173574420</td> </tr> <tr> <td>Mr. Rajesh.J.Mehta</td> <td>104274041</td> <td>269496084</td> <td>269496084</td> </tr> <tr> <td>Mr. Mahesh.J.Mehta</td> <td>2301645</td> <td>3528606</td> <td>109376831</td> </tr> </tbody> </table> <p><b>ii. Leases</b> <b>Operating lease:</b> The Group Companies have let-out and taken premises under cancelable operating lease agreements, which the Company intends to renew in the normal course of its business. The lessees cannot sublease these properties. Total lease rentals recognized as income in the Profit and Loss Account for the year with respect to above is Rs. 1049168 /- and total lease rentals recognized as expenditure is Rs.7533174/-.</p> <p><b>iii. Capital and other commitments</b> Estimated amount of contracts remaining to be executed on capital account and not provided for is NIL (Previous Year is NIL ).</p> <p><b>iv. Contingent Liabilities</b> Contingent liabilities not provided for :</p> <p>(a) Sales tax and entry tax demands of Rs.479057/- (Previous year Rs. 4,79,057/-) are disputed by the Company.</p> <p>(b) The Company had an order from the Income Tax authorities dated December 27, 2006 for the period April 1, 2003 to March 31, 2004 demanding a tax payment of Rs. 9,99,60,890 /- The Commissioner of Income Tax (Appeals) has passed an adverse order confirming the order of assessing authority. The Company has appealed against the said order before the Income Tax Appellate Tribunal, and the income Tax Appellate Tribunal has passed an order in favor of the company, allowing the deduction under section 10B of the Income Tax Act, which is the major portion of the demand raised by the department. However, the Tribunal did not allow expenses of Rs. 200 lakhs. Against the order of the Income Tax Appellate Tribunal, the company and the Income Tax Department both have appealed before the Hon'ble High Court of Karnataka and the Company firmly believes that the issue will be settled in its favor. Further, the Company had received an order from the tax authorities dated November 13, 2009, (rectified by order dated December 31, 2009) for the period April 1, 2006 to March 31, 2007 demanding an additional tax payment of Rs. 36,99,89,925/-. The Company has appealed before the Commissioner of Income Tax (Appeals) against the said order and the Company firmly believes that the issue will be settled in its favour.</p> <p>Further, the Company had received an order from the tax authorities dated December 30, 2010, ( rectified by order dated January 19, 2011 and order dated January 27, 2011) for the period April 1, 2007 to March 31, 2008 demanding an additional tax payment of Rs. 88,23,82,070. The Company has appealed before the Commissioner of Income Tax (Appeals) against the said order and the Company firmly believes that the issue will be settled in its favour.</p>	Name of the related party Loans and Advances to related party	Description of Current year Balance (Rs.)	Description of Previous year Balance (Rs.)	Max. Balance at any time during the current year	Mr. Prashanth.J.Mehta	54089234	173574420	173574420	Mr. Rajesh.J.Mehta	104274041	269496084	269496084	Mr. Mahesh.J.Mehta	2301645	3528606	109376831
Name of the related party Loans and Advances to related party	Description of Current year Balance (Rs.)	Description of Previous year Balance (Rs.)	Max. Balance at any time during the current year														
Mr. Prashanth.J.Mehta	54089234	173574420	173574420														
Mr. Rajesh.J.Mehta	104274041	269496084	269496084														
Mr. Mahesh.J.Mehta	2301645	3528606	109376831														

## RAJESH EXPORTS LIMITED

Note No.	
25	<p>(d) The Company has received a demand notice from Employees State Insurance Corporation, Karnataka Region for the period from April 2000 to March 2003 demanding for Rs. 11903054/- Company has appealed against the order and paid Rs. 29,75,764 /- under protest and Appellate Authority has reduced the tax to Rs 33,93,286/- &amp; currently the matter is in Employees State Insurance Court. The management firmly believes that the issue will be settled in its favour.</p> <p>The Company has also appealed against the order of Notice from Employees State Insurance Corporation, Karnataka Region for the period from April 2006 to September 2007 demanding for Rs. 47,22,209 /- ( including interest etc) and paid Rs. 9,43,800 /- under protest, which is pending decision before Appellate Authority. The management firmly believes that the issue will be settled in its favour.</p> <p>(e) The company has appealed against the order of Show cause Notice from Commissioner of Central Excise( Service Tax ) Bangalore demanding Service Tax of Rs. 2,44,83,060/- before the CESTAT and paid Rs. 1,22,41,530 /- under protest, The CESTAT has passed orders on the matter and directed the service tax commissioner to review the order in the light of its findings. The management firmly believes that the issue will be settled in its favor.</p> <p>v. Previous year figures have been regrouped or reclassified wherever necessary to conform to the current year's grouping or classification.</p>

For and on behalf of the Board

As per our Report of even date  
For **V. SIVASANKAR & CO**  
Chartered Accountants,  
Firm Regn. No. 010839S  
Sd/-

Place: Bangalore

Date : May 28, 2015

**RAJESH MEHTA**

*Chairman*

DIN : 00336457

**PRASHANT MEHTA**

*Managing Director*

DIN : 00336417

**B. VIJENDRA RAO**

*CFO*

**(CA VIJAYA SIVASANKAR.P)**

*Prop.*

M.No. 214786

# RAJESH EXPORTS LIMITED

CIN: L36911KA1995PLC017077

Regd. Office : # 4, Batavia Chambers, Kumara Krupa Road, Kumara Park East, Bangalore-560 001.  
Tel: 080-22266735, Fax: 080-22259503, Website: www.rajeshindia.com

## ATTENDANCE SLIP

To be handed over at the entrance of the Meeting venue

Folio No./Client ID: \_\_\_\_\_ No. of Shares: \_\_\_\_\_

Name of Member/Proxy: \_\_\_\_\_

I hereby record my presence at the 21st Annual General Meeting at 11.30 AM, on 30.09.2015 at **Guru Raja Kalyana Mantap, No 21, Crescent Road, Next to Karnataka Film Chamber of Commerce (Near Shivanada Circle), Bangalore – 560 001.**

\_\_\_\_\_  
*Member's/Proxy's Signature*

**Notes :** 1. Members are requested to produce the above attendance slip, duly signed in accordance with their specimen signatures registered with the Company, for admission to the meeting.  
2. Members are informed that no duplicate attendance slips will be issued at the hall.

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**Form No. MGT-11**

## PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**Name of the Member(s) :**

**Registered Address :**

**Email ID :**

**Folio No./Client ID :**

**DP ID :**

I/We being a Member(s) of \_\_\_\_\_ shares of Rajesh Exports Limited hereby appoint:

1. Name : \_\_\_\_\_ Address : \_\_\_\_\_

Email Id : \_\_\_\_\_ Signature : \_\_\_\_\_

2. Name : \_\_\_\_\_ Address : \_\_\_\_\_

Email Id : \_\_\_\_\_ Signature : \_\_\_\_\_

as my/our proxy to attend and vote for me/us on my/our behalf at the 21st Annual General Meeting of the Company on Wednesday, September 30, 2015 at 11.30 a.m. at Guru Raja Kalyana Mantap, No 21, Crescent Road, Next to Karnataka Film Chamber of Commerce (Near Shivanada Circle), Bangalore – 560 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. \_\_\_\_\_

2. \_\_\_\_\_

3. \_\_\_\_\_

Signed this \_\_\_\_\_ day of \_\_\_\_\_

Signature of the shareholder \_\_\_\_\_

Signature of Proxy holder \_\_\_\_\_

Affix Re. 1  
Revenue  
Stamp

Book-Post

*If undelivered please return to :*

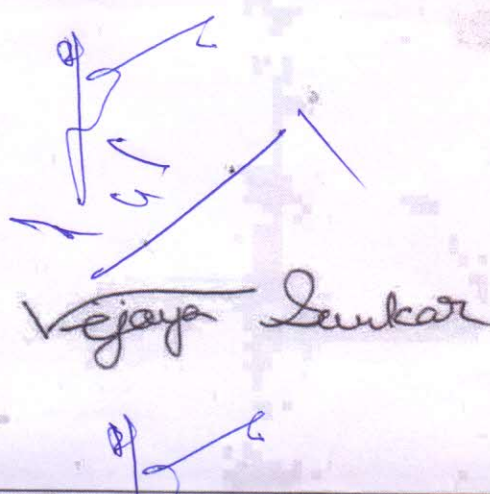


**RAJESH EXPORTS LIMITED**

No.4, Batavia Chambers  
Kumara Krupa Road  
Kumara Park East, Bangalore-1. INDIA.

FORM A

Format of covering letter of the annual audit report to be filed with the Stock Exchange

1	Name of the company	Rajesh Exports Limited
2	Annual financial statements for the year ended	March 31, 2015
3	Type of Audit observation	Un-qualified
4	Frequency of observation	NA
5	To be signed by-  • Executive Chairman  • CFO  • Auditor of the company  • Audit Committee Chairman	 Vejaya Sankar