



RICH A INDUSTRIES LIMITED

www.richa.in

*Innovation
for Speed..*

**Textiles & Pre-Engineered
Building Solutions..**

19th Annual Report

2012 - 2013



Chairman's Speaks

"Take up one idea. Make that one idea your life - think of it, dream of it and live on that idea. Let the brain, muscles, nerves, every part of your body, be full of that idea, and just leave every other idea alone. This is the way to success, that is way great spiritual giants are produced"

By Swami Vivekananda

Dear Shareholders,

It gives me immense pleasure to reach you once again through this 19th Annual Report of your Company. Over the last few years volatility and uncertainty have become the new normal, with reducing GDP, high interest rates and persistent inflation. Following on from a positive 8.4% growth in last fiscal, the year 2012-13 has been a rather mixed year. In some areas your company have made excellent progress, notably in pre-engineered steel building division with an annual revenue growth rate of 9%, as compared to previous year and your company now has its reach in more than 120 cities in India. However, there have also been a number of challenges, particularly with dampening economic scenario and policy barriers.

Every day we ask ourselves how we can deliver greater value to our clients and shareholders and look for ways to help our clients take on a future of sustainable growth with timely delivery and economic solutions of our good quality products. You will be pleased to know, that your Company was recognised by industry, customers and media for excellence along many dimensions. Your company has received multiple awards during the year. Your Company has been ranked 208, in India's fastest Growing Mid-sized company as per Inc. India 500 in year 2012.

During this year, your company has earned total revenues of Rs. 269.65 crores, which is a small decrease from the previous year. This was on account of weak economic situation of the country and consolidation of our textile units, which is in line with company's long term strategic vision for growth. The efforts are likely to be seen during FY 13-14. Notwithstanding this difficult environment, your Company continues to invest in R&D, latest technologies, commitment to its human resource training programs and do significant CSR activities.



You will be pleased to know, your company has robust plans of growth for future. Your company has also moved to government projects of large scale with clients like DMRC, IOCL etc. We remain committed to our long term strategy and will continue to allocate capital towards our existing operations and new projects. Since past two years your company has been on the fore front of supplying more than 180 buildings .Currently, the company is working on more than 100 projects.

Some of the major clients include Crompton Greaves, SOMA, L & T, Essar Steel, Mahalaksbmi TMT, India Bulls, Asian Color Coated Ispat Ltd, Wipro Ltd, Action Construction Equipment (ACE) Cranes, Walco Engineering, Asabi Glass Company Limited and many more in PEB, whereas brands like Adidas, Puma, Next and many more in Textile. At the core of our existence, we are one of the fastest growing building solutions company, where the strength of our products allows us to sculpt the future of building solutions across the globe.

With Rupee plunging to record level, this has proved to be a positive development for export companies and exports of our fabric will increase to 5% in different countries like Sri Lanka, Bangladesb etc. We have also commenced exports of our PEB Division from this year. We are happy to announce that the board of Richa has recommended a final dividend of 5% on the paid up value of shares. The dividend is payable to the equity shareholders, whose name appears in the records of our share transfer agent i.e. Link Intime India Private Limited as on the date of book closure. The payment of dividend is subject to approval of shareholders in our Annual General Meeting.

Our strategy is based on building world-class assets, but this cannot be achieved without the people to construct, operate and manage these assets. As I visit the different parts of our business, I am always impressed by the quality of the people that we have within Richa. To further strengtben our team at Richa and work towards overall organisational development, we have hired NAHRS who will be working on regular training and developments of our people towards achieving our targets. I have great confidence in our strategy, our team, and belief that we are well positioned to continue to grow and thrive in the years ahead.

I would also like to forward my special thanks to our Bankers namely, Indian Overseas Bank and Corporation Bank for their continued support in difficult economic scenarios.

On behalf of the entire Company and its leadership team, I want to thank each stake holder and specially our shareholders for their support and commitment to the Company. It is the support of shareholders that has helped Richa climb the stairs of success. I look forward to your continued support as your Company embarks on the next phase of its growth journey which promises to be exciting and rewarding to every stakeholder.

With Best Wishes

Sushil Gupta

Chairman & Managing Director

NOTICE

NOTICE is hereby given that Ninteenth Annual General Meeting of the members of Richa Industries Limited will be held on Friday, 13th September, 2013 at 10.00 am at Hotel Delight, 17-18 Neelam Bata Road, N.I.T. Faridabad -121001, (Haryana), Phone No. 0129-2427672, 2427673 to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt Audited Balance Sheet as at 31st March, 2013 and the Profit and Loss Account for the year ended 31st March, 2013 together with the reports of the Board of Directors and Auditors thereon.
2. To declare final dividend at the rate of 5% (Rs. 0.50) per Equity Share of face value of Rs. 10/- each.
3. To appoint a director in place of Mr. Sushil Gupta who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a director in place of Mr. Manish Gupta who retires by rotation and being eligible offers himself for re-appointment.
5. To re-appoint M/s Tayal and Co., Chartered Accountants as Statutory Auditors to hold office from the conclusion of this meeting until the conclusion of next Annual General Meeting of the Company and to fix their remuneration.

SPECIAL BUSINESS:

6. TO CONSIDER AND, IF DEEMED FIT, TO PASS THE FOLLOWING RESOLUTION, WITH OR WITHOUT MODIFICATION, AS A SPECIAL RESOLUTION.

"RESOLVED THAT pursuant to provision of Section 314 read with Director's Relative (office or Place of Profit) Rules, 2011 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and all other applicable provision, if any of the Companies Act, 1956 consent of the company be and is hereby accorded to the appointment of Mrs. Geeta Devi, Mother of Dr. Sandeep Gupta, Joint Managing Director and a relative of Sh. Sushil Gupta, Chairman Cum Managing Director and Mother of Sh. Manish Gupta Whole time Director of the company, to hold and continue to hold an Office or Place of profit as Admin-Manager (or any other designation and roles which the Board/Committee of the Board may decide from time to time) with effect from 01st April, 2013, on such remuneration and terms and conditions as set out in the explanatory statement attached to this Notice."

7. TO CONSIDER AND, IF DEEMED FIT, TO PASS THE FOLLOWING RESOLUTION WITH OR WITHOUT MODIFICATION AS A ORDINARY RESOLUTION.

"RESOLVED THAT Pursuant to the provision of the Section 146 of the Companies Act, 1956 and any other provision applicable, if any, the Registered office of the company be shifted from V.P.O. Kanwara, Kheri-Jasana road, Near Lingayas University, Faridabad-121001, Haryana to Plot No-29, DLF Industrial Area, Phase-II, Faridabad-121003, Haryana."

8. TO PLACE COMPLIANCE CERTIFICATE REGARDING PREFERENTIAL ALLOTMENT OF EQUITY SHARES

The members need to take note that the Company has made preferential allotment of 5389446 equity shares to promoter and non-promoters. The Compliance Certificate regarding this preferential allotment has been issued by the Statutory Auditor of the Company and is an essential part of the notice.

By Order of the Board
For Richa Industries Limited

Date: August 14, 2013
Place: Faridabad

Gaurav Yadav
Company Secretary

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting ("the meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company. In order to be effective, the instrument appointing proxy should be duly completed, stamped and signed and must be deposited at the registered office of the Company not less than forty eight hours before the commencement of the meeting. The proxy so appointed shall not have any right to speak at the meeting.
2. Corporate Members intending to send their authorized representative to attend the meeting are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
3. Members attending the meeting are requested to bring with them the attendance slip attached to the notice duly filled in and signed and handover the same at the entrance place of the meeting. Proxy / Representative of a member should mark on the Attendance Slip as "Proxy" or "Representative" as the case may be. Members holding shares in electronic form and desirous of attending the meeting are required to bring along with them their Client ID and DP ID Numbers for easy identification.
4. Members are requested to notify their change of address, if any, to the Share Transfer Agent, M/s Link Intime India Private Limited.
5. Register of Members and Share Transfer Books of the Company will remain closed from Friday, 06th September, 2013 to Thursday, 12th September, 2013. (Both days inclusive).
6. Members desirous of having any information regarding accounts are requested to address their queries to the Manager-DGM at the Corporate Office of the Company at least seven days before the date of the meeting, so that the requisite information can be made available at the meeting.
7. As a green initiative, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring with them their copies of the Annual Report at the meeting.
8. Pursuant to the requirement of Corporate Governance under clause 49 of Listing Agreement, entered into with Bombay Stock Exchange, the information about the directors proposed to be appointed/ reappointed forms part to the Notice.
9. All documents (except Register of Members and Share Transfer Register) will be available for inspection by the members at the Corporate Office of the company between 10.30 A.M and 12.30 P.M on all working days from the date hereof up to the date of the meeting.
10. Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 is annexed hereto and forms part of the notice.
11. As a part of Green initiatives in the Corporate Governance, The Ministry of Corporate affairs vide its Circular No. 17 & 18 dated April 21, 2011 and Paril 29, 2011 respectively, clarified that a company would have complied with section 53 of the Companies Act, 1956 if the service of the document has been made through electronic mode provide the company has obtained e-mail addresses of its members for sending the notice/documents through e-mail by giving an advance opportunity to every shareholder to register their e-mail address and changes therein from time to time with the Company.

Accordingly, the members are requested to intimate their e-mail address to the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited to their dedicated E-mail I.D. i.e. indelhi@linkintime.co.in. and to the DP in respect of the shares held in physical mode and demat mode respectively, in case the members wish to avail the aforesaid facility.
12. Members are requested to fill in and send the Feedback Form provided in the Annual Report.

Pursuant to Clause 49 of the Listing Agreement entered into with the Bombay Stock Exchange, the information about the Director, seeking appointment/ re-appointment in the forthcoming Annual General Meeting is as follows:

As regards reappointment of Mr. Sushil Gupta and Mr. Manish Gupta referred to in item no. 3 and Item No.4 of the Notice, the following necessary disclosure is made for the information of the Shareholder:

Name of Director	Mr. Sushil Gupta	Mr. Manish Gupta
Date of Birth	12/01/1965	01/11/1979
Date of appointment on the Board	15/09/1993	01/07/2002
Expertise in specific functional areas	Expert on R&D, and in designing layout and structural aspects of the building.	Expert in area of Marketing and in business development.
Qualification	B.Tech (Mechanica) and M.Tech from IIT-Delhi	B.Tech(Textile Chemistry)
No of Equity Shares held in the Company	1055706	168954
List of Public Companies (other than Richa Industries Limited in which Directorship held as on 31st March, 2013.	Richa Infrastructure Limited	Richa Infrastructure Limited Richa Building Systems Limited Richa Holdings Limited
Chairman/Member of the Committees of the Board of Public Companies in which he is a Director as on 31st March, 2013	NONE	NONE

By Order of the Board of Directors
For Richa Industries Limited

Place: Faridabad
Date: August 14, 2013

(Gaurav Yadav)
Company Secretary & Compliance Officer

Registered Office:

VPO Kanwara, Old Faridabad to Kheri-Jasana Road,
Near Lingayas Institute of Management & Technology,
Faridabad- 121101

ANNEXURE TO NOTICE

Explanatory Statement Pursuant to Section 173 (2) of the Companies Act, 1956

ITEM No. 6

Approval of the Members is being sought under section 314 and other applicable provision, if any of the companies act, 1956 for the appointment of Mrs. Geeta Devi, who is the Mother of Dr. Sandeep Gupta and a relative of Mr. Sushil Gupta, Chairman cum managing Director and Mother of Mr. Manish Gupta, Whole time Director of the company, to hold and continue to hold office in the company, with effect from 01st April, 2013

The terms of appointment of Mrs. Geeta Devi

Salary: Basic Rs 50,000 Per Month

Other entitlements

1. Medical for Self & Family : Actual for self and family including Premium of mediclaim Policy
2. Earned Leave : As per Company Rules
3. Provident Fund : Company's Contribution towards provident fund, pension fund & Superannuation fund as per the Company Rules
4. Gratuity : Gratuity as per the payment of Gratuity Act, 1972 including any amendment or re-enactment thereof.

He will be also entitled for such other perquisites and allowances in accordance with the rules of the company or as may be agreed upon by the Board of Directors and Mrs. Geeta Devi from time to time, include reorganize/restructure the remuneration package in accordance with the provision of section 314 and director Relative (Office or Place of profit) Rules, 2011) subject to maximum permissible limit prescribe under the said Rules.

Mrs. Geeta Devi is old and dynamic personality, she did her graduation in management.

Taking into consideration her qualification, it is proposed to appoint Mrs. Geeta Devi in the company to be primarily responsible for Administrative department

Your Board of Directors believes that Mrs. Geeta Devi is fit for successfully handling this responsibility.

The proposed appointment of Mrs. Geeta Devi has been approved by the Board and recommend his appointment for your approval.

ITEM No. 7

Approval of the Members is being sought under provisions of the Companies Act, 1956, if any, for shifting of the registered office from V.P.O Kanwara, Kheri-Jasana road near Lingayas University, Faridabad-121003, Haryana to Plot No-29, DLF Industrial Area, Faridabad-121003, Haryana. The present registered office of the company is in outskirts of the city and not easily approachable. The management of the company was trying its best to find a suitable location for the same. Now, new building is ready at conveniently located place. The Board of Directors have already approved shifting of Registered Office in its meeting and recommend approval of the same.

ITEM No. 8

At the time of approval of special resolution through postal ballot for approving preferential allotment, the compliance certificate issued by Statutory Auditor was placed before the members and the same was noted by the members. However, while issuing final listing approval, the BSE insisted on undertaking from Company Secretary about placing of this certificate in next meeting of the shareholders. Therefore, the compliance certificate issued by the statutory auditor about preferential allotment is placed before the members as essential part of the notice.

The original certificate will be available for inspection at the venue of the AGM.

By Order of the Board of Directors
For Richa Industries Limited

Place: Faridabad
Date: August 14, 2013

(Gaurav Yadav)
Company Secretary & Compliance Officer

Registered Office:
VPO Kanwara, Old Faridabad to Kheri-Jasana Road,
Near Lingayas Institute of Management & Technology,
Faridabad- 121101



Tayal & Co.
Chartered Accountants

TO WHOMSOEVER IT MAY CONCERN

I, R. A. Gupta, Partner of M/s. Tayal & Co., Statutory Auditors to the M/s Richa Industries Limited hereby confirm and certify that the proposed preferential issue is being made in compliance of the provisions of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009 and Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended up to date.

For Tayal & Co.
Chartered Accountants

R. A. Gupta



(CA R.A. Gupta)
Partner

Membership No 080997
Firm Registration No.001845N

Place: Faridabad
Date: 6th May, 2013

B.P. - 49, First Floor, Neelam-Bata Road, Near Syndicate Bank, Faridabad-121001
Phone : 0129-2412737, Fax : 0129-4028737, Mobile : 9811502737
E-mail : tayalandcompany@rediffmail.com

Firm PAN : AAFT0161D

Service Tax No. AAFT0161DST001

Firm Registration No. 001845N



Company Information

Board of Directors

Sh. Sushil Gupta	Chairman & Managing Director
Dr. Sandeep Gupta	Joint Managing Director
Sh. Manish Gupta	Whole-Time Director
Sh. Neeraj Bajaj	Non-Executive Director
Sh. Nitin Agarwal	Non-Executive Director
Sh. J. P. Malhotra	Non-Executive Director

Company Secretary

Gaurav Yadav

Statutory Auditors

Tayal & Company, Chartered Accountants
BP-49, First Floor, Neelam Bata Road,
Near Syndicate Bank, Faridabad
Phone : 0129-2412737

Secretarial Auditors

AGB & Associates, Company Secretaries
970, Sector 21D, Faridabad-121001
Phone : 0129-4080970

Bankers

Indian Overseas Bank
Corporation Bank

Board Committees:

Audit Committee

Sh. Neeraj Bajaj	Chairman
Sh. J. P. Malhotra	Member
Dr. Sandeep Gupta	Member

Shareholders' / Investors'

Grievance Committee

Sh. Neeraj Bajaj	Chairman
Sh. J. P. Malhotra	Member
Sh. Nitin Agarwal	Member

Remuneration Committee

Sh. Neeraj Bajaj	Chairman
Sh. J. P. Malhotra	Member
Sh. Nitin Agarwal	Member

Registered Office

VPO Kawnra
Old Faridabad to Kheri-Jasana Road,
Near Lingayas Inst. of Mgmt. & Tech.
Faridabad- 121101, Haryana, India

Corporate Office

Plot No. 57, Sector-27C,
13/1, Mathura Road,
Faridabad - 121 003, Haryana, India

Textile Division

VPO Kawnra
Old Faridabad to Kheri-Jasana Road,
Near Lingayas Inst. of Mgmt. & Tech.
Faridabad- 121101, Haryana, India

PEB Division

8th Km. Stone, Ramnagar Road
NH-121, Kashipur,
Udam Singh Nagar
Uttrakhand – 244713, India

Registrar & Transfer Agent

Link Intime India Private Limited
44, Community Center, 2nd Floor,
Naraina Indl. Area
Phase-I, Near PVR, Naraina
New Delhi-110028

Stock Exchange Where

Company's Securities are listed
Bombay Stock Exchange

E-mail

cs@richa.in

Web site

www.richa.in

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Management Discussion and Analysis

Forward Looking Statements

This report contains forward-looking statements, which may be identified by the use of words like 'plans', 'expects', 'will', 'anticipates', 'believes', 'intends', 'projects', 'estimates' or other words of similar connotation. All statements that address expectations or projections about the future, including, but not limited to statements about the Company's strategy for growth, product development, market position, expenditures, and financial results, are forward-looking statements. Forward-looking statements are based on certain assumptions and expectations of future events. The Company can not guarantee that these assumptions and expectations are accurate or will be realized. The Company's actual results, performance or achievements could thus differ materially from those projected in any such forward looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statement, on the basis of any subsequent developments, information or events.

Corporate Overview

Richa Industries Limited was incorporated in 1993 under the dynamic leadership of Mr. Sushil Gupta who is Chairman Cum Managing Director of the Company with the vision to work as a catalyst in the growth of the industry, company to be identified with the main objects of manufacturing and processing of fabric, readymade garments and to export fabric or garments and now in the business of Pre-Engineered Building.

Richa Industries Limited has focused to be most updated on the technology front and has been continuously upgrading their facilities in all segments of the operations. The company's operations, production, sales and profitability's in all location can be viewed practically on an hourly basis.

With a small employee base of thirty persons to current employee strength of over 1000 was possible due to the excellent human relation and concern for employee's well-being and their training and development.

Richa Industries Limited in its himself is already a trusted name in Indian Textile Industry before and after an Initial public offering in 2006 it's ramped up its manufacturing and production facilities to almost two and half times and currently is one of the largest single manufacturing facilities in Northern India in the segment of dyeing, processing and finishing of knitted fabric. The Key of the company is experience in the field of knitted fabric from last 21 Years and has good reputation and it is known for its quality standards and competitive rates.

Now, Richa has diversified their Business from last Five Years from Textile to Pre-Engineered Steel Building (hereinafter referred as PEB in year 2008-09 and become one of the leading companies in utilizing the most Hi-Tech solutions). PRE ENGINEERED BUILDING sector was established with the sole vision of using latest technology to achieve best quality standards and provide value for money to its customers.

RIL firmly believes that the key to designing a successful facility is via the optimization of the building's function and efficiency. We have built our reputation by providing designs that meet these criteria. Richa Industries Limited draws strength from diversity of backgrounds, perspectives and ideas among approximately 1000 employees representing unique languages and dialects.

Guiding and defining the way we conduct ourselves and the business, our values form a solid core of who we are, and the beliefs and priorities we share, inspiring us to perform to our best ability.

Richa Industries limited achieving the highest performance in safety, quality ethics and applying innovative technology in unexpected and practical ways and earning the admiration of all our stakeholder customers, communities and employees - for what we achieve and how we achieve it as described by the mission, our immediate focus in reaching the vision is to and establish the most capable, principled and creative offshore engineering and construction company in the India and successfully deliver the India's most challenging projects.

Richa has employed the most efficient and competitive professional team to give a technological edge to pre engineered steel buildings in India. This will give the most competitive edge for small medium enterprises requirement for pre-engineered building needs with perfection in personalized and professionalized service.

Economic Scenario

Industrial growth has remained subdued since July 2011 due to weak global demand, weak supply linkages, high import costs, and sluggish investment activities. During 2012-13 (April to November), industrial growth slowed to 1.0 per cent. The Industrial sector was mainly affected by the contraction in the output of capital goods and the mining sector. Excluding capital goods, the growth rate of overall IIP during April to November 2012 was 3.0 per cent. As a result the GDP Growth slowed down to 5% in 2012-2013 compared to 6.2% growth witnessed in 2011-12.

The slowdown in consumption demand : India's export performance continued to show the adverse impact of low growth and uncertainty in the advanced as well as major emerging markets and developing economies. Cumulative value of exports for the period April-December 2012 -13 was US \$ 214099.77 million (Rs 1166438.69) as against US \$ 226551.09 million (Rs 1066668.31 crore) registering a negative growth of 5.50 per cent in Dollar terms and growth of 9.35 per cent in Rupee terms over the same has affected the growth of motor vehicles, food products and apparel industries.

Textile

Industry Overview

The Textiles industry has witnessed an incipient turn around in financial year 2012-13 as cotton yarn prices have picked up and rupee depreciation has enhanced competitiveness.

Government implements the Scheme for Integrated Textiles Parks (SITP) which is aimed at establishing greenfield infrastructure for textiles industry and generate employment.

Government formulates the cotton distribution policy on a yearly basis to ensure adequate raw materials security to domestic industry.

Indian Textile Industry is one of the leading textile industries in the world. The Textile Industry is one of the most important sectors in the Indian Economy and the second largest generator of employment after agriculture. It contributes more than 4% to the GDP and 17% to the country's export earnings.

The Indian textile industry has a great legacy, which is perhaps unmatched in the history of India's industrial development. India's textile industry evolved and developed at a very early stage and its manufacturing technology was amongst the best. Prior to colonization, India's manually operated textile machines were among the best in the world, and served as a model for production of the first textile machines in newly industrialized Britain and Germany.

Opportunities & Threats

The implementing integration of the global textile industry is expected to generate opportunity in terms of access to unrestricted markets, but it may also pose a threat to our industry unless the necessary corrective action is taken in time.

Some keen observers of our textile scene are of the view that looking to the present weaknesses of our industry in general and the prevailing indifference to the need for their elimination, the free trade forces may not only pose serious problems for most of our textile units (barring some exceptions) in the overseas markets, but in the domestic markets as well.

The main reason for such fears is that most of our textile mills have been indifferent to the need for continuous modernisation. Some new machinery exists side by side with out-dated equipment. On the other hand, China has been modernising its textile industry at break-neck speed by installing the latest machinery. It has been importing the latest machinery for the purpose for quite some time.

Risk & Concerns

Indian textile industry in India face many risk which were in the short term, will moderate growth Inflation, high interest rates, depreciating rupees, delays in policy initiatives to boost investments and capital flows.

India's textile industry also urgently needs to diversify beyond its traditional markets of the US and Europe to remain competitive in the wake of the global economic downturn.

Pre Engineered Buildings

Industry Overview

The Indian Pre-Engineered Steel Buildings (PEB) market is experiencing robust growth fuelled by infrastructure development and the increasing popularity of PEB systems in the industrial sector. Sectors such as automotive, power, logistics, pharma, FMCG, and capital goods provide huge growth opportunity for PEB in India.

Key challenges include increasing cost & shortage of skilled manpower, presence of alternative building structure (both steel and concrete) and fluctuating raw material (steel) prices which account for 55 to 60 percent of the overall cost, will certainly affect the price trend and impact the profit margin of the supplier in the long run as competition intensifies. These challenges shall be directly attributed to the lower penetration of PEB in India.

"The PEB market is strongly associated with investments and growth in the industrial and commercial sectors. "The new potential application areas for PEB in the next few years will include power plant structures, factory buildings, commercial buildings (offices and retail malls), warehouses, and metro stations,"

With manufacturing activity increasing in the last few years, logistics has gained equal importance in order to provide better goods at lesser cost. With the onset and speedy progress of the Metro rail system in the next 10 years, the scope of PEB is immense. Increase in technical competence plays a crucial role, and many market participants have introduced high-grade steel conforming to ASTM Grade 50 steel (light weight and recyclable) without compromising on the product quality, which attracted many customers to pay high prices for quality jobs.

The heightened emphasis on green building construction is also poised to push market expansion. For instance, to increase energy-efficiency, many PEB manufacturers have developed high efficiency windows and insulation for roofs, walls, ceilings & floors. The use of sky lights and solar panels on rooftops will meet daylight and captive power requirements, while, at the same time, reducing emissions and gaining carbon credits under clean development mechanism (CDM).

Many leading international and domestic market participants are increasingly scouting for opportunities by adopting multiple business strategies such as venturing into engineering design, project contracting, manufacturing heavy structural steel buildings, and focusing on vertical integration whereas, merger & acquisition strategy will support them to grow inorganically and enable them to broaden their geographic reach and product portfolios.

Pre-engineered buildings are cost-effective infrastructure solutions that provide design flexibility plus abridged construction time. Some of the advantages of these buildings include reduced construction time, lower cost, and flexibility of expansion, quality control, low maintenance, energy efficient roofing and wall systems, and architectural versatility.

These are used in warehouses, factories, workshops, offices, gas stations, vehicle parking sheds, gas stations, aircraft hangers etc. No wonder, in view of demand from diverse sectors, the current market size for PEB solutions is growing at a fast pace.

Though pre-engineering lends itself better to non-residential buildings, the concept is set to catch on even in the residential sector "Residential segment is certainly a sunrise sector for PEBs. This segment of the industry is shifting to higher levels of pre-fab systems like doors, windows and floors. Such construction is ideally suited for housing in remote areas and hilly terrains, where transporting traditional building material could present a logistical problem and not many are aware that it is possible to have the entire home pre-fab or pre-engineered that it is feasible to build homes up to four or five floors high in light steel. Group housing, residential accommodations in small towns and hills, farm houses, and even housing for slum development have scope for these types of structural solutions, he says.

Growth potential for the PEB industry

The PEB industry in India is expected to grow rapidly at around 25% per annum which is considered as a conservative estimate. From last 10 years the concept of pre-engineered buildings has been spreading fast with steady growth. The diverse advantages of PEB buildings have gained huge reception in the market. Increasingly, it has become the new concept of construction buildings.

In recent times many industrial companies have developed keen interest in pre-engineered buildings resulting in high demand and great prospects for the future. Undoubtedly, in coming years, due to the versatility and flexibility of PEB products, it would be the preferred building solution in both commercial and residential segments.

The key issues and challenges for PEB industry

The first and foremost challenge lies in changing the mindset for acceptance of a PEB vis-à-vis a conventional steel or concrete building. If the market is considered huge with only low-rise industrial constructions, the potential if high rise or residential projects also start using PEB.

Today in India, people take time to dilute their interest towards PEB industry and still go for RCC and Conventional steel building solutions. Keeping in view the time frame available for most projects, PEB structures can be a good solution for quick quality delivery, esthetic structural flexibility and ultimately promote usages of steel over concrete. Only measure needed is to create awareness in customers.

As the Pre Engineered Building industry is relatively new in India, it is not fully exploited and there is lot of scope available. It is expected that the new entrants will enter the market soon and thereby it will result in the increased competition. With aggressive marketing and state of art technology we at 'Richa' are ready for all challenges.

Future outlook of this industry

Corporate have started to accept this concept. Segment wise growth is approximately 25% in industrial segment and between 6-7% in residential segment which is at the lower side in PEB domain. This indicates that there is tremendous potential and capacity in Indian PEB industry.

The last five years have seen a lot of new manufacturing units being set up in the Pune region, and a visit to any industrial estate in the city's vicinity provides ample evidence of the growing popularity of pre-engineered buildings (PEBs). The steel structures, which are pre-fabricated on the basis of drawings and then merely assembled on site, lend themselves to a variety of applications like manufacturing units, warehouses, hangers, hypermarkets and commercial complexes, and even sugar and cement factories. While the initial cost of building may be marginally higher than conventional construction techniques, the speed of execution of the project, leading to quicker turnaround time, and the low cost of maintenance are some of the reasons that the concept is fast gaining ground.

Internal Control Systems and their Adequacy

Richa Industries Limited has a comprehensive system of internal control to safeguard the Company's assets against loss from unauthorized use and ensure proper authorization of financial transactions.

The Company maintains a system of internal control designed to provide a high degree of assurance regarding the effectiveness and efficiency of operations, the reliability of financial controls and compliance with laws and regulations as applicable in the various jurisdictions in which the Company operates.

The Company has also implemented suitable control measures to ensure that all resources are utilized optimally, financial transactions are reported with accuracy and all applicable laws and regulations are strictly complied.

The management of the Company duly considers and takes appropriate action on the recommendations made by the Statutory Auditors, Internal Auditors and the Audit Committee of the Board of Directors.

Health Safety and Environment

Richa is fully committed to the safety, health and well-being of its employees and to minimizing the environmental impact on its business operations. A safe and healthy environment is maintained, and appropriate steps are taken with the object of minimizing the environmental impact on all processes and practices. The Company has a range of policies, including on quality, safety and health aspects to guide the employees work practices, actions and decisions. The Company strives to continuously improve the effectiveness of its policies and the employees are encouraged to contribute their mite in this direction. All employees are obliged to ensure that they fully understand all policies and do fully comply with the requirements.

Human Resource Development

One of the "Key" reasons for the exponential growth of Richa is undoubtedly its "People". The Company has always provided an open and challenging work environment wherein the staff members get an opportunity to rapidly gain and assimilate knowledge. Creativity and dedication of all the employees represent the most precious assets of the Company. For the growth of the organization, the human resource function has an important role to play not only in identifying and recruiting suitable individuals but also in developing and rewarding its employees. As such, we have remained focused on strengthening human capital through continuous training and development and by upgrading skills of employees to meet the Company's objectives. The Company has a union free environment and the industrial relations scenario continued to be stable during the year.

Cautionary Statement

Statements in the Directors' Report & Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operation include raw material availability and prices, cyclical demand and pricing in the Company's principal market, changes in Government regulations, tax regimes, economic developments within India and the countries in which the Company conducts business and other incidental factors.

Appreciation

Your Directors express their warm appreciation to all the employees working at various units for their diligence and contribution. Your Directors also wish to record their appreciation for the support and co-operation received from the dealers, agents, suppliers, bankers and all other stakeholders.

By Order of the Board of Directors

For Richa Industries Limited

Place: Faridabad
Date: May 30, 2013

Sushil Gupta
(Chairman & Managing Director)

Directors' Report

Dear Shareholders,

Your Directors are delighted to present Nineteen Annual Report of your Company with the audited statement of accounts for the year ended March 31, 2013.

Financial Results

Highlights of financial results for the year are as follows:

(Rs. In Lacs)

Particulars	Current Year 31.03.2013	Previous Year 31.03.2012
Gross Sales	26960.17	30141.48
Other Income	182.26	75.62
Increase/(Decrease) in Stock	30.38	1597.62
Total Revenue	27172.81	31814.73
Profit before Interest, Depreciation & Tax	4568.84	3789.60
Interest	2335.45	1969.57
Depreciation	750.37	690.16
Profit Before Tax	1418.61	1129.87
Tax Including Deferred Tax/Fringe Benefit Tax	146.71	521.25
Profit After Tax	1336.30	608.61
Balance Brought Forward From Previous Year	4077.06	3597.22
Amount Available For Distribution	5413.36	4205.83
Proposed Dividend	84.63	84.63
Tax on Dividend	13.72	13.72
Transfer To Reserves	66.81	30.43
Balance Carried To Balance Sheet	5248.19	4077.06

OPERATIONS

The total income of the Company during the year was Rs. 26960.17 lacs against Rs. 30141.48 Lacs in the previous financial year. This was on account of weak economic situation of the country and consolidation of our textile units, which is in line with company's long term strategic vision for growth. The total expenditure during the year was Rs. 24878.77 Lacs against Rs. 30622.06 Lacs in the previous financial year. The decrease in total expenditure was mainly due to decrease in consumption of raw material, decrease in manufacturing expenses, interest and so on.

The profit before tax for the year under review was higher at Rs. 2294.04 Lacs from Rs. 1192.66 Lacs in the previous financial year and the same was the case of the profit after tax for the year under review at Rs. 1336.30 lacs compared to Rs. 608.61 Lacs in the previous financial year.

The basic and diluted earning per share (EPS) computed in accordance with the Accounting Standard- 20 issued by the Institute of Chartered Accountants of India was Rs. 8.79 per share respectively as against Rs. 7.05 per share (basic & diluted) for the previous year.

Management Discussion & Analysis Report

Management Discussion and Analysis Report for the year under review, as stipulated under clause 49 of the Listing Agreement with the Stock Exchange, is presented in a separate section forming part of the Annual Report.

Board of Directors

In terms of Article 138 of the Articles of Associations, Mr. Sushil Gupta and Mr. Manish Gupta Director, retires by rotation and being eligible, offer himself for reappointment at the ensuing Annual General Meeting.

Necessary resolution seeking the approval of the shareholder for the reappointment of Mr. Sushil gupta and Mr. Manish Gupta forms parts of the notice convening the Annual general Meeting. In terms of clause 49 (IV) (G) (i) of the listing agreement entered into with the Bombay Stock exchange limited, all the requisite detail about the director seeking reappointment at the ensuing Annual General Meeting form part of the Notice convening the Annual general Meeting

Further, Pursuant to clause 49 (IV) (E) (iv) of the Listing Agreement, the shareholders may take note that none of the Non Executive Directors hold any shares/ convertible instruments in the company as on the date of this report.

Fixed Deposit

During the year, your Company has not accepted any fixed deposits from the public under Section 58A or 58AA of the Companies Act, 1956 and is therefore not required to furnish information in respect of outstanding deposits under Companies (Acceptance of Deposit) Rules, 1975.

Dividend

Based on the Company's performance, the Directors are pleased to recommend for approval of the members a final dividend of 5% i.e Rs. 0.50 per share for the financial year 2012-13 on the capital of 16,925,554 Equity Shares of Rs. 10/- each. The final dividend on the Equity Shares, if approved by the members would involve a cash outflow of Rs. 8,462,777/- excluding dividend tax. The total cash outflow on account of dividend including dividend tax for the year 2012-13 would aggregate to Rs. 13, 72,874/ resulting in a payout of 11.72% of the profit after tax.

Credit Rating

Under Review by India Rating and Research (P) Ltd. (Fitch Group)

Unclaimed Share Suspense Account

In terms of clause 5A(I) of the Listing Agreement the company reports the following details in respect of the equity shares lying in the suspense account which were issued in demat form pursuant to the public issue of Richa Industries Limited.

In terms of Clause 5A (II) of the Listing Agreement the company had transferred 835 unclaimed equity shares which were standing registered under folio into the Richa Industries Limited-Unclaimed Share Suspense Account.

Transfer to Reserves

The Company proposes to transfer Rs. 66,81,515.22 to the General Reserve out of the amount available for appropriations and an amount of Rs. 52,48,19,245.43/- is proposed to be retained in the Profit and Loss Account.

Postal Ballot

The Board of Directors of the Company at their meeting held on 6th May, 2013 for the issue of 70,99,446/- equity shares pursuant to the process of preferential allotment. The company has dispatch the Postal Ballot Notice to the shareholders on 13th May, 2013.

Corporate Governance

The Company complies with the clauses of Listing Agreement entered into with the Bombay Stock Exchange where the Company's shares are listed. Further, in terms of the provisions of Clause 49 of the Listing Agreement, your Company has complied with the requirements of Corporate Governance and a Report on Corporate Governance together with certificate from the Company's Auditors confirming compliance, is set out in a statement, which forms part of this Annual Report.

Secretarial Audit Report

Your Company has appointed M/s AGB & Associates, Practicing Company Secretaries, to conduct limited purpose Secretarial Audit of the Company for the financial year ended March 31, 2013. The emphasis of the report to see the compliance under the applicable provisions of the Companies Act, 1956, Depositories Act, 1991, Listing Agreement with Bombay Stock Exchange, Securities Contract (Regulation) Act, 1956, during a particular quarter with reference to the transaction carried out by the company and all the regulations of SEBI as applicable to the Company including SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and SEBI (Prohibition of Insider Trading) Regulations, 1992 and the amendments made there under. Observations of the secretarial auditors raised from time to time are being addressed by the management.

Auditors and Auditors' Report

M/s Tayal & Co., Chartered Accountants, Statutory Auditors of the Company will retire at the conclusion of the ensuing Annual General Meeting and, being eligible, offer themselves for re-appointment. The Company has received a certificate from the auditors to the effect that their re-appointment if made, would be in accordance with the provisions of section 224(1B) of the Companies Act, 1956. The Directors recommend the re-appointment of M/s Tayal & Co. as Statutory Auditors of the Company.

The observations of Statutory Auditors in their report read with notes to the accounts are self explanatory and do not call for any further explanation or clarification.

Human Resource Development and Industrial Relation

Your Company strives to provide the best working environment with ample opportunities to grow and explore. Your Company maintains a work environment that is free from physical, verbal and sexual harassment. Every initiative and policy of the Company takes care of welfare of all its employees. The human resource development function of the Company is guided by a strong set of values and policies. The details of initiatives taken by the Company for the development of human resource are given in Management Discussion and Analysis Report. The Company maintained healthy, cordial and harmonious industrial relations at all levels through out the year.

Personnel & Particulars of Employees

The industrial relations with the workers and staff of the Company remained cordial throughout the year. There was unity of objective among all levels of employees, continuously striving for improvement in work practices and productivity. Training and development of employees continue to be an area of prime importance.

Particulars of the employees as required under section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of the Employees) Amendment Rules, 2011 are not applicable since, none of the employee of the Company was drawing more than Rs. 60,00,000/- p.a or Rs. 5,00,000/- p.m for the part of the year. Statement to this effect is as follows:

Statement pursuant to Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Amendment Rules, 2011 and forming part of the Directors' Report for the financial year ended 31st March, 2013

S. No.	Name	Designation & Nature of duties	Remuneration Gross (Rs.)	Qualifications	Date of Commencement of Employment	Age in Years	Last Employment
NIL							

Awards & Certificates

During the year under report, your Company has got it Certificate renewed from 'BSCIC' ISO 9001:2008 for operating a Quality Management System in respect of design, development, manufacture and supply of Pre Engineered Buildings. Your company is now OKEOTEX certified manufacturing facility. Your company got Customer Excellence Award as Growth Partner of IOB from Indian Overseas Bank.

Richa Industries awarded by "Indian Achievers Podium", A wing of BPPL, for Best Promising Pre Engineering Steel Building Manufacturer from India in their "10th All India Excellence Award" & "6th Realty Award". Your Company Richa Industries Limited has ranked 208, India Fastest Growing Mid- Sized Companies as per Inc. India 500.

Directors' Responsibility Statement

Pursuant to the requirements under Section 217(2AA) of the Companies Act, 1956 your Directors hereby state and confirm that:

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed
- b) we 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 & fair view of the state of affairs of the Company at the end of the financial year ended March 31, 2013 and of the profit or loss of the Company for that period;
- c) we have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- d) we have prepared the annual accounts on a going concern basis.

Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo

A statement giving details of conservation of energy, technology absorption and foreign exchange earnings and outgo, in accordance with Section 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 is given as Annexure I hereto and forms part of this report.

Acknowledgment

The Board of Directors wishes to place on record its appreciation for the commitment, dedication and hard work done by the employees in the Company and the cooperation extended by Banks, Government authorities, customers and shareholders of the Company and looks forward to a continued mutual support and co-operation.

By order of the Board of Directors
For **Richa Industries Limited**

Date: May 30, 2013

Place: Faridabad

Sushil Gupta
Chairman & Managing Director

Annexure I to Director's Report

Information as per section 217 (1)(e) read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 and forming part of the Director's Report for the year ended March 31, 2013 are given as under :

1. CONSERVATION OF ENERGY

Energy conservation continued to have high prominence as in previous years. Some of the initiatives taken during the financial year 2012-13 were as follows:

1.1 Energy Conservation measures taken during the year 2012-13:

The Company has got its certificate renewed from **BSCIC ISO 9001:2008** for its PEB Unit at Kashipur. It is a certificate granted for quality assurance. It has the effect of reduction in wastage and saving of energy.

Continuous R&D by our R&D Department has made it possible to shorten the manufacturing process by approx 20 minutes. It has resulted in saving of water and energy and increase in productivity.

SWAR Certification for Renewable Energy.

1.2 Impact of measures taken at 1.1 above for reduction of energy consumption and consequent impact on the cost of production of goods

- Increase in Productivity.
- Reduction in wastage.
- Saving of water sources
- Saving Energy and effective use of raw materials
- Quality Assurance

1.3 Total energy consumption per unit of production as per Form A:

Particulars	Year ended 31.03.2013		Year ended 31.03.2012	
	Textile	PEB	Textile	PEB
1.4.1				
1.4.1.1 Power & Fuel Consumption				
a) Electricity Purchased				
No. of Units (in Lacs)	30.55	7.78	45.98	7.53
Cost (Rs. in Lacs)	226.81	62.27	238.52	38.61
Cost per unit (in Rs.)	7.42	9.63	5.22	5.12
b) Own generation				
Through diesel generator				
Units generated (in Lacs)	9.61	2.64	8.62	3.27
Diesel consumed (000 ltrs.)	243.18	44.87	253.12	40.49
Units per ltr of diesel	4.64	4.71	3.54	4.27
Cost (Rs. in Lacs)	88.77	11.85	89.39	17.30
Cost per unit (in Rs.)	9.72	4.72	10.72	8.69
1.4.1.2 Coal				
Quantity (tons)	5354.32	-	5402.35	-
Cost (Rs. in Lacs)	414.42	-	419.46	-
Cost per unit (in Rs.)	7654.30	-	7764.90	-

2. TECHNOLOGY ABSORPTION

Form B for disclosure of particulars with respect to Technology Absorption 2012-13

Research & Development (R & D)

2.1.1(a) Specific areas in which R & D carried out by the Company:

The Company has developed its inhouse ERP for PEB. There is a continuous development in this area due to dedicated team of ERP developers employed in the company.

2.1.1(b) Benefits derived as a result of the above R & D;

The inhouse development of ERP has resulted in speeding up of working in the purchase and marketing department of the company. Thereby resulted in saving of time and improves efficiency.

2.1.1(c) Expenditure incurred on R & D:

Inhouse and continuous improvements. No separate cost centre.

2.1.2 Technology absorption, adaptation & innovation:

2.1.2(a) Efforts, in brief, made towards technology absorption, adaptation & innovation:

Continuous development of ERP in both divisions for better efficiency and results.

2.1.2(b) Benefits derived as a result of the above efforts, e.g., product improvement, cost reduction, product development, import substitution, etc.:

- Improved productivity and cost reduction
- Time saving
- Reduction in wastage

2.1.2(c) In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year), following information may be furnished:

The Company has purchased Metal Building Software locks and STAD Pro during the financial year 2010-11. The Company has purchased Metal Building Software for its PEB unit at Kashipur in 2009.

❖ FOREIGN EXCHANGE EARNINGS AND OUTGO

Total Foreign Exchange Used and Earned

(Rs. in Lacs)

Particulars	Current Year 2012-13	Previous Year 2011-12
Earnings	167.79	101.72
Outgo	26792.38	30039.76

Corporate Governance Report

Corporate Governance is the set of policies, processes and practices governing the affairs of a Company in pursuit of its business goals. Corporate Governance is based on the principles of integrity, fairness, equity, transparency, accountability and commitment to values. Good governance practices stem from the culture and mindset of the organization. As stakeholders across the globe evince keen interest in the practices and performance of companies, Corporate Governance has emerged on the centre stage.

Over the years, governance processes and systems have been strengthened and institutionalized at Richa. Effective implementation of these policies underpins the commitment of the Company to uphold highest principles of Corporate Governance consistent with the Company's goal to enhance shareholders' value.

Keeping in view the Company's size, complexity, global operations and corporate traditions, the Company's Governance framework is based on the following main principles:

- ★ Constitution of Board of Directors of appropriate composition, size, varied expertise and commitment to discharge their responsibilities and duties.
- ★ Ensuring timely flow of information to the Board and its Committees to enable them discharge their functions effectively.
- ★ A sound system of risk management and internal control.
- ★ Independent verification and safeguarding integrity of the Company's financial reporting.
- ★ Timely and balanced disclosure of all material information concerning the Company to all stakeholders.
- ★ Transparency and accountability.
- ★ Fair and equitable treatment to all stakeholders including employees, customers, shareholders and investors.
- ★ Compliance with all the rules and regulations.

The Company recognizes that good Corporate Governance is a continuing exercise and is committed to follow the best practices in the overall interest of the stakeholders.

In accordance with clause 49 of the Listing Agreement with Bombay Stock Exchange and the best practices followed internationally on Corporate Governance, the details of governance systems and processes are as under:

1. Company's Philosophy on Code of Governance

Corporate Governance deals with the complex set of relationships between the Company and its board of directors, management, shareholders, and other stakeholders. Your Company believes that changes are inevitable in the corporate world, whether relating to laws, rules, regulations, standards, procedures, public disclosures, thereby constantly posing challenges for the corporate to meet with the highest set of standards of business ethics and fair play. However adherence to Corporate Governance practices at each such time shall lead the way to transparent and just business operations.

Corporate Governance encompasses good practices, adherence to laws, procedures, standards and implicit rules that enable the management to take wise and sound decisions, whose results will have an impact not only on its shareholders, creditors, associates, employees and the government but society at large. The core objective of Corporate Governance is to maximize shareholder value through an open and transparent disclosure regime. Corporate Governance practice enables every stakeholder to have access to fullest information about the Company and its functioning thereby achieving stakeholder's satisfaction.

In view of the above statement, your Company reaffirms its commitment to excellence in Corporate Governance and constantly strives and endeavors to attain the high standards of business ethics and fair play, by employing the finest practices of corporate values and ethics. Your Company also believes that good Corporate Governance will also help to translate into being a responsible corporate citizen.

2. Corporate Social Responsibility

Social welfare and community development is at core of the Richa's CSR philosophy and this continues to be a top priority. Richa embraces responsibility for impact of its operations and actions on all stakeholders including society and community at large. Richa conduct various programmed for the benefit of the poor free Mass Eye Check up and Health Check up Camps. Richa has also made contribute in the areas of the health, education, infrastructure development and also contribution to other social development organization.

3. Board of Directors

Composition and category

The Board of Directors of the Company ("the Board") provides leadership and guidance to the Company's Management and also supervises, directs and manages the performance of the Company. The Board has constituted various committees of Directors, for the matters requiring special attention and their effective and efficient disposal.

Your Company's Board is represented by professionally qualified Executive, Non-Executive and Independent Directors. The Board as on date is comprised of three Executive directors and three Non-executive directors.

Details of the Directors constituting the Board, their category, shareholding in the Company, number of Directorships in other public limited companies etc. are as follows:

Name	Designation	Category	Shareholding in Company (No. of Shares)	No. of Directorship held in all public companies #	No. of Board Committees Memberships held in all public companies	No. of Board Committees Chairmanships held in all public companies@
Mr. Sushil Gupta	Chairman and Managing Director	Executive Non-Independent	1055706	2	NIL	NIL
Dr. Sandeep Gupta	Jt. Managing Director	Executive Non-Independent	1152968	2	1	NIL
Mr. Manish Gupta	Whole Time Director	Executive Non-Independent	168954	4	NIL	NIL
Mr. Neeraj Bajaj	Director	Non- Executive Independent	NIL	1	3	3
Mr. J. P. Malhotra	Director	Non- Executive Independent	NIL	1	3	NIL
Mr. Nitin Agarwal	Director	Non- Executive Independent	NIL	1	3	NIL

including Richa Industries Limited and excluding alternate directorship, Directorships in private and foreign companies

@ Board Committees for this purpose includes Audit Committee, Shareholders/Investors' Grievance Committee and Remuneration Committee (including Board Committees of Richa Industries Limited).

None of the Directors on the Board is a member of more then ten Committees and Chairman of more than five Committees across all companies in which they are Directors.

Directors' Profile

Brief resume of all the Directors, nature of their expertise in specific functional areas are provided below:

**Sh. Sushil Gupta
(DIN 00035854)**

Shri Sushil Gupta, aged 48 years is the Chairman & Managing Director of Richa Industries Limited, having more than 21 years of experience in the industry and now heading Pre-engineered Building division. He possess vast experience as Self made entrepreneur, project management, textiles and steel structures. He is an awardee of Udyog Patra and Udyog Vibhushan. He has got wide experience in information technology, project engineering and textiles. He implement the total automated process for design and manufacturing of steel buildings. Design and detailing of the building are done without the support of draftsman. He is associated with the Company since its inception. He has been the driving force behind the Company's evolution. He had completed his B.Tech. (Mechanical) from NIT, Kurukshetra in 1986 and M. Tech. from IIT- Delhi in 1988.

He started his career in the year 1988 as CAD Engineer in Axis Cottex Private Limited and worked there for ten months. He served as a computer science lecturer for few months in Vaish College (Rohtak) in the year 1989. With the background of business and to continue the family business, he decided to leave the job and put the milestone of the business in the year 1991 in the name of 'Usha Processing Mill'. Later on the business of Usha Processing Mill' was taken over by Richa Industries Ltd in 1993. Since then he is in the business and is known for his technical capabilities in the industry. His far-sightedness and firm commitment enabled our Company to achieve the present status. He is in-charge of overall activities of the Company. His core area of focus remains on R&D, cost effectiveness and customer service. His responsibility includes exercising overall control and supervision of various activities of the Company.

**Dr. Sandeep Gupta
(DIN 00035751)**

Dr. Sandeep Gupta aged 34 years is the Joint Managing Director of the Company w.e.f. 29.12.05. He has more than 12 years of experience in the area of textile and garment industry. Ever since joining the Company, he has assumed responsibilities of activities involved in all areas from manufacturing to marketing. Having attained thorough experience of the trade, he is now looking after the marketing and finance functions of the Company. He has done Doctorate in Management, MBS from University of Bhartiya Vidyapeeth, Pune, Graduate in Industrial Relations and Personnel Management from Delhi University. He also holds a Diploma in Apparel Production Technology from Pearl Institute, Diploma in Sales & Marketing from NIS (National Institute of Sales) and Diploma in Information Technology from C-DAC, Pune. He joined us after completing his Graduation in 2000; he was groomed under the guidance of Mr. Sushil Gupta, your Chairman & Managing Director and in the atmosphere of business with the common goal.,

**Sh. Manish Gupta
(DIN 00035828)**

Shri Manish Gupta, aged 33 years is the Whole Time Director of your Company w.e.f. 29.12.2005. He joined the Company on July 1, 2002. He is in charge of overall working of plant including knitting, processing, dyeing and administration. His key area include development of annual marketing plan in conjunction with sales department. Evaluate customer research, market conditions, competitor data & implements marketing plan for business development.

He has 10 years experience in the line of textile industry. He has done - B.Tech in Textile Chemistry from Shivaji University, DKTE, Ichalkaranji, Maharashtra.

**Sh. Neeraj Bajaj
(DIN 00035778)**

Sh. Neeraj Bajaj aged 43 years, has an experience of over 21 years in accounts and finance related matters. He is a qualified Chartered Accountant and is a Fellow Member of the Institute of Chartered Accountants of India. He is an expert in project finance. He joined your Company in December 2005. He is a Non-Executive, Independent Director.

Sh. J.P Malhotra
(DIN 00597704)

Sh. Jai Parkash Malhotra aged 63 years, has an experience of over 42 years in manufacturing industry. He has done - B.E. (Mechanical) from Delhi University. He is an expert in Manufacturing of valves and related activities. He was awarded as outstanding entrepreneur small scale industry for the State of Haryana by President of India and also awarded as eminent Engineer by Institution of Engineers in 2006. He was the president of Faridabad Chamber of Commerce & Industries. At present, he is the president of DLF, Association, Faridabad. He joined us in June, 2008. He is a Non-Executive, Independent Director.

Sh. Nitin Aggarwal
(DIN 03447905)

Sh. Nitin Agarwal aged about 35 years, has an experience of over 10 years in the field of law. He is an Advocate practicing in Supreme Court of India. He mainly deals in matters relating to Company Law, etc. He joined us in February, 2011. He is a Non-Executive, Independent Director.

Board Procedure

The Board meets at least once in a quarter to review the quarterly performance and the financial results. The Board Meetings are generally scheduled in advance and the notice of each Board Meeting is given in writing to each Director. All the items on the agenda are accompanied by notes giving comprehensive information on the related subject and in certain matters such as financial/business plans, financial results, detailed presentations are made.

The information as specified in Annexure (I) (A) to the Clause 49 of the Listing Agreement is regularly made available to the Board.

To enable the Board to discharge its responsibilities effectively, the members of the Board are briefed of every Board Meeting, on the overall performance of the Company, with presentations by business heads. Senior Management is invited to attend the Board Meeting so as to provide additional inputs to the items being discussed by the Board.

The Board's role, functions, responsibility and accountability are clearly defined. In addition to statutory matters requiring Board's approval, all major decisions involving policy formulation, strategy and business plans, annual operating and capital expenditure budgets, new investments, details of joint ventures, sale of business unit/ division, compliance with statutory/regulatory requirements, major accounting provisions and write-offs are considered by the Board.

Attendance of each director at the meetings of the Company

The detail of attendance of each Director of the Company in Board Meetings held during the financial year 2012-13 is given below:

Name of the Director	Attendance of meetings during 2012-13	
	Board Meetings	LastAGM
Sh. Sushil Gupta	7	Yes
Dr. Sandeep Gupta	7	No
Sh. Manish Gupta	6	Yes
Sh. Neeraj Bajaj	6	Yes
Sh. J. P. Malhotra	7	Yes
Sh. Nitin Aggarwal	6	Yes

Number of Board Meetings held and the dates on which held

Seven Board Meetings were held during the current financial year. The Company has held at least one Board Meeting in every three months and the maximum time gap between any two such meetings was not more than four months. The details of the Board Meetings are as under:

Date	Board Strength	Number of Directors Present
April 16, 2012	6	5
May 30, 2012	6	5
August 14, 2012	6	5
September 28, 2012	6	6
November 15, 2012	6	6
February 13, 2013	6	6
March 28, 2013	6	6

Agenda and Minutes

All the departments of the Company communicate to the Company Secretary well in advance with regard to matters requiring approval of the Board/Committees of the Board to enable her to include the same in the agenda for the Board/Committee meeting(s). Agenda papers are generally circulated to the Board/Committee members well in advance before the meeting.

The Company Secretary while preparing the agenda and minutes of the Board/Committee meeting has ensured adherence to the applicable provisions of the law including the Companies Act, 1956. The applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) are also being followed by the Company. The draft minutes of the proceedings of each meeting duly initiated by the Chairman of the meeting are being circulated to the members for their comments and thereafter, confirmed by the Board/Committee in its next meeting. The Board also takes note of the minutes of the Committee meetings duly approved by their respective Chairman.

All material information is incorporated in the agenda papers for facilitating meaningful and focused discussions at the meeting. The information regularly supplied to the Board inter-alia includes the following:

- ❖ Annual operating plans and budgets and any updates thereon.
- ❖ Capital budgets and updates, if any.
- ❖ Quarterly results of the Company and its operating divisions or business segments.
- ❖ Minutes of meetings of Audit Committee and other committees of the Board.
- ❖ Legal compliance report and certificate
- ❖ Information on recruitment, resignation and remuneration of senior officers.
- ❖ Show cause, demand, prosecution notices and penalty notices issued, if any against the Company having material impact.
- ❖ Fatal or serious accidents, dangerous occurrences, material effluent or pollution problems, if any.
- ❖ Any material default in financial obligations to or by the Company, or substantial non-recoveries against sale, if any.
- ❖ Any issue, which involves possible public or product liability claims of substantial nature, including any judgment or order which, may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that can have negative implication on the Company, if any.
- ❖ Details of any joint venture or collaboration agreement, if any.
- ❖ Transactions that involve substantial payment towards goodwill, brand equity, or intellectual property, if any.
- ❖ Significant labour problems and their proposed solutions. Any significant development in human resources/ industrial relations front like signing of wage agreement, implementation of Voluntary Retirement Scheme etc., if any.

- ❖ Sale of material, nature of investment, subsidiaries, assets, which is not in normal course of business, if any.
- ❖ Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material.
- ❖ Non-compliance of any regulatory, statutory nature or listing requirements and shareholders service such as delay in share transfer, etc.

Directorships of Board Members in other Companies

Name of Director	Name of companies/Firm	Position held/interest
Mr. Sushil Gupta	Richa Infrastructure Ltd.	Director on the Board, Shareholding > 2%
	Riyana Infratech (P) Ltd	Director on the Board, Shareholding > 2%
Dr. Sandeep Gupta	Richa Infrastructure Ltd.	Director on the Board, Shareholding > 2%
	Riyana Infratech (P) Ltd	Director on the Board, Shareholding > 2%
	Startrack Tracon(P) Ltd	Director on the Board
Mr. Manish Gupta	Steelbuilt Construction (P) Ltd	Director on the Board
	Richa Infrastructure Ltd.	Director on the Board, Shareholding > 2%
	Richa Building Systems Ltd.	Director on the Board, Shareholding > 2%
	Richa Holdings Ltd.	Director on the Board, Shareholding > 2%
Mr. Neeraj Bajaj	Jewel Garments (P) Ltd.	Director on the Board, Shareholding >2%
	Vivekanand Educom (P) Ltd.	Director on the Board
	Victoria Auto Private Limited	Director on the Board
	SPM Autocomp Systems (P) Ltd.	Director on the Board
Mr. J. P. Malhotra	Victoria Hospitalities (P) Ltd	Director on the Board
	Sinter Com India (P) Ltd.	Director on the Board
	Bhartiya Valves (P) Ltd.	Director on the Board, Shareholding > 2%
Mr. Nitin Aggarwal	Gautam Engineers	Partner
	NA	NA

4. Audit Committee

Broad Terms of Reference

The Audit Committee of the Board of Directors of the Company, inter-alia, provides assurance to the Board on the adequacy of the internal control systems and financial disclosures.

The Terms of Reference of the Audit Committee are wide enough to cover the matters specified for Audit Committee under Clause 49 of the Listing Agreement as well as in Section 292A of the Companies Act, 1956 and inter-alia includes:

- a. oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- b. recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the Statutory Auditors and the fixation of audit fees;
- c. reviewing, with the management, the annual financial statement before submission to the Board for approval,
- d. reviewing with the management, the quarterly financial statements before submission to the Board for approval;
- e. reviewing with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

- f. discussion with internal auditors any significant findings and follow up thereon;
- g. discussion with statutory auditors before audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

In fulfilling the above role, the Audit Committee has powers to investigate any activity within its terms of reference, to seek information from employees and to obtain outside legal and professional advice.

The Audit Committee, while reviewing the Annual Financial Statements also reviewed the applicability of various Accounting Standards (AS) referred to in sub-section (3C) of Section 211 of the Companies Act, 1956. Compliance of the Accounting Standards as applicable to the Company has been ensured in the Financial Statements for the year ended March 31, 2011.

Composition

The Audit Committee comprises of three Directors, two among them are Non-Executive and one is Promoter and Executive. The Audit Committee is constituted in accordance with the provisions of Clause 49 (II) (A) of the Listing Agreement and Section 292A of the Companies Act, 1956. All these Directors possess adequate knowledge of corporate finance, accounts and company law.

The Meetings of the Audit Committee are attended by the Internal Auditors and the Company Secretary. The Company Secretary acts as Secretary to the Committee. The Minutes of the Audit Committee Meetings are noted by the Board of Directors at the subsequent Board Meeting.

The constitution of Audit Committee comprised of the following:

Name of Member	Designation	Category
Sh. Neeraj Bajaj	Chairman	Non Executive Director
Sh. J. P. Malhotra	Member	Non Executive Director
Dr. Sandeep Gupta	Member	Executive Director

Sh. Neeraj Bajaj and Sh. J.P. Malhotra were present at the Eighteenth Annual General Meeting of the Company held on September 15, 2012 to answer the shareholders' queries. All the member have extensive financial and accordingly knowledgeable and the Chairman is an expert in accounting and financial management.

MEETINGS AND ATTENDANCE

The Audit committee held four meetings during the financial year ended March 31, 2013 and the gap between two meetings did not exceed four months. The Audit Committee Meetings were held on May 30, 2012; August 14, 2012; November 15, 2012 and February 13, 2013.

The attendance of the members at the Audit committee Meetings are as under:

Name of Member	No. of Meetings held during tenure	No. of Meetings attended during tenure	Leave of absence sought
Sh. Neeraj Bajaj	4	3	1
Sh. J. P. Malhotra	4	4	Nil
Dr. Sandeep Gupta	4	4	Nil

Internal Auditors

Changed to internal audit system and a department has been created.

5. Remuneration Committee

Composition

The Remuneration Committee comprises of Non-Executive Independent Directors. The constitution of the Remuneration Committee comprised of the following:

Name of Member	Designation	Category
Sh. Neeraj Bajaj	Chairman	Non Executive Director
Sh. J. P. Malhotra	Member	Non Executive Director
Sh. Nitin Aggarwal	Member	Non Executive Director

The Company Secretary acts as secretary to the Committee.

The function of the Remuneration Committee includes recommendation for appointment of Whole-time Director(s)/ Managing Director/Joint Managing Director and recommendation to the Board of their remuneration.

MEETINGS AND ATTENDANCE

The Remuneration committee met once during the financial year ended March 31, 2013. The Remuneration Committee meeting was held on August 14, 2012.

The attendance of the members at the Remuneration committee Meeting is as under:

Name of Member	No. of Meetings held during tenure	No. of Meetings attended during tenure	Leave of absence sought
Sh. Neeraj Bajaj	1	Nil	1
Sh. J. P. Malhotra	1	1	Nil
Sh. Nitin Agarwal	1	1	Nil

Terms of Reference

- Reviewing the overall compensation policy, service agreements and other employment conditions of Managing / Whole-time Director(s).
- Reviewing the performance of the Managing / Whole-time Director and recommending to the Board, the quantum of annual increments and annual commission.

Remuneration Policy

Payment of remuneration to the Managing Director/Whole-time Director(s) is governed by resolution passed by the Board of Directors and Shareholders of the Company, which covers the terms of such appointment and remuneration, read with the service rules of the Company. Remuneration paid to Chairman and Managing Director and Whole-time Director(s) is recommended by the Remuneration Committee, approved by the Board and is within the limits set by the shareholders at the Annual General Meeting.

The remuneration package of Chairman and Managing Director and Whole-time Director(s) comprises of salary, perquisites and allowance and contributions to provident fund as approved by the shareholders at the Annual General Meeting. Annual increments are linked to performance and are decided by the Remuneration Committee and recommended to the Board for approval thereof.

The remuneration policy is directed towards rewarding performance, based on review of achievements. It is aimed at attracting and retaining high caliber talent.

Remuneration paid to the Directors during the year 2012-13:

Name	Salary#	Perquisites	Provident Fund	Total
Sh. Sushil Gupta	Rs. 12,00,000	—	Rs. 86400	Rs. 1113600
Dr. Sandeep Gupta	Rs. 12,00,000	—	Rs. 10000	Rs. 1190000
Sh. Manish Gupta	Rs. 12,00,000	—	Rs. 55000	Rs. 1145000

excludes provision for gratuity and leave encashment.

Equity Shares held by the Directors

Except as stated hereunder, none of the directors, held any share in the Company as on 31st March, 2013:

NAME OF THE DIRECTOR	NO. OF SHARES HELD
Sh. Sushil Gupta	1055706
Dr. Sandeep Gupta	1152968
Sh. Manish Gupta	168954

6. Shareholders'/Investors' Grievance Committee**Composition**

The Shareholders'/Investors' Grievance Committee comprises of Non-Executive and Independent Directors. The composition of Shareholders'/Investors' Grievance Committee is as follows:

Name of Member	Designation	Category
Sh. Neeraj Bajaj	Chairman	Non Executive Director
Sh. J. P. Malhotra	Member	Non Executive Director
Sh. Nitin Agarwal	Member	Non Executive Director

Terms of Reference

The Shareholders'/Investors' Grievance Committee, inter alia, oversees and reviews all matters connected with the investor services in connection with applications received and shares allotted in the Initial Public Offer, status of refund account, conversion of partly paid shares into fully paid shares, rematerialization and dematerialization of shares and transfer of shares of the Company. The Committee oversees performance of the Registrar and Transfer Agent of the Company and recommends measures for overall improvement in the quality of investor services.

The Secretarial Department of the Company and the Registrar and Share Transfer Agent, Link Intime India Private Limited attend to all grievances of the shareholders and investors received directly or through SEBI, Stock Exchanges, Ministry of Corporate Affairs, Registrar of Companies etc.

The Minutes of the Shareholders'/Investors' Grievance Committee are noted by the Board of Directors at the Board Meetings.

Continuous efforts are made to ensure that grievances are more expeditiously redressed to the complete satisfaction of the investors.

Meetings:

Four Committee Meetings were held during the year on May 30, 2012, August 14, 2012, November 15, 2012 and February 13, 2013, The attendance of each member as at 31st March, 2013 is as given below:

Name of Member	No. of Meetings held during tenure	No. of Meetings attended during tenure	Leave of absence sought
Sh. Neeraj Bajaj	4	3	1
Sh. J. P. Malhotra	4	4	Nil
Sh. Nitin Agarwal	4	4	Nil

Compliance Officer

Mr. Gaurav Yadav, the Company Secretary is the Compliance Officer for complying with the requirements of the Listing Agreement with the Stock Exchange and requirements of SEBI (Prohibition of Insider Trading) Regulation, 1992.

Complaints from Investors

No. of complaints pending at the beginning of the year	: Nil
No. of complaints received by correspondence during the year ended 31.03.2013	: 02
No. of complaints received for Refund Instrument correction during the year	: Nil
No. of complaints received from B.S.E during the year	: Nil
No. of complaints received from SEBI during the year	: Nil
No. of complaints resolved / replied during the year	: 02
*No. of Investors complaints pending at the ending of the year 31.03.2013	: Nil

We confirm that no complaint remained unattended /pending for more than 30 days.

*There were no share transfers pending for registration for more than 21 days as on the said date.

7. Corporate Governance Manual

The Board of Directors of the Company approved and adopted a comprehensive Corporate Governance Manual setting out the procedures for effective functioning of the Board and its Committees. It also incorporates the Code of Conduct and Ethics for Directors and Senior Management, Code of Ethics for Employees and Policy on Prohibition of Insider Trading. These policies are regularly monitored and reviewed.

8. Legal Compliance Reporting

As required under Clause 49 of the Listing agreement, the Board periodically reviews compliance of various laws applicable to the Company.

9. Annual General Meetings

The details of last three Annual General Meetings of the Company are given hereunder:

Year	AGM	Date	Time	Venue	Special Resolution passed
2009-10	16th AGM	13th September, 2010	4:30 p.m.	FCCI Center Sector 11 B, Faridabad Haryana-121006	Three
2010-11	17th AGM	13th September, 2011	10.00 a.m.	Hotel Delight, 17-18, Neelam Bata Road, N.I.T. Faridabad.	None
2011-12	18th AGM	15th September, 2012	10.00 a.m.	Hotel Delight, 17-18, Neelam Bata Road, N.I.T. Faridabad.	None

10. Postal Ballot

No special resolution was passed through Postal Ballot during the financial year 2012-13.

11. Extraordinary General Meeting

No Extraordinary General Meeting was held during the financial year 2012-13.

12. Disclosure

a) Disclosure on materially significant related party transactions that may have potential conflict with the interests of the Company at large.

There were no materially significant related party transactions made by the Company with its Promoters, Directors or Management, their relatives, etc. that may have potential conflict with the interest of the Company at large. The transactions with related parties as per requirements of Accounting Standard (AS-18) - 'Related Party Disclosures' are disclosed in Note No. 3 of Notes to Accounts of Schedule 23 of the Accounts in the Annual Report.

b) Disclosure of Accounting Treatment

In the preparation of the financial statements, the Company has followed the Accounting Standards referred in Section 211(3)(c) of the Companies Act, 1956. The significant accounting policies which are consistently applied are set out in Annexure to Notes to Accounts.

c) Risk Management

Business risk evaluation and management is an on going process within the Company. During the year under review, a detailed exercise on 'Risk Assessment and Management' was carried out covering the entire gamut of business operations and the Board was informed of the same.

d) Details of non compliance by the Company, penalties, and strictures imposed on the Company by Stock Exchange or SEBI or any Statutory Authority, on any matter related to capital markets, during the last three years.

The Company has complied with all the requirements of the Listing Agreement entered into with Bombay Stock Exchange as well as the regulations and guidelines of SEBI. Consequently, there were no strictures or penalties imposed by either SEBI or the Stock Exchange or any statutory authority for non-compliance of any matter related to the capital market since the listing of the Company.

e) Non-Mandatory Requirements

Adoption of non-mandatory requirements of Clause 49 of the Listing Agreement is being reviewed by the Board from time to time.

13. Means of Communication

- ❖ The Board of Directors of the Company approves and takes on record the quarterly, half yearly and yearly financial results, in the performat prescribed by Clause 41 of the Listing Agreement within the time prescribed by that clause.
- ❖ The approved financial results are sent forthwith to the Bombay Stock Exchange and are published in a National English Newspaper. In addition, the same are published in a Local language Newspaper, with in forty-eight hours of approval thereof.
- ❖ The Company's financial results and official news releases are being displayed on the Company's website i.e. www.richa.in.
- ❖ No formal presentations or analysis were made to the institutional investors during the year under review.
- ❖ Management Discussion and Analysis forms part of the Annual Report, which is posted to the shareholders of the Company.

14. Management Discussion & Analysis Report

A detailed review of the progress of the project and the future outlook of the Company and its business, as stipulated under Clause 49 of the Listing Agreement with the Bombay Stock Exchange, is presented in a separate section forming part of this Annual Report.

15. Corporate ethics

As a responsible corporate citizen, the Company consciously follows corporate ethics in both business and corporate interactions. The Company has framed various codes and policies, which act as guiding principles for carrying business in ethical way. Some of our policies are:

- ❖ Code of Conduct for Directors and Senior Management Personnel;
- ❖ Code of Conduct for Prevention of Insider Trading;
- ❖ Whistle Blower Policy

16. Compliance status with mandatory and non-mandatory requirements of Clause 49 of listing agreement

Mandatory requirements

The Company has complied with all the mandatory requirements of Clause 49 of the Listing Agreement entered into with Bombay Stock Exchange.

Non-mandatory requirements

Compliance status with non-mandatory requirements is given below:

- a) Chairman of the Company is entitled to seek any advice and consultancy in relation to the performance of his duties and is also entitled to claim reimbursement of the expenses incurred in this regard.
- b) Independent Directors of the Company do not have a term exceeding a period of nine years in aggregate on the Board of Company.
- c) The Company has constituted a Remuneration Committee. Relevant details of the Remuneration Committee are provided in a separate section in this report.
- d) The Company believes and maintains its accounts in a transparent manner and aims at receiving unqualified report from the Auditors on the financial statement of the Company.

- e) As regards training of Board members, the Directors on the Board are seasoned professionals having wide range of expertise in different fields. They keep themselves abreast with the latest developments in the field of Management, Technology and Business Environment through various symposiums, seminars, etc.
- f) The Company has adopted "Whistle Blower Policy". No personnel have been denied access to the Audit Committee.

17. General Shareholder Information

Registered Office

VPO Kawnra
Old Faridabad to Kheri-Jasana Road
Near Lingayas Institute of Mgmt. & Tech.
Faridabad-121101
Haryana (India)

Annual General Meeting

Day, Date, Time	Friday, 13th September, 2013, 10.00 a.m.
Venue	Hotel Delite, 17-18, Neelam-Bata Road, N.I.T. Faridabad-121001, Haryana

Financial Calendar

- ❖ Financial reporting for the quarter ending June 30, 2013 : Third Week of August, 2013
- ❖ Financial reporting for the half year ending September 30, 2013 : Third Week of November, 2013
- ❖ Financial reporting for the quarter ending December 31, 2013 : Third week of February, 2013
- ❖ Financial reporting for the year ending March 31, 2013 : End May, 2014

Book Closure Period

September 6th, 2013 to September 12th, 2013 (Both days inclusive)

Listing of Equity Shares on Stock Exchanges and Payment of Listing Fee

Bombay Stock Exchange Limited, (BSE)
Phiroze Jeejeebhoy Towers, 25th Floor, Dalal Street,
Mumbai-40000, Maharashtra

Listing fees

Annual Listing fee for the year 2012-13 has been paid to Bombay Stock Exchange where the equity shares of the Company are listed in the Month of April, 2013 i.e. within the stipulated time.

Stock Code

Scrip Code - Bombay Stock Exchange - 532766

ISIN for Equity Shares - INE516H01012

*Stock Market Data*

Monthly high and low prices of equity shares of Richa Industries Limited at the Bombay Stock Exchange Limited (BSE) during the year under review in comparison to BSE (Sensex) are given hereunder:

MONTH	RICHA INDUSTRIES LTD.		SENSEX	
	High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)
April, 2012	16.21	11.10	17,664.10	17,010.16
May, 2012	14.90	10.50	17,432.33	15,809.71
June, 2012	14.90	10.25	17,448.48	15,748.98
July, 2012	16.40	12.65	17,631.19	16,598.48
August, 2012	17.90	13.15	17,972.54	17,026.97
September, 2012	17.45	14.40	18,869.94	17,250.80
October, 2012	25.00	14.00	19,137.29	18,393.42
November, 2012	24.50	17.60	19,372.70	18,255.69
December, 2012	21.50	18.80	19,612.18	19,149.03
January, 2013	21.30	17.25	20,203.66	19,508.93
February, 2013	21.25	15.60	19,966.69	18,793.97
March, 2013	20.20	14.35	19,754.66	18,568.43

Registrar & Share Transfer Agent

M/s Link Intime India Private Limited, Mumbai has been appointed as the Registrar and Share Transfer Agent of the Company for handling the share transfer work both in physical and electronic form. All correspondence relating to share transfer, transmission, dematerialization, rematerialisation etc. can be made at the following address:

LINK INTIME INDIA PRIVATE LIMITED

Address	Mumbai Office C-13, Pannalal Silk Mills Compound L.B.S. Marg, Bhandup (West) Mumbai-400 078	Delhi Office 44, Community Center, 2 nd Floor, Naraina Indl. Area, Phase-I, Near PVR, Naraina, New Delhi-110 028
Telephone	022-2596 3828	011-4141 0592, 94/25 89 6893/25 89 7309
Contact Person	Mr. Ganesh Kumar	Mr. Bharat Bhushan
Email	mumbai@linkintime.co.in	delhi@linkintime.co.in
Timing	Monday to Friday, 10.00 a.m. to 1.00 p.m. and 2.00 p.m. to 4.00 p.m.	

Share Transfer System

Shares sent for transfer in physical form are processed and transfer is completed by our Registrar and Share Transfer Agents within a period of 15 days from the date of receipt provided all the documents are in order. In case of shares in electronic form, the transfers are processed by NSDL/CDSL through respective Depository Participants. Share Transfer Requests under objection are returned within two weeks.

Shareholders can trade in the Company's share only in electronic form. The process for getting the shares dematerialized is as follows:

- ❖ Shareholder submits the share certificates along with Dematerialization request Form (DRF) to Depository Participant (DP).
- ❖ DP processes the DRF and generates a unique Dematerialization Request No.
- ❖ DP forwards DRF and share certificates to Registrar and Share Transfer Agent (RTA).
- ❖ RTA after processing the DRF confirms or rejects the request to Depositories.
- ❖ If confirmed by the RTA, Depositories give credit to shareholder in his account maintained with DP.

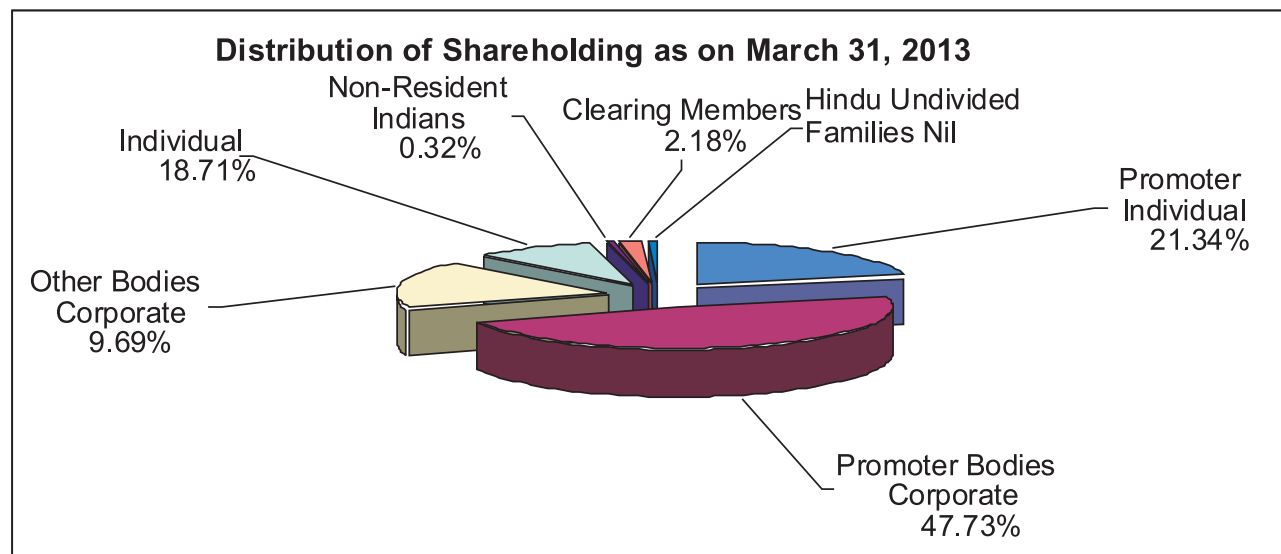
This process takes approximately 10-15 days from the date of receipt of DRF.

As trading in shares of the Company can be done only in electronic form, it is advisable that the shareholders who are holding shares in physical form get their shares dematerialized.



Shareholding Pattern as on March 31, 2013

	CATEGORY	NO. OF SHARE HELD	PERCENTAGE OF SHAREHOLDING
(A)	Shareholding of Promoter and Promoter Group		
1	Indian		
(a)	Individuals/ Hindu Undivided Family	3611109	21.34
(b)	Bodies Corporate	8078774	47.73
	Sub Total(A)(1)	11689883	69.07
2	Foreign	.....	.....
	Sub Total(A)(2)	.....	.....
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	11689883	69.07
(B)	Public shareholding		
1	Institutions		
	Sub-Total (B)(1)	....	....
2	Non-Institutions		
(a)	Bodies Corporate	1641087	9.69
(b)	Individuals		
I	i. Individual shareholders holding nominal share capital up to Rs 1 lakh*	1225088	7.23
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	1943753	11.48
(c)	Any Other	.....	.....
(c-i)	Non-Resident Indians	55753	0.32
(c-ii)	Clearing Members	369990	2.18
(c-iii)	Hindu Undivided Families	-	-
	Sub-Total (B)(2)	5235671	30.94
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	5235671	30.94
	TOTAL (A)+(B)	16925554	100.00
(C)	Shares held by Custodians and against which Depository Receipts have been issued	.....	.....
	GRAND TOTAL (A)+(B)+(C)	16925554	100.00





Shareholding Pattern by Size

The distribution of shareholding as on 31st March, 2013 is given below:

Share holding of nominal value of			Share holders		Physical	SHARES AMOUNT		Total
Rs.	Rs.		Number	% of total	(In Rs.)	NSDL Demat (In Rs.)	CDSL Demat (In Rs.)	% to total
1	--	500	1943	74.24	83	209416	86162	1.7463
501	--	1000	302	11.53		163798	78859	1.4332
1001	--	2000	155	5.92		167706	65910	1.3798
2001	--	3000	65	2.48		113031	52803	0.9795
3001	--	4000	27	1.03		67029	30271	0.5747
4001	--	5000	16	0.61		52062	24029	0.4494
5001	--	10,000	36	1.37		141048	127122	1.5839
10,001	--	-----	73	2.78		1291457	14259804	91.8530
			2617	100.00	83	2205547	14724960	100.00

Dematerialization of shares and liquidity

99.99% of the Paid up Equity Share Capital of the Company is in the dematerialized form as on March 31, 2013.



Details of shareholders holding more than 1% of paidup share capital as on March 31, 2013

Name of shareholder	No. of shares held	% of shareholding
Sushil Gupta	1055706	6.24
Geeta Devi	275570	1.63
Subhash Gupta	481667	2.84
Usha Gupta	346498	2.05
Sandeep Gupta	1152968	6.81
Richa Holdings Limited	7621156	45.03
Jewel Garments Private Limited	457618	2.70
Guru Securities Solutions Private Limited	325606	1.92
Sunvision Infotech Private Limited	267857	1.58
Aureole Softwares Private Limited	422448	2.50
Rohtash Sharma	285209	1.68
BOI Shareholding Limited	291000	1.72
Dipak Kanayalal Shah	180356	1.07

Nomination

Shareholders holding shares in physical form and desirous of making nomination in respect of their shareholding in the Company are requested to submit their request to Company in Form 2B.

Plant Locations

The Company's manufacturing facilities are located at the following locations:

Textile Division	PEB Division
Village Kawnra, Kheri-Jasana Road, Near Lingayas Institute of Management & Technology, Faridabad-121101, Haryana	8th km Stone, Ramnagar Road, NH 121, Kashipur Udam Singh Nagar, Uttarakhand-244713

Address for Correspondence

(a) **Investor Correspondence:** For any query in relation to the shares of the Company.

For Shares held in Physical Form:**LINKINTIMEINDIAPRIVATELIMITED****Address****Mumbai Office**

C-13, Pannalal Silk Mills Compound
L.B.S. Marg, Bhandup
West Mumbai-400 078

Telephone

022-2596 3828

Contact Person

Mr. Ganesh Kumar

Email

mumbai@linkintime.co.in

Website

www.linkintime.co.in

Timing

Monday to Friday, 10.00 a.m. to 1.00 p.m. and 2.00 p.m. to 4.00 p.m.

Delhi Office

44, Community Center, 2nd Floor,
Naraina Indl. Area, Phase-I,
Near PVR, Naraina, New Delhi-110 028
011-4141 0592, 94 / 25 89 6893 / 25 89 7309

Mr. Bharat Bhushan

delhi@linkintime.co.in

www.linkintime.co.in

For Shares held in Demat Form:

To the Investors' Depository Participant(s) and / or Link Intime India Private Limited at the above mentioned address.

(b) For grievance redressal and any query on Annual Report

Secretarial Department
Richa Industries Limited
Plot No. 57, Sector-27C,
13/1, Mathura Road,
Faridabad-121003, Haryana

Phone No. 91 129 4133968

Fax No. 91 129 4133969

E-mail : cs@richa.in

Website: www.richa.in

18. Compliance Certificate of the Auditors

The Statutory Auditors have certified that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement entered into with Bombay Stock Exchange and the same forms part of this Annual Report.

The Certificate from the Statutory Auditors will be sent to the Bombay Stock Exchange along with the Annual Report of the Company.

19. Reconciliation of Share Capital Audit

As stipulated by SEBI, a qualified Practicing Company Secretary firm carries out Reconciliation of Share Capital Audit to reconcile the total admitted Capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter by M/s AGB & Associates and the report thereon is submitted to the Bombay Stock Exchange. The audit confirms that the total listed and paid-up capital is in agreement with the aggregate of the total number of shares in dematerialized form held with NSDL and CDSL and total number of shares in physical form.

20. Observance of the Secretarial Standards Issued by the Institute of Company Secretaries of India

The Institute of Company Secretaries of India (ICSI) has issued Secretarial Standards on important aspects like Board Meetings, General Meetings, Maintenance of Registers and Records, Minutes of Meetings and Transmission of Shares, etc. Though these standards are recommendatory in nature, the Company adheres to these standards voluntarily.

Declaration of the Chairman & Managing Director and Joint Managing Director

We, Sushil Gupta, Chairman & Managing Director and Dr.Sandeep Gupta, Joint Managing Director of Richa Industries Limited, to the best of our knowledge and belief, certify that:

1. We have reviewed the Balance Sheet and Profit and Loss Account and all its schedules and notes to accounts, as well as the Cash Flow Statement and the Directors' Report;
2. Based on our knowledge and information, these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
3. Based on our knowledge and information, 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;
4. To the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct;
5. We accept responsibility for establishing and maintaining internal control system for financial reporting and that we have evaluated the effectiveness of internal control system of the Company pertaining to financial reporting. Further we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or proposed to be taken to rectify these deficiencies;
6. We have indicated to the Company's Auditors and the Audit Committee significant changes in internal control over financial reporting during the year and significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements.

Place: Faridabad
Date: May 30, 2013

Dr. Sandeep Gupta
Jt. Managing Director

Sushil Gupta
Chairman & Managing Director

AUDITORS' CERTIFICATION ON CORPORATE GOVERNANCE

To,
The Members of
Richa Industries Limited

1. We have examined the compliance of conditions of Corporate Governance by Richa Industries Limited, ('the Company') for the year ended 31st March 2013, as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchange(s)
2. The compliance of conditions of Corporate Governance is the responsibility of Management. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Directors and Management, we certify that the Company has complied in all material respects with the requirements & 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 future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **Tayal & Co.**
Chartered Accountants
(FRN 001845N)

(**C.A.R.A. Gupta**)
Partner
Membership No. 080997
Place: Faridabad
Date: May 30, 2013

To
The Board of Directors
Richa Industries Limited
Faridabad

**CERTIFICATION BY
CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER**

We have reviewed the financial statements and cash flow statement for the year 2012-13 and to the best of our knowledge and belief, we hereby certify that:

1. these statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading;
2. these statements together present a true & fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
3. there are to the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2013, which are fraudulent, illegal or in violation to the Company's Code of Conduct.
4. we accept the responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or proposed to take to rectify these deficiencies;
5. we further certify that :
 - a) there have been no significant changes in internal control during the year.
 - b) there have been no significant changes in accounting policies during the year and that the same has been disclosed in the notes to the financial statements; and
 - c) there have been no instances of significant fraud of which we have become aware, involving management or any employee having a significant role in the Company's internal control system.

Place: Faridabad
Date: May 30, 2013

CA Pran Nath Singh
Manager - F & A

Sushil Gupta
Managing Director

**DECLARATION REGARDING COMPLIANCE BY BOARD
MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE
CODE OF CONDUCT FOR DIRECTORS AND SENIOR
MANAGEMENT PERSONNEL**

This is to confirm that Company has adopted a Code of Conduct for Directors and Senior Management Personnel, which is available on the Company's website.

I confirm that the company has in respect of the Financial Year ended 31st March, 2013, received from the members of the Board and Senior Management Personnel a declaration of compliance with the code of conduct as applicable to them.

Place : Faridabad
Date : May 30, 2013

Sushil Gupta
Chairman & Managing Director

Auditors' Report

**TO THE MEMBERS OF
RICHA INDUSTRIES LIMITED
Report on the Financial Statements**

We have audited the accompanying financial statements of RICHA INDUSTRIES LIMITED ("the company"), which comprise the Balance Sheet as at 31st March, 2013, the Profit & Loss and the Cash Flow Statement for the year ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting principles generally accepted in India including Accounting Standard referred to in Section 211 (3C) of the Companies Act, 1956 ("the Act"). This responsibility includes the designs, implementation and maintenance of internal control 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 financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material mis-statements.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risk of material misstatements of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. 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 financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion.

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:

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013 ;
- b) In the case of the Statements of Profit and Loss, of the profit for the year ended on that date; and
- c) In the case of the Cash Flow Statements, of the cash flows for the year ended on that date.

Reports on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of Section 227 (4A) of the Act, we give in the Annexure a statement on the matters specified in paragraph 4 & 5 of the order.

2. As required by Section 227(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, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) the Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account.
 - (d) in our opinion, the Balance Sheet, Profit & Loss Account and the Cash Flow Statement dealt with by this report comply with the accounting standards referred in sub section (3C) of Section 211 of the Act.
 - (e) on the basis of written representations received from the directors as on March 31, 2013 taken on records by the Board of Directors, none of the director is disqualified as on March 31, 2013 from the being appointed as directors in terms of Section 274(1)(g) of the Act.

For Tayal & Co
Chartered Accountants
(Firm Registration No. 001845N)

(CA R.A. Gupta)
Partner
Membership No 080997

Place : Faridabad
Date : May 30, 2013

Annexure to Auditors' Report

Annexure referred to in paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets on the basis of available information.
- (b) As explained to us, the fixed assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the company and nature of its assets. No material discrepancies were noticed on such physical verification;
- (c) In our opinion, the company has not disposed off a substantial part of its fixed assets during the year and the going concern status of the company is not affected.
- (ii) In respect of Inventories
 - (a) The inventory has been physically verified by the management at regular intervals during the year. In our opinion, the frequency of verification is reasonable;
 - (b) In our opinion and according to information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business;
 - (c) The Company has maintained proper records of inventory. As explained to us, there was no material discrepancies noticed on physical verification of inventory as compared to the books records;
- (iii) (a) The company has not granted any loan, secured or unsecured to Companies, firms or other parties covered in the register maintained under Sec 301 of the Act. Accordingly Clause 3(b), 3(c) 3(d) of the Companies (Auditors' Report) Order, 2003 are not applicable to the Company;
- (b) The Company has taken unsecured loan from company, firms, parties covered in register maintained under section 301 of the Act. The number of parties is two (Richa Building Systems Ltd. Rs. 1602.50 Lac and Richa Holdings Ltd. Rs. 1353.74 Lac) amount involved is Rs. 2956.24 Lac. The Company has not taken any secured loan from company, firms, parties covered in register maintained under section 301 of the Act;
- (c) Rate of interest is Nil and other terms and conditions of unsecured loans taken by the company, are not prima facie prejudicial to the interest of the company; and
- (d) Repayment of principal amounting to Rs.431.26 Lacs (Two parties).
- (e) Balance outstanding as on 31.03.2013 is Rs 2956.24 Lac (Two party),which is repayable on demand.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any weakness in internal controls;
- (v) (a) In respect of contracts or arrangements referred to in Section 301 of the Act all particulars have been entered in the register required to be maintained under that section; and
- (b) In our opinion and according to the information and explanations given to us, the transactions in pursuance of contracts or arrangements entered in the register maintained under Section 301 of the Companies Act, 1956 excluding the value of Rs. 500000/- (Rupees Five Lac Only) in respect of each party during the year have been made at prices which appear reasonable as per information available with the company;

- (vi) According to the information and explanations given to us, the company has not accepted any deposit from the public. Therefore, the provisions of Clause (vi) of paragraph 4 of the order are not applicable to the company.
- (vii) In our opinion, the company has an internal audit system commensurate with the size and nature of its business.
- (viii) We have broadly reviewed the cost records maintained by the company pursuant to the Companies (Cost Accounting Records) Rules, 2011 prescribed by the Central Government under Section 209(1)(d) of the Companies Act, 1956 and are of the opinion that prima facie the prescribed cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (ix) In respect of statutory dues:
- (a) According to the records of the Company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Custom Duty, Excise Duty, Cess, Service Tax and other statutory dues have been generally regularly deposited with the appropriate authorities. According to the information and explanations given to us, no undisputed amount payable in respect of the aforesaid dues were outstanding as at 31st March, 2013 for a period of more than six months from the date of becoming payable.
- (b) As per the records of the Company, the Company has no disputed dues of Sales Tax/Custom Duty/Excise Duty/Education Cess / Service Tax / Wealth Tax / as on 31st March, 2013 except Income Tax detail of which are as under :

Assessment Year	Demand Raised	Matter Pending
2005-06	Rs. 11,17,737/- u/s 143(3)/147	The Company has filed an appeal before CIT(Appeal), Faridabad which is pending till date.
2006-07	Rs.3,48,168/- u/s 250(6)/154	The Company has filed application u/s 154 of the I.T. Act, 1961 on 21.01.2013 which is not disposed off by the ACIT, Circle-I, Faridabad till date.
2008-09	Rs.14,83,680/- u/s 143(1)	The Company has filed application u/s 154 of the I.T. Act, 1961 which is not disposed off by the ACIT, Circle-I, Faridabad till date.
2009-10	Rs.42,05,370/- u/s 143(1)	The Company has filed application u/s 154 of the I.T. Act , 1961 which is not disposed off by the ACIT, Circle-I, Faridabad.
2009-10	Rs.40,88,807/- u/s 143(3)	The Company has filed an appeal before CIT (Appeal), Faridabad. The Ld. CIT (Appeal), Faridabad has decided the appeal on 21.12.2012. The Ld. ACIT Circle-I, Faridabad has not given appeal effect till today.
2010-11	Rs. 17,14,901/- U/s 143(3)	The Company has filed an appeal before CIT(Appeal), Faridabad which is pending till date.

- (x) The Company does not have accumulated losses as at the end of financial year. The Company has not incurred any cash losses in the financial year covered by our audit and in the immediately preceding financial year;
- (xi) Based on our audit procedures and according to the informal and explanation given to us, we are of the opinion that the company has not defaulted in repayment of dues to financial institutions, banks and debentures holders;
- (xii) In our opinion and according to the explanations given to us and based on the information available, no loans and advances have been granted by the Company on the basis of security by way of pledge of shares, debentures and other securities;

- (xiii) In our opinion, the company is not a chit fund / nidhi / mutual benefit fund / societies. Therefore, the provisions of clause (xiii) of paragraph 4 of the Orders are not applicable to the Company;
- (xiv) The Company has maintained proper records of the transactions and contracts in respect of dealing or trading in shares, securities, debentures and other investments and timely entries have been made therein. All shares, securities, debentures, and other investments have been held by the Company in its own name;
- (xv) The Company has not given any guarantee for loans taken by others from bank or financial institutions during the year;
- (xvi) The Company has raised new terms loans during the year. The term loans outstanding at the beginning of the year and those raised during the year have been applied for the purposes for which they were raised;
- (xvii) According to the information and explanations given to us an overall examination of the balance sheet of the Company, we are of the opinion that there are no funds raised on short-term basis that have been used for long-term investment;
- (xviii) The Company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under Section 301 of the Companies Act, 1956;
- (xix) The Company has not issued any debentures;
- (xx) The Company has not raised any money by way of public issue during the year under audit;
- (xxi) In our opinion and according to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the year.

For Tayal & Co
Chartered Accountants
(Firm Registration No. 001845N)

(CA R.A. Gupta)
Partner
Membership No 080997

Place : Faridabad
Date : May 30, 2013



Balance Sheet as at 31st March, 2013

(Amount in Rs.)			
PARTICULARS	Schedule No.	As at 31 March, 13	As at 31 March, 12
1 EQUITY AND LIABILITIES			
Shareholders funds			
(a) Share Capital	1	17,01,24,580.00	17,01,24,580.00
(b) Reserves and Surplus	2	68,88,03,555.89	56,50,08,902.52
(c) Money received against share warrants		-	-
(d) Share application money pending allotment		-	-
2 Non-current liabilities			
(a) Long term borrowings	3	91,79,85,910.00	92,35,86,181.00
(b) Deferred tax liabilities(Net)		9,15,03,739.05	10,27,29,184.23
(c) Other long term liabilities	4	1,14,45,246.00	2,85,93,138.28
(d) Long term provisions	5	99,59,410.00	72,69,738.00
3 Current Liabilities			
(a) Short term borrowings	6	1,03,99,87,836.86	92,76,89,815.84
(b) Trade payables	7	46,43,63,440.95	16,43,72,837.75
(c) Other current liabilities	7(a)	18,46,56,736.14	19,80,96,267.82
(d) Short term provisions	8	5,46,31,722.00	5,57,58,192.00
TOTAL		<u>3,63,34,62,176.89</u>	<u>3,14,32,28,837.44</u>
ASSETS			
1 Non Current assets			
(a) Fixed assets			
(i) Tangible assets	9	1,56,40,52,731.76	1,58,62,41,110.12
(ii) Intangible assets	10	-	1,00,000.00
(iii) Capital Work-in-progress		4,13,34,305.64	46,60,592.00
(iv) Intangible assets under development		-	-
(b) Non current investments	11	72,00,000.00	72,00,000.00
(c) Deferred tax assets (NET)		-	-
(d) Long term loans and advances	12	-	-
(e) Other non-current assets	13	-	-
2 Current Assets			
(a) Current investments	14	-	-
(b) Inventories	15	1,18,63,84,538.85	95,66,14,974.94
(c) Trade receivables	16	71,78,81,154.46	49,01,43,498.71
(d) Cash and cash equivalents	17	3,98,30,455.21	4,37,17,778.67
(e) Short term loans and advances	18	7,67,78,990.97	5,45,50,883.00
(f) Other current assets	19	-	-
TOTAL		<u>3,63,34,62,176.89</u>	<u>3,14,32,28,837.44</u>

See accompanying notes to the financial statements

As per our report of even datefor **Tayal & Co.**Chartered Accountants
(Firm Reg. No. 001845N)For and on the behalf of the Board of
Directors of Richa Industries Limited(CA R A Gupta)
Partner
Membership No. 080997CA Pran Nath Singh
DGM - AccountsDr. Sandeep Gupta
Jt Managing
DirectorSushil Gupta
Chairman-cum-
Managing DirectorPlace : Faridabad
Date : May 30, 2013Gaurav Yadav
Company Secretary



Form of Statement of Profit and Loss for the year ended 31st March, 2013

(Amount in Rs.)			
PARTICULARS	Schedule No.	Year ended 31 March, 13	Year ended 31 March, 12
I. Revenue from operations	20	2,69,60,17,299.26	3,01,41,48,550.23
II. Other Income	21	1,82,26,104.43	75,62,173.10
Increase/Decrease in stocks	22	30,38,580.14	15,97,62,492.59
III. Total revenue(I+II)		<u>2,71,72,81,983.83</u>	<u>3,18,14,73,215.92</u>
IV. Expenses:			
Cost of materials consumed	23	1,81,27,66,166.27	2,42,86,25,840.77
Employee benefits expenses	24	14,90,01,336.00	13,12,42,188.00
Finance costs	25	23,35,45,246.81	19,69,57,068.53
Depreciation and amortization expenses	26	7,50,37,111.54	6,90,16,144.62
Other cost	27	21,75,27,233.92	23,63,65,582.72
Total expenses		<u>2,48,78,77,094.54</u>	<u>3,06,22,06,824.64</u>
V Profit before exceptional and extraordinary items and tax(III-IV)		22,94,04,889.29	11,92,66,391.28
VI. Exceptional Items		-	-
VII. Profit before extraordinary items and tax (V-VI))		22,94,04,889.29	11,92,66,391.28
VIII. Extraordinary Items	28	8,11,02,840.10	62,78,748.00
IX. Profit before tax (VII-VIII)		<u>14,83,02,049.19</u>	<u>11,29,87,643.28</u>
X. Tax expenses			
(1) Current tax		2,40,00,000.00	2,40,00,000.00
(2) Deferred tax		-1,12,25,445.18	2,50,31,289.23
(3) Tax Paid for Earlier Years		18,97,190.00	30,94,470.00
XI. Profit(Loss) for the period from continuing Operations(IX-X)		<u>13,36,30,304.37</u>	<u>6,08,61,884.05</u>
XII. Profit(Loss)from discontinuing operations		-	-
XIII. Tax expenses of discontinuing operations		-	-
XIV. Profit/(Loss) from Discontinuing Operations (after tax) (XII-XIII)		-	-
XV. Profit(Loss) for the period(XI+XIV)		<u>13,36,30,304.37</u>	<u>6,08,61,884.05</u>
XVI. Earnings per equity share:			
(1) Basic	29	8.76	7.05
(2) Diluted	29	7.89	3.60

See accompanying notes to the financial statements

As per our report of even date

for **Tayal & Co.**

Chartered Accountants
(Firm Reg. No. 001845N)

*For and on the behalf of the Board of
Directors of Richa Industries Limited*

(CA R A Gupta)
Partner
Membership No. 080997

CA Pran Nath Singh
DGM - Accounts

Dr. Sandeep Gupta
Jt Managing
Director

Sushil Gupta
Chairman-cum-
Managing Director

Place : Faridabad
Date : May 30, 2013

Gaurav Yadav
Company Secretary



Cash Flow Statement for the Year Ended 31 March, 2013

	(Amount in Rs.)	
	Year Ended 31 March, 13	Year Ended 31 March, 12
A. CASH FLOW FROM OPERATING ACTIVITIES	148,302,049.19	112,987,643.28
Net Profit Before Tax		
Adjustment for :		
Depreciation	75,037,111.54	69,016,144.62
Interest Paid	221,056,674.12	182,632,967.07
Bad Debts Written Off	3,103,380.71	1,026,924.61
Unrealised Foreign Exchange Loss/(Gain)	(174,453.00)	(62,431.59)
Profit/(Loss) on Sale of Fixed Assets	13,602,840.10	6,278,748.00
Pre-operative Expenses Written Off/Added(Net)	100,000.00	100,000.00
	312,725,553.47	258,992,352.71
Operating profit before working capital changes	461,027,602.66	371,979,995.99
Adjustment for :		
Trade and Other Receivables	(253,069,144.43)	(105,778,679.29)
Inventories	(229,769,563.91)	35,543,166.17
Trade Payable & Other Liabilities	284,051,727.52	12,249,832.49
Cash generated from Operations	262,240,621.84	313,994,315.36
Income Tax / FBT Paid	25,722,736.93	20,029,617.00
NET CASH/(USED IN) FROM OPERATING ACTIVITIES	236,517,884.91	293,964,698.36
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(122,087,430.35)	(243,813,503.20)
Work in Progress/Advances for Capital Goods	(36,673,713.64)	(4,660,592.00)
Sale of Fixed Assets	55,635,857.00	2,275,000.00
NET CASH (USED IN) FROM INVESTING ACTIVITIES	(103,125,286.99)	(246,199,095.20)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds/(Repayment) from Long Term Bank Borrowings	(58,285,271.00)	(38,088,910.00)
Proceeds/(Repayment) of Unsecured Loans	52,685,000.00	31,239,000.00
Proceeds/(Repayment) from Long Term Other Borrowings	(14,458,220.28)	27,794,370.28
Proceeds/(Repayment) of Short Term Borrowings	112,298,021.02	126,461,398.88
Dividend Paid along with CDT	(8,462,777.00)	(9,901,027.00)
Interest Paid	(221,056,674.12)	(182,632,967.07)
NET CASH/(USED IN) FROM FINANCING ACTIVITIES	(137,279,921.38)	(45,128,134.91)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	(3,887,323.43)	2,637,468.25
Opening Balance of Cash and Cash Equivalents	43,717,778.67	41,080,310.42
Closing Balance of Cash and Cash Equivalents	39,830,455.21	43,717,778.67

See accompanying notes to the financial statements

As per our report of even date
for **Tayal & Co.**
Chartered Accountants
(FRN 001845N)

For and on the behalf of the Board of
Directors of Richa Industries Limited

(CA R A Gupta)
Partner
Membership No. 080997

CA Pran Nath Singh
DGM - Accounts

Dr. Sandeep Gupta
Jt Managing
Director

Sushil Gupta
Chairman-cum-
Managing Director

Place : Faridabad
Date : May 30, 2013

Gaurav Yadav
Company Secretary

SIGNIFICANT ACCOUNTING POLICIES

i) Basis of Preparation of Financial Statements

The financial statements are prepared under the historical cost convention on accrual basis and in accordance with the generally accepted accounting principal in India and the provisions of the Companies Act, 1956. Accounting policies have been consistently applied, unless otherwise stated, ongoing concern basis.

The Company follows mercantile system of accounting and recognizes significant items of income and expenditure on accrual basis, unless stated otherwise.

ii) Use of Estimates

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known / materialized.

iii) Fixed Assets and Capital Work in Progress

Fixed Assets are stated at cost net of CENVAT/Value Added Tax, any subsidy less accumulated depreciation and impairment loss if any. All costs, including financing costs till commencement of commercial production, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the fixed assets are capitalized. Capital work in progress comprises outstanding advances paid to acquire fixed assets, and the cost of fixed assets that are not yet ready for their intended use at the balance sheet date.

iv) Depreciation

Depreciation on fixed assets is provided on the straight - line basis at the rates and in the manner prescribed in Schedule XIV to the Companies Act 1956 over the useful life of the assets.

v) Foreign Currency Transactions

- (i) Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction
- (ii) Monetary items denominated in foreign currencies at the year-end are restated at year end rates. In case of items which are covered by foreign exchange contracts, the transaction is recorded at the rate when the same was incurred. The premium paid on forward contracts is recognized only when the forward contract is matured.
- (iii) Any income or expense on account of exchange difference either on settlement or on translation is recognized in the profit or loss account except in cases where they relate to acquisition of fixed assets, in which case they are adjusted to the carrying cost of such assets.

vi) Investments

Current Investments are carried at the lower of cost or quoted / fair value, computed category wise. Long Term Investments are stated at cost. Provision for diminution in the value of long-term investments is made only if such a decline is other than temporary.

vii) Inventories

Inventories are valued at lower of cost or net realizable value after providing for obsolescence, if any. In case of raw materials, packing material, stores and spares, the cost includes duties and taxes (Net of CENVAT/VAT, wherever applicable) and is arrived on FIFO basis. Finished goods & WIP cost includes the cost of raw materials, an appropriate share of fixed and variable overheads on the basis of standard cost method and other costs bringing them to their respective present location and condition. Obsolete, defective and unserviceable stocks are provided for wherever required.

viii) Revenue Recognition/Turnover

- (i) Turnover includes sale of goods, services, adjusted for discounts, net of returns. Sales are recognized when goods are supplied and are recorded freight charges realized from customers but exclude trade discounts and rebates. Export incentive receivable in cash is recognized as income on export being made. Export sales include goods invoiced against confirmed orders /LC.
- (ii) Revenue is recognized only when it is reasonable to expect ultimate collection. Interest is recognized on the time proportion basis taking into account amount outstanding and rate applicable. The income & expenditure are accounted for on accrual basis.

ix) Employees' Retirement Benefits

- (i) Short - term employee benefits are recognized as an expense at the undiscounted amount in the profit and loss account of the year in which the related service is rendered.
- (ii) Post-employment and other long term employee benefits are recognized as an expense in the profit and loss account for the year in which the employee has rendered services. The expenses are recognized at present value of the amounts payable determined using actuarial valuation technique . Actuarial gains and losses in respect of post-employment and other long term benefit are charged to the profit and loss account.

x) Deferred revenue Expenditure

Pre - operative expenditure/Deferred Revenue Expenditure are being amortized over a period of 5 Years

xi) Provision of Current and Deferred Tax

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961. Deferred tax resulting from "timing Differences" between taxable and accounting incomes is accounted for using the tax rates and laws that are enacted or substantively enacted as on the balance sheet date. The deferred tax asset is recognized and carried forward only to the extent that there is a virtual certainty supported with convincing evidence that the asset will be realized in future.

xii) Dues to Micro, Small & Medium enterprises:

The classification of the suppliers under Micro, Small and Medium Enterprises Development Act, 2006 is made on the basis of information made available to the company. No principal amount or interest amount remain unpaid to such Micro and Small enterprises as on 31.03.2013 and no payments were made to such enterprises beyond the "appointed day" during the year. Also the company has not paid any interest in terms of Section 16 of the above mentioned act or otherwise.

xiii) Sales / Transfers

Inter-Unit transfers of finished goods for captive consumption are valued at market price. The value of such inter-unit transfers is included in the materials consumption of consuming units. The year-end stock of such transferred goods is valued at cost.

xiv) Sundry Debtors

Sundry debtors are stated after writing off- bad debts.

xv) Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed on the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

xvi) Expenditure during Construction

In respect of new projects, all expenses including interest incurred up to the date of commencement of commercial production are capitalized. In respect of substantial expansion of business at existing location only direct costs are capitalized together with interest on the funds related to them up to the date of commercial production.

xvii) Borrowing Costs

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that takes necessarily substantial period of time to get ready for its intended use. All other borrowing costs are charged to Profit & Loss Account.

xviii) Impairment of Assets

An assets is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the Profit and Loss account in the year in which an asset is identified as impaired. The impairment loss recognized in Prior accounting period is reversed if there has been a change in estimate of recoverable amount.

xix) Leases

Leases rentals in respect of finance lease are segregated into cost of assets and interest component by applying the implicit rate of return.

Assets acquired on lease where a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Lease rentals are charged to the Profit and Loss Account on accrual basis.

xx) Government Grants

Any govt grants, subsidy of capital nature is reduced from the cost of respective fixed assets and other grants, subsidies of revenue nature are net off against the respective expenses.



Notes to accounts forming part of the Balance Sheet and Profit & Loss A/c as at 31st March, 2013

		(Amount in Rs.)		
PARTICULARS	As at 31 March, 2013	As at 31 March, 2012		
1) Share Capital				
I) Authorised				
30000000 (30000000) Equity Shares of Rs 10 each	30,00,00,000.00	30,00,00,000.00		
II) Issued				
170993620 (170993620) Equity Shares of Rs 10 each	17,09,93,620.00	17,09,93,620.00		
III) Subscribed and paid up				
16925554(16925554) Equity Shares of Rs 10 each fully paid up out of which 8826192 equity shares of Rs 10 each issued at premium of Rs 20 each fully paid up	16,92,55,540.00	16,92,55,540.00		
IV) Forfeited shares				
(173808 Equity Shares @Rs 5 each) The Company has only one class of equity shares having a par value of Rs. 10 per share. Each shareholder is eligible for one vote per share. The dividend proposed by the Board of Directors is subject to the approval of shareholders, In the event of liquidation, the equity share- holders are eligible to received the remaining assets of the company, after distribution of all preferential amount, in proportion of their share holding.	8,69,040.00	8,69,040.00		
TOTAL	17,01,24,580.00	17,01,24,580.00		
Name of the Shareholders				
	As at 31st March, 2013		As at 31 March, 2012	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Sh. Sushil Gupta	1055706	6.237	1055706	6.237
Dr. Sandeep Gupta	1152968	6.812	1152968	6.812
M/s Richa Holding Limited	7621156	45.028	7621156	45.028
2) Reserve and Surplus				
(a) Capital Reserve				
Opening Balance	12,15,000.00		4,68,10,780.00	
Addition During the Year	-		-	
Less: Written Back During the Year	-		4,55,95,780.00	
	12,15,000.00		12,15,000.00	
(b) Security Premium Reserve				
Opening balance	14,59,89,166.04		14,59,89,166.04	
Addition during the year	-		-	
Less: Deduction during the year	-		-	
	14,59,89,166.04		14,59,89,166.04	
(c) General reserve				
Opening balance	1,00,98,629.20		70,55,535.00	
Addition during the year	66,81,515.22		30,43,094.20	
Less: Deduction during the year	-		-	
	1,67,80,144.42		1,00,98,629.20	

(d) Surplus of Profit and Loss a/c

Opening balance	40,77,06,107.28	35,97,22,968.43
Addition during the year	13,36,30,304.37	6,08,61,884.05
Less: Proposed dividend	84,62,777.00	84,62,777.00
Less: Tax on proposed dividend	13,72,874.00	13,72,874.00
Transfer to general reserves	66,81,515.22	30,43,094.20
TOTAL	52,48,19,245.43	40,77,06,107.28
TOTAL (a+b+c+d)	68,88,03,555.89	56,50,08,902.52

3) Long Term Borrowings**(a) Secured loan**

(i) Term loan from bank	62,23,61,910.00	68,06,47,181.00
(ii) Term loan from others	-	-
Nature of security and terms of repayment for long term secured borrowing :		

Textile Division**Nature of Security**

- I. Term loan amounting to Rs. 38,60,189.00 (March 31st 2012 Rs.38,49,125.00) is secure by Hypothecation of machinery purchased and personal guarantee of Sh. Sushil Gupta, Dr. Sandeep Gupta and Sh. Manish Gupta.
- II. Term loan amounting to Rs. 3,71,88,850.00 (March 31st 2012 Rs. 4,11,08,292.00) is secure by equitable mortgage of land and building thereon and Hypothecation of machinery purchased and personal guarantee of Sh. Sushil Gupta, Dr. Sandeep Gupta and Sh. Manish Gupta.
- III. Term loan amounting to Rs. 1,29,17,311.00 (March 31st 2012 Rs.8,27,62,757.00) is secure by equitable mortgage of land and building at Kanwara village and plot no. 4, Sector-7, IMT Manesar, Gurgaon, and Hypothecation of machinery (First charge) personal guarantee of Sh. SushilGupta, Dr. Sandeep Gupta and Sh. Manish Gupta.
- IV. Term loan amounting to Rs. 19,24,85,175.00 (March 31st 2012 Rs.20,26,23,034.00) is secure by equitable mortgage of building and Hypothecation of Machinery purchased, personal guarantee of Sh. Sushil Gupta, Dr. Sandeep Gupta and Sh. Manish Gupta.

PEB Division

- V. Term loan amounting to Rs. 19,91,44,831.00 (March 31st 2012 Rs. 12,49,73,155) is secure by first Pari Passu charge on the Project Land, building and other Project assets with Corporation Bank and personal guarantee of Sh. Sushil Gupta, Dr. Sandeep Gupta and Sh. Manish Gupta.

Terms of Repayment

Repayable in 16 quarterly instalment of Rs. 7.50 Lakhs each after 12 month holiday period. Repayment commenced from 31.11.2009.

Repayable in 28 quarterly instalment of Rs. 24.30 Lakhs each repayment commenced from 01.12.2009.

Repayable in 69 monthly instalment detail is as under :
21 monthly instalment of Rs. 20 Lakhs each, next
24 monthly instalment of Rs. 50 Lakhs each, next
24 monthly instalment of Rs. 70 Lakhs each repayment commenced from 31.07.2007

Repayable in 28 quarterly instalment as follows :
1st 12 quarterly instalments of Rs. 50 Lakhs each,
2nd 08 quarterly instalment of Rs. 75 Lakhs each,
3rd 04 quarterly instalment of Rs. 100 Lakhs each and
4th 03 quarterly instalment of Rs. 162.50 Lakhs each, and final instalment is Rs. 142.50 Lakhs. This quarterly instalment Commenced from 30.06.2011

Repayable in 72 monthly instalments of Rs. 30 Lakhs Commencing from July 2012.

VI. Term loan amounting to Rs. 10,13,25,046.00 (March 31st 2012 Rs. 13,17,04,308.00) is secure by Exclusive charge on entire fixed assets of the PEB Division of the company situated at kashipur, Uttarakhand and personal guarantee of Sh. Sushil Gupta, Dr. Sandeep Gupta and Sh. Manish Gupta.

Repayable in 22 quarterly instalments as follows :

Year	No. of Quarters	Rs. in Lakhs
		Amount
FY 2010-11	80 Lakhs X Quarter (March 2011)	50.00
FY 2011-16	75 Lakhs X 20 Quarter	1500.00
FY 2016-17	40 Lakhs X 1 Quarter	40.00
	Total	1590.00

VII. Term loan amounting to Rs. 7,54,40,508.00 (March 31st 2012 Rs. 9,36,26,510.00) is secure by Exclusive charge on entire fixed assets of the PEB Division of the company situated at kashipur, Uttarakhand and personal guarantee of Sh. Sushil Gupta, Dr. Sandeep Gupta and Sh. Manish Gupta.

Repayable in 22nd quarterly instalment. First 21 quarterly instalment is Rs.45 Lakhs each

(b) Deferred Payment Liabilities	-	-
(c) Deposits	-	-
(d) Loans and Advances from Related parties	-	-
Unsecured loan		
Richa Building Systems Ltd	16,02,50,000.00	11,69,50,000.00
Richa Holdings Limited	13,53,74,000.00	12,59,89,000.00
Others	-	-
TOTAL (a+b+c+d)	29,56,24,000.00	24,29,39,000.00

The company has taken unsecured loan from the following companies :

Name	31.03. 2013	31.03.2012
Richa Building System Limited	16,02,50,000	11,69,50,000
Richa Holding Limited	13,53,74,000	12,59,89,000
Total	29,56,24,000	24,29,39,000

1. As per the resolution of Board of Directors of the company dated have decided that the above loans was taken on long terms basis and no interest is payable on the above loan.

(e) Other Loans and Advances (Not Applicable)	-	-
TOTAL(a+b+c+d+e)	91,79,85,910.00	92,35,86,181.00

4) Other Long term Liabilities		
(a) Trade payables (security refundable)	1,14,45,246.00	1,10,93,138.28
(b) Others (Advance against sale of Land & Capital only)	-	1,75,00,000.00
TOTAL	1,14,45,246.00	2,85,93,138.28
5) Long Term Provision		
(a) Provision for employee benefit	-	-
(b) Others (Leave encashment & Gratuity)	99,59,410.00	72,69,738.00
TOTAL	99,59,410.00	72,69,738.00
6) Short Term Borrowings		
Secured loan		
(a) Loans repayable on demand	-	-
From Banks		
(i) WCFC	-	-
(ii) Working capital Limits	1,03,99,87,836.86	92,76,89,815.84
SUB TOTAL	1,03,99,87,836.86	92,76,89,815.84



I.	IOB C/C 4051 is Rs. 84,76,21,528.57	(31st March 2012 Rs. 54,14,92,823)		
	Secured by stock and book debts up to 90 days and repayable on demand.			
IV.	Corporation Bank is Rs. 19,23,66,308.29	(31st March 2012 Rs.18,76,24,098)		
	Secured by first charge (exclusive) on entire current assets of the company's PEB unit including Receivables both present and future and repayable on demand.			
(b)	Loans and Advances from related parties	-		-
(c)	Deposits	-		-
(d)	Other Loans and Advances(Specify nature)	-		-
	TOTAL	1,03,99,87,836.86		92,76,89,815.84
7)	Creditors for Trade	46,43,63,440.95		16,43,72,837.75
7(a)	Other Current Liabilities			
(a)	Bills payable acceptance under LC	7,02,11,629.00		7,15,71,057.00
(b)	Total outstanding dues of creditors other (than micro enterprises due of creditor others)			
	Creditors for capital goods	36,73,069.00		40,41,725.00
	Creditors for expenses	1,39,92,175.16		2,68,33,855.00
	Advances payment for which value has still to be given	9,14,02,464.00		8,89,07,065.30
	Unpaid final dividend FY 2009-10	55,861.00		20,822.00
	Sales tax payable	12,46,316.00		53,24,531.52
	TDS Payable	8,68,788.98		10,38,027.00
	Expenses Payable	32,06,433.00		3,59,185.00
	TOTAL	18,46,56,736.14		19,80,96,267.82
8)	Short Term Provisions			
(a)	Provision for employee benefits			
(i)	Payable PF, ESI & Welfare Fund	6,95,526.00		9,33,834.00
(ii)	Insurance,Pension and similar staff benefits	1,87,27,635.00		2,09,88,707.00
(b)	Others(Specify Nature)			
(i)	Proposed final Dividend	84,62,777.00		84,62,777.00
(ii)	Tax on Proposed Dividend (A.Y. 12-13 & 13-14)	27,45,748.00		13,72,874.00
(iii)	Provision for income tax (A.Y. 12-13)	-		2,40,00,000.00
(iv)	Provision for income tax (A.Y. 13-14)	2,40,00,000.00		-
	TOTAL	5,46,31,722.00		5,57,58,192.00
9)	Tangible Assets			
(a)	Land	20,62,21,406.04		21,88,29,401.04
(b)	Buildings	53,06,38,579.83		44,55,19,688.37
(c)	Plant and Machinery	78,09,84,756.05		87,59,23,063.65
(d)	Furniture and Fixtures	73,28,837.41		79,52,812.01
(e)	Vehicles	1,26,54,026.96		1,11,07,845.52
(f)	Office equipment	1,46,56,776.45		1,49,76,387.19
(g)	Computer/CCTV	1,10,63,831.36		1,13,92,521.03
(h)	Fax/Telephone	5,04,517.66		5,39,391.31
	TOTAL	1,56,40,52,731.76		1,58,62,41,110.12

Depreciation chart to be specified as per Companies Act

9 DEPRECIATION CHART

Sr.No	Particulars	Cost as on		Additions		Substraction		Total Cost as on 31.03.13	Dep. Up to 01.04.2012	Depreciation for 31.03.13	Depreciation W/Back	Total Dep.	W.D.V. as on 31.03.2013	W.D.V. as on 31.03.2012
		01.04.12	31.03.13	Purchase	Transfer	Sale	Transfer							
1	Land	218,829,401.04		-	-	12,607,995.00	-	206,221,406.04	-	-	-	-	206,221,406.04	218,829,401.04
2	Building	483,665,704.35	36,113,272.00	68,208,863.97	-	-	-	587,987,840.32	38,146,015.97	19,203,244.52	-	57,349,260.49	530,638,579.83	445,519,688.38
3	Plant & Machinery	1,060,809,438.21	78,084,195.00	106,966,786.00	85,195,777.28	175,820,699.97	-	984,843,941.96	185,580,443.68	49,214,611.35	30,241,800.00	204,553,255.03	780,984,756.05	875,228,994.53
4	Vehicles	16,690,738.96	3,411,537.00	-	1,606,043.00	-	-	18,496,232.96	5,582,893.44	1,081,827.56	822,515.00	5,842,206.00	12,654,026.96	11,107,845.52
5	Office Equipment	18,693,587.60	524,500.00	1,118,762.00	803,763.91	473,712.00	-	19,059,373.69	3,023,131.29	752,670.83	67,274.00	3,708,528.12	14,656,776.45	15,670,456.31
6	Furniture & Fixture	11,060,874.35	78,880.35	189,300.00	-	-	189,300.00	11,139,754.70	3,108,062.35	702,854.95	-	3,810,917.29	7,328,837.41	7,952,812.01
7	Computer/CC TV	23,125,203.08	3,875,046.00	688,600.00	156,707.00	688,600.00	-	26,843,542.08	11,732,682.05	4,047,028.69	-	15,779,710.74	11,063,831.34	11,392,521.03
8	Fax/EPABX/Telephone	734,618.86	-	-	-	-	-	734,618.86	195,227.57	34,873.64	-	230,101.20	504,517.66	539,391.30
	Total	1,833,609,566.45	122,087,430.35	1,77,172,311.97	1,00,370,286.19	1,77,172,311.97	1,855,326,710.61	2,47,368,456.35	75,037,111.54	31,131,589.00	291,273,978.87	1,564,052,731.74	1,586,241,110.10	1,586,241,110.12
	Previous Year	1,650,239,961.26	257,333,538.20	17,661,515.00	73,963,933.00	17,661,515.00	1,833,609,566.46	181,861,216.72	69,016,144.64	3,508,905.00	247,368,456.36	1,586,241,110.10	1,350,559,437.63	

10) Intangible Assets**Pre-opening Expenses**

Opening Balance	1,00,000.00	2,00,000.00
Add: Addition during the year	-	-
Less: Written off during the year	1,00,000.00	1,00,000.00
TOTAL	-	1,00,000.00

11) Non Current Investments

(a) Investment In Property	-	-
(b) Investment in Equity Instruments Unquoted, at cost price 72000 equity shares of Richa Infrastructure Ltd. fully Paid up (72000 equity shares) (Face Value Rs. 10/-each, at a premium of Rs. 90/-each	72,00,000.00	72,00,000.00
TOTAL	72,00,000.00	72,00,000.00

12) Long term Loans and Advances

NIL NIL

13) Other Non Current Assets

NIL NIL

14) Current Investments

NIL NIL

15) Inventories

(a) Raw Material & Consumables	85,59,09,346.84	62,82,94,394.14
(b) WIP	14,22,83,833.92	24,62,05,282.47
(c) Finished goods	18,81,91,358.09	8,21,15,298.33
TOTAL	1,18,63,84,538.85	95,66,14,974.94

16) Trade Receivables

(i) Outstanding for period of six months	58,97,14,435.97	40,60,38,767.60
(ii) Others	8,47,48,811.49	6,12,03,378.11
(iii) Secured goods (Bill Undercollection)	4,34,17,907.00	2,29,01,353.00

TOTAL	71,78,81,154.46	49,01,43,498.71
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17) Cash and Cash Equivalents**(a) Balance With Banks**

(i) In current accounts	8,07,162.77	1,41,76,174.40
(ii) In fixed deposit accounts (Kept as margin for bank gurantees and Letter of Credits)	3,71,17,871.00	2,72,36,551.00
(iii) Interest accrued but not Due	5,20,418.00	-
(iv) HDFC Bank Ltd. Unpaid Dividend FY 2009-10	20,821.50	20,822.00
(v) Yes Bank - Unpaid Dividend FY 2010-11	34,621.50	-

(c) Cash in hand	13,29,560.44	22,84,231.27
(d) Others(Specify nature)	-	-

TOTAL	3,98,30,455.21	4,37,17,778.67
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18) Short Term Loans and Advances

(a) Loan & imprest to employee	6,44,367.00	12,72,424.00
(b) TUFs interest subsidy receivable	98,41,281.00	1,40,57,008.00
(c) Security deposit	77,96,549.00	68,24,846.00
(d) Advance to supplier	2,52,21,473.64	1,03,63,200.03
(e) Insurance claim receivable	65,259.35	1,10,433.35
(f) Prepaid expenses	21,44,683.00	20,97,244.00
(g) Balance in CENVAT /service tax account	1,51,35,974.98	95,68,234.62
(h) Duty drawback/DEPB Receivable	17,84,802.00	9,38,557.00
(i) I tax/ FBT refundable ay 2008-2009	-	46,011.00
(j) I tax / FBT refundable AY 2009-2010	-	46,440.00
(k) I Tax refundable AY 2010-2011	-	110.00
(l) Tds/provision of tds AY 2011-12	2,22,810.00	3,03,135.00
(m) Tds/Provision of tds AY 2012-13	82,660.00	89,23,240.00
(n) Tds/Provision of tds AY 2013-14	63,39,131.00	-
(o) Advance tax deposit AY 2013-14	75,00,000.00	-
TOTAL	7,67,78,990.97	5,45,50,883.00

19) Other Current Assets

-

20) Revenue from Operations

(a) Sale of products		
(i) Domestic sale	2,35,78,75,520.04	2,54,31,18,894.69
(ii) Export sale	1,67,78,824.74	1,01,72,059.46
(b) Sale of services / Job Work	28,91,15,008.71	44,95,70,620.49
(c) Other operating revenues	3,22,47,945.77	1,12,86,975.59
TOTAL	2,69,60,17,299.26	3,01,41,48,550.23
Less: Excise Duty	-	-
TOTAL	2,69,60,17,299.26	3,01,41,48,550.23

21) Other Income

(a) Interest received on FDR	23,95,414.00	20,55,177.69
(b) Interest received others	30,98,396.00	36,67,089.38
(c) Duty drawback received	8,50,318.00	3,59,749.00
(d) Bad debts recoveries account	3,02,072.00	43,593.50
(e) Unclaimed balances w/off & short & excess	491.43	40,844.04
(f) Rent received	36,387.00	-
(g) Advance forfeited	1,02,83,710.00	-
(h) Forex gain/ loss	1,74,453.00	62,431.59
(i) Undisclosed income	21,522.00	-
(j) Miscellaneous receipts	10,63,341.00	13,33,287.90
TOTAL	1,82,26,104.43	75,62,173.10

22) INCREASE/DECREASE IN WIP/ FINISHED GOODS

Closing Stock		
Consumable store	1,19,09,505.13	1,13,01,968.20
Finished goods	18,81,91,358.09	8,21,15,298.33
Work in process	14,22,83,833.92	24,62,05,282.47
TOTAL	34,23,84,697.14	33,96,22,549.00
Opening Stock		
Consumable store	1,13,01,968.20	66,22,724.66
Finished goods	8,02,91,080.09	4,22,95,701.64
Work in process	24,77,53,068.71	13,09,41,630.11
TOTAL	33,93,46,117.00	17,98,60,056.41
Increase/Decrease in WIP/Finished Goods	30,38,580.14	15,97,62,492.59

23) (i) In case of manufacturing companies**(i) Raw material consumed under broad head****TEXTILE UNIT**

(a) Dyes and chemicals	12,35,79,192.06	18,29,53,131.94
(b) Fabrics	82,44,28,624.63	1,27,61,90,347.77
(c) Yarn	14,02,64,820.75	14,30,92,622.69
(d) Fuel	3,33,32,361.80	5,05,97,728.36
(e) Packing Material	1,02,47,567.83	94,92,816.91
(f) Loding & unloading	1,12,750.00	-

PEB UNIT

(f) Hr plates	23,01,64,716.93	36,47,69,545.56
(g) Structures	7,41,57,601.30	5,71,59,997.12
(h) Coils	31,20,28,175.33	29,42,40,633.64
(i) Accessories	6,44,50,355.64	5,01,29,016.78

TOTAL	1,81,27,66,166.27	2,42,86,25,840.77
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(ii) Goods purchased under broad heads

	-	-
TOTAL (i+ii)	1,81,27,66,166.27	2,42,86,25,840.77

24) (i) Employee Benefits Expenses

Salary,wages & bonus	13,21,83,491.00	11,51,07,020.00
Directors remuneration	36,00,000.00	36,00,000.00
Contribution to PF and other funds	54,64,654.00	71,93,311.00
Staff welfare expenses	28,09,641.00	17,34,520.00
Gratuity & leave encashment- paid	22,53,878.00	17,09,750.00
Gratuity & leave encashment- provision	26,89,672.00	18,97,587.00

TOTAL	14,90,01,336.00	13,12,42,188.00
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25) Finance Cost

(a) Interest expenses		
(i) On bank loan	20,94,64,699.80	17,53,04,926.39
(ii) On other accounts	1,15,91,974.32	73,28,040.68
(b) Other borrowing costs	-	-
(c) Bank charges	1,24,88,572.69	1,43,24,101.46

TOTAL	23,35,45,246.81	19,69,57,068.53
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26) Depreciation and Amortisation

	7,50,37,111.54	6,90,16,144.62
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27) OTHER COST

	21,75,27,233.92	23,63,65,582.72
--	------------------------	------------------------

(A) MANUFACTURING EXPENSES

Outside Job work/ Erection charges	5,32,89,905.90	6,94,90,628.27
Power & electricity	3,88,26,247.49	3,99,19,799.60
Water & sewerage charges	1,12,314.00	7,00,739.00
Consumable stores	2,33,30,048.68	3,47,22,378.50
Genset Hiring charges	62,907.00	-
Repair - Plant & machinery	1,45,07,693.99	1,70,82,849.50

TOTAL	13,01,29,117.06	16,19,16,394.87
--------------	------------------------	------------------------

(B) ADMINISTRATIVE EXPENSES

(a) Auditors remuneration & out of pocket expense	3,17,244.00	3,40,526.00
(b) Books & preiodicals	84,437.00	51,869.00
(c) Charity & donation	1,41,122.00	1,16,900.00
(d) Commission / Sitting fee	-	2,01,837.14
(e) Director travelling & conveyance	4,11,926.00	7,33,168.00
(f) Miscellaneous expenses	3,34,293.74	4,60,176.00
(g) General expenses	3,37,815.33	4,56,099.07
(h) Insurance others	29,04,001.00	25,08,080.00
(i) Insurance on cars	93,857.00	82,022.00
(j) Legal & professional charges	22,66,543.00	61,76,399.00
(k) AGM & meeting expenses	77,907.00	3,96,814.00
(l) Postage expenses	4,73,955.00	3,43,102.00
(m) Pre operative expenses w/off	1,00,000.00	1,00,000.00
(n) Printing & stationery expenses	16,48,684.00	19,36,983.00
(o) Rates & taxes	20,69,499.75	10,33,562.85
(p) Rent paid	67,86,459.00	59,16,169.00
(q) Repair - Building	28,34,140.00	9,59,961.80
(r) Repair - Computer	10,83,523.00	11,46,993.00
(s) Repair - Vehicle Commercial	38,66,278.00	37,01,767.69
(t) Repair - Vehicle others	14,26,666.25	12,16,045.06
(u) Watch /Ward/Security	23,00,644.00	14,57,706.00
(v) Repair - Electricals	9,82,259.00	24,43,204.50
(w) Subscription fee	1,87,475.00	1,85,280.00
(x) Telephone, Modem & Internet Expenses	15,63,432.67	10,50,918.74
(y) Testing Charges	2,20,403.90	2,61,126.00
(z) Travelling & Conveyance Expenses	1,00,52,480.98	73,28,449.04
(z i) Office Expenses	7,55,196.13	6,81,376.00
TOTAL	4,33,20,242.75	4,12,86,534.89

(C) SELLING & DISTRIBUTION EXPENSES

(a) Sales promotion expenses	15,43,165.70	15,00,961.71
(b) Commission on sales	13,28,500.00	
(c) Distribution Expenses/ Export sales clearing Expenses	3,05,02,882.70	2,90,96,093.64
(d) Advertisement / Tender fee & Exhibition Expenses	75,99,945.00	15,38,673.00
(e) Bad Debts written off	31,03,380.71	10,26,924.61
TOTAL	4,40,77,874.11	3,31,62,652.96

28) Extraordinary Items

(a) Loss on sale of fixed assets*	1,36,02,840.10	62,78,748.00
(b) Derivative Loss (ICICI Bank)	6,75,00,000.00	-
*(Loss on sale of fixed assets includes Rs.3,73,92,005 of profit on sale of agricultural land)	8,11,02,840.10	62,78,748.00

29) EARNING PER SHARE & DILUTED EARNING PER SHARE

(i) Net PROFIT after tax as per P & L Account	13,36,30,304.37	6,08,61,884.05
(ii) Weighted Average number of equity Shares used as denominator for calculating EPS (Nos)	1,69,26,000.00	1,69,26,000.00
(iii) Net Profit attributable to shareholders	13,36,30,304.37	6,08,61,884.05
(iv) Diluted Earning Per Share(s)	7.89	3.60
(v) Profit before tax	14,83,02,049.19	11,92,66,391.28
(vi) Earning per share	8.76	7.05
(vii) Face Value per equity share(s)	10.00	10.00
(a) Payment to Auditors		
(i) Audit fee	1,50,000.00	1,65,450.00
(ii) For taxation matters	1,00,000.00	1,10,300.00
(v) For other services	50,000.00	55,150.00
(vi) For reimbursement of expenses	17,244.00	9,626.00
(b) Detail of items of exceptional and extraordinary nature	NIL	NIL
(c) Prior period item	NIL	NIL

NOTES :

30. As per Accounting Standards 15 “Employee Benefits” the disclosures as defined in the Accounting Standard are given below:

Defined Contribution Plan

Contribution to Defined Contribution Plan, recognized as expense for the year are as under:

	(Rs. in lacs)	
	2012-13	2011-12
Employer’s Contribution to Provident Fund	18.17	22.82
Employer’s Contribution to Pension Fund	22.20	27.88

Defined Benefit Plan

The provision for gratuity is made as per the Payment of Gratuity Act, 1972 is a defined benefit plan. The present value of obligation is determined based on actuarial valuation using the projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation for leave encashment is recognized in the same manner as gratuity.

i) Reconciliation of opening and closing balance of Defined Benefit obligation

	(Rs. in lacs)	
	Gratuity (Unfunded) 2012-13	Leave Encashment (Unfunded) 2012-13
Defined Benefit obligation at beginning of year	23.10	49.59
Current service cost	46.19	3.23
Actuarial gain / (Loss)	-	-
Benefit paid	(9.45)	(13.08)
Defined Benefit obligation at year end	59.84	39.74

ii) Reconciliation of fair value of assets and obligation

	(Rs. in lacs)	
	Gratuity (Unfunded) 2013	Leave Encashment (Unfunded) 2013
Fair value of Plan assets	-	-
Present value of obligation	59.84	39.74
Amount recognized in Balance Sheet	59.84	39.74

iii) Expenses recognized during the year

	(Rs. in lacs)	
	Gratuity (Unfunded) 2012-13	Leave Encashment (Unfunded) 2012-13
Current Service Cost	46.19	3.23
Interest Cost	-	-
Expected return on plan assets	-	-
Actuarial Gain / (Loss)	-	-
Net Cost	46.19	3.23

iv) Actuarial assumptions

	(Rs. in lacs)	
	Gratuity (Unfunded)	Leave Encashment (Unfunded)
	2012-13	2012-13
Discounting Rate	8.00%	8.00%
Future salary Increase	5.50%	5.50%
Expected rate of return on plan assets	0.00%	0.00%

31. As per Accounting Standard 18, the disclosures of transactions with the related parties as defined in the Accounting Standard are given below:

- (i) List of related parties where control exists and related parties with whom transactions have taken place and relationship:

List of Related Parties and their Relationship

- a) Key Managerial Personnel
1. Sh. Sushil Gupta, CMD
 2. Sh. Manish Gupta, Director - Whole time Director
 3. Dr. Sandeep Gupta, JT. MD
- b) Enterprise over which Key Managerial Personnel (KMP) or their Relatives have significant influence
1. Richa Building Systems Limited
 2. Richa Holdings Limited
 3. Richa Infrastructure Limited
- c) Relatives of Key Management Personnel - NIL

Transactions with Related Parties

(Rs. in Lacs)

Particulars	Subsidiary Companies	Associates	Key Managerial Personnel	Relatives Key Managerial Personnel	Enterprises over which KMP & their relatives have significant influence	Grand Total
Remuneration	-	-	36.84	-	-	36.84
Unsecured Loans Received	-	-	-	-	958.11	958.11
Unsecured Loans Re Paid	-	-	-	-	431.26	431.26
Sale/Jobwork	-	-	-	-	590.00	590.00
Purchase/Jobwork	-	-	-	-	-	-
Outstanding						
Receivables	-	-	-	-	128.00	128.00
Payable (Gross)	-	-	-	-	2956.24	2956.24

32. As per the Accounting Standard (AS) – 17 “Segment Reporting” the information is submitted as below :

a) Primary Segment Reporting by Business Segment

Company’s primary business segments are

(i) **Manufacture in Textiles** - The textile business incorporates the product group namely: Dyeing & Processing of Knitted Fabrics and Processing / Knitting of Yarn and Manufacture of Knitted Fabric which mainly have similar risks and returns.

(ii) **Manufacturer of Pre Engineering Buildings** - The PEB business incorporate the product group namely : Pre Fabricated Steel Building in CKD Condition, Tabular Steel Poles, Structure and Super Structure for mining, Drop Rods, Angles, Shapes and Section, which mainly have similar risks and returns.

b) Secondary Segment Reporting (By Geographical Segments)

The following is the distribution of the Company’s consolidated sales by geographical segment, regardless of where the goods were produced

Particulars	(Rs. in Lacs)	
	2012-13	2011-12
i. Sales to Overseas Market	167.79	101.72
ii. Sales to Domestic Market	26792.38	30039.76

Segment Reporting Chart

(Rs. in lacs)

Particulars	Year Ended	
	31st March, 2013	31st March, 2012
1. Segment Revenue		
(a) Textile	14854.62	19040.18
(b) PEB	12105.55	11101.30
Total	26960.17	30141.48
Less : Inter Segment Revenue	-	-
Sales/Income From Operations	26960.17	30141.48
2. Segment Results Profit/Loss before tax and Interest from Each segment		
(a) Textile	1879.31	1610.90
(b) PEB	2750.19	1551.32
Total	4629.50	3162.22
Less : Inter Segment Revenue		
(i) Financial Charges	2335.45	1969.57
(ii) Other Un-allocable Expenditure net off		
Un-allocable income	-	-
(iii) Exceptional Items	-	-
Total Profit Before Tax	2294.05	1192.65
Total Capital Employed	18898.16	17900.10

33. Number of Employees in receipt of or entitled to receive payment (including perks of Rs. 500000/- pm/Rs. 60 Lac p.a. or more during the year

2012-13
NIL

2011-12
NIL

**34. Contingent Liabilities not provided in respect of:**

(a) Claims against the company did not acknowledged as debts	NIL	1757.91
(b) Uncalled liability on shares partly paid.	NIL	NIL
(c) Arrears of fixed cumulative dividends	NIL	NIL
(d) Estimated amount of contracts remaining to be executed on capital account and not provided for	NIL	910.26
(e) Other money for which the company is contingently liable.	NIL	NIL
(f) Custom duty which may arise if obligation for exports not fulfilled against import of raw material & machinery	306.03	405.25
(g) Bank Guarantees issued by Bank	708.26	600.97
(h) Outstanding Letter of Credit	702.12	715.71

35) Balances of Trade Receivable, Trade Payable & Advances are subject to confirmation and consequential adjustment, if any.

36) The company has settled & paid derivative losses with the ICICI bank as Rs.6.75 crores.

37) Value of Imports on CIF basis in respect of

	2012-13	2011-12
Raw Material including Accessories	47.26	61.51
Stores and Spares	19.95	0.10
Capital Goods	2.31	184.98

Value of imported & indigenous material and percentage thereof :

	Raw Materials		Stores	
	Percentage	Value	Percentage	Value
Current Year				
i. Indigenous	99.74%	18080.40	91.45%	213.35
ii. Imported	.26%	47.26	8.55%	19.95
Previous Year				
i. Indigenous	99.75%	24224.74	100%	347.22
ii. Imported	.25%	61.51	Nil	Nil

38) Expenditure in Foreign Currency

	2012-13	2011-12
On Royalty	NIL	NIL
Know how	NIL	NIL
Professional & consultation fee	NIL	NIL
Interest	NIL	NIL
Others (Including Foreign Traveling)	3.90	2.02

39) Earnings in Foreign Exchange

	2012-13	2011-12
(i) Exports of goods on FOB basis	167.79	101.72
(ii) Royalties, Know-how, Professional & Consultation Fees	NIL	NIL
(iii) Interest and dividends	NIL	NIL
(iv) Other Income, indicate the nature thereof	NIL	NIL

40) Remittance in Foreign Currency on Account of Dividend

The Board of Directors of company has recommended payment of a final dividend of 5 % (Rs. 0.50 per share) for the year ended 31st March 2013. During the financial year 2012-13, final dividend of 5% (Rs. 0.50 per share) for the year ended 31.03.2012 was paid. No foreign remittance has been made on account of dividend

41) Operating Leases as per AS - 19

The company has taken various premises under cancelable operating lease. These lease Agreements are normally renewed on expiry of the terms.

Lease rental expenses for 2012-13 in respect of above operating leases are Rs. 67, 86,459.00/- (previous year Rs.59, 16,169.00)

42) Value of assets taken on lease, future obligations as per AS -19

Lease Rentals Payable

0 to 12 Month	- Rs. 53, 38,764.00
12 to 60 Months	- Rs. 16, 48,000.00
60 to above	- NIL

43) Insurance Claims:

During the year, the company accounted Rs. 27.60 lac (Previous year Rs. NIL/-) as claims receivable from insurance company towards the expenditure incurred (in excess of deductibles) on damage repairs upto 31st March 2013 to a company's assets

44) Obsolete Machinery

Machinery worth Rs. 651.11 Lac is not used during the year under consideration, as the same had become obsolete during the Financial Year 2009-10, for which Chartered Engineer Certificate had also been obtained & sold during the financial year.

45) Inventory as on 31.03.2013 includes Rs. 12,10,98,999.00/- declared under income tax survey during the year.

46) The previous year's figures have been reworked, rearranged and reclassified wherever necessary. Amounts and other disclosures for the preceding year are included as an integral part of the current year financial statements and are to be read in relation to the amounts and other disclosures relating to the current year

As per our report of even date attached

for **Tayal & Co.**
Chartered Accountants
(FRN 001845N)

*For and on the behalf of the Board of
Directors of Richa Industries Limited*

(CA R A Gupta)
Partner
Membership No. 080997

Gaurav Yadav
Company Secretary

Dr. Sandeep Gupta
Jt Managing
Director

Sushil Gupta
Chairman-cum-
Managing Director

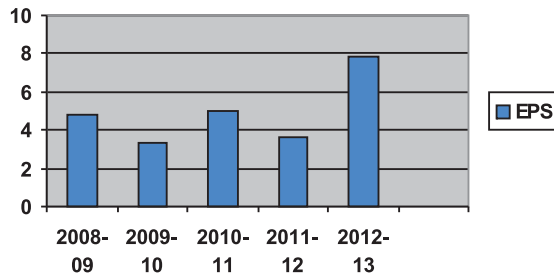
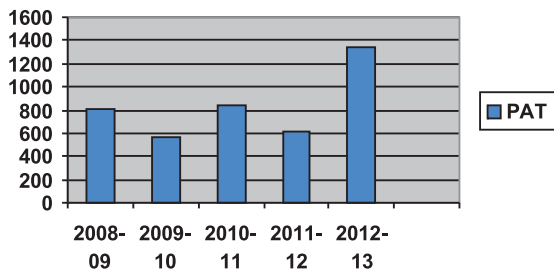
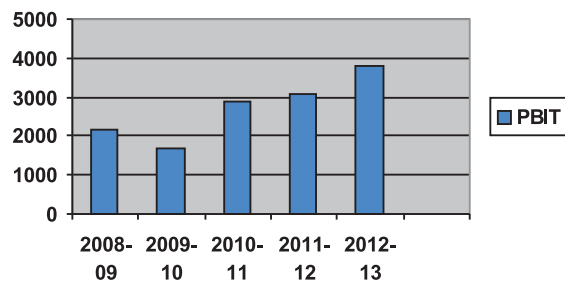
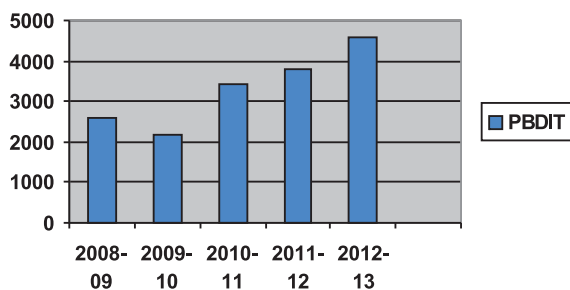
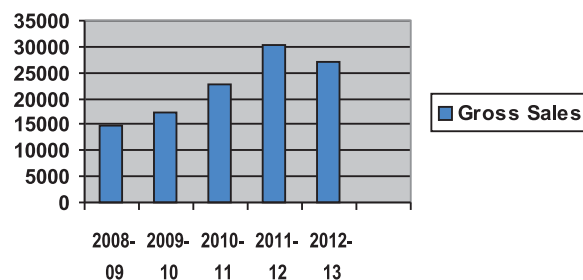
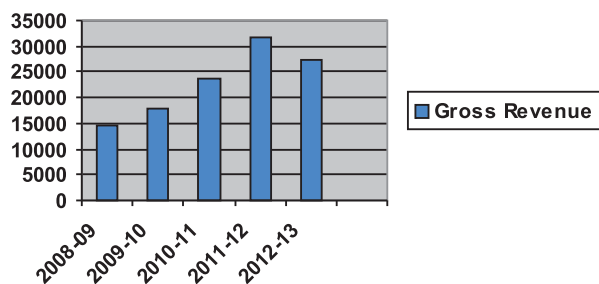
Place : Faridabad
Date : May 30, 2013

CA Pran Nath Singh
DGM - Accounts & Finance

Performance Highlights

(In Lacs)

Particulars	2008-09	2009-10	2010-11	2011-12	2012-13
Gross Revenue	14437.51	17867.66	23877.61	31814.73	27172.81
Gross Sales	14749.44	17456.38	22858.12	30141.48	26960.17
PBDIT	2570.49	2177.36	3433.41	3789.60	4568.84
PBIT	2177.56	1699.04	2883.27	3099.44	3818.47
PAT	808.90	566.29	844.82	608.61	1336.30
EPS	4.78	3.35	4.99	3.60	7.89





RICHA INDUSTRIES LIMITED		Member's Feedback Form 2012-2013				
Name: .....e-mail id:.....						
Address:						
DP ID:						
Client ID:						
Folio No.: (in case of physical holding)						
No. of Equity Shares held :						
(the period for which held)						
		Excellent	Very Good	Good	Satisfactory	Unsatisfactory
Directors' Report and Management Discussion and Analysis	Contents					
	Presentation					
Report on Corporate Governance	Contents					
	Presentation					
Shareholders' Referencer	Contents					
	Presentation					
Quality of Financial and Non-Financial information on the Annual Report	Contents					
	Presentation					
Information on Company's Website	Contents					
	Presentation					



	Excellent	Very Good	Good	Satisfactory	Unsatisfactory
Investor Services					
Turnaround time for response to shareholder query					
Quality of response					
Timely receipt of Annual Report					
Conduct of Annual General Meeting					
Timely receipt of dividend warrants/ payment through ECS					
Promptness in confirming demat/ remat requests.					
Overall rating					
Views/Suggestions for improvement, if any					



ATTENDANCE SLIP

Registered Office: V.P.O. Kanwara, Old Faridabad to Kheri- Jasana Road, Near Lingayas University, Faridabad- 121101, Haryana

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL
Joint shareholder may obtain additional Slip at the venue of the meeting

DP ID No.	
Client ID No.	

Master Folio No	
No. of Shares Held	

NAME AND ADDRESS OF THE SHAREHOLDER

I hereby record my presence at the **19th ANNUAL GENERAL MEETING** of the company held on Friday, September 13, 2013 at 10.00 a.m. at Hotel Delite, 17-18, Neelam-Bata Road, N.I.T. Faridabad.

Signature of Shareholder/Proxy



PROXY FORM

Registered Office: V.P.O. Kanwara, Old Faridabad to Kheri- Jasana Road, Near Lingayas University, Faridabad- 121101, Haryana

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL
Joint shareholder may obtain additional Slip at the venue of the meeting

DP ID No.	
Client ID No.	

Master Folio No	
-----------------	--

I/We.....of.....being a member/members of Richa Industries Limited hereby appoint of.....or falling him..... as my/ our proxy to vote for me/us and on my/our behalf at **19th Annual General Meeting** of the Company to be held on Friday, September 13, 2013 at 10.00 a.m. Hotel Delite, 17-18, Neelam-Bata Road, N.I.T. Faridabad.

Signed this..... Day of.....2013 _____

Signature

Please see the Instructions:

- Note: (1) The proxy, to be valid, should be deposited at the registered office of the company at V.P.O. Kanwara, Old Faridabad to Kheri- Jasana Road, Near Lingayas University, Faridabad- 121101, Haryana not less than 48 hours before the time fixed for holding the meeting or adjourned meeting.
(2) A Proxy need not be a member of the Company
(3) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
(4) In the case of Joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated

Affix a 15 paisa Revenue Stamp

RICHA INDUSTRIES LIMITED

Corporate Office :

Plot No. 57, Sector-27C, 13/1, Mathura Road, Faridabad - 121 003, India
Phone : +91-129-4133968, Fax : +91-129-4133969

Kashipur Unit :

8th km Stone, NH-121, Ram Nagar Road, Kashipur,
Distt. Udam Singh Nagar, Uttrakhand-244 713
Phone : +91-5947-223333

Faridabad Unit (Regd. Office) :

Village Kawnra, Old Faridabad, Kheri-Jasana Road,
Faridabad - 121 101
Tel. : +91-129-2201132, Fax : +91-129-2201137


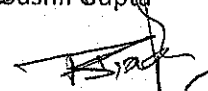
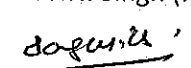
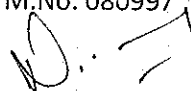


RICHA INDUSTRIES LIMITED

(Mfrs. of Pre-Engineered Steel Buildings & Textile Fabrics)

FORM A

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

1	Name of the Company	Richa Industries Limited
2	Annual financial statements for the year ended	31 st March, 2013
3	Type of Audit observation	Un-qualified
4	Frequency of observation	-----NIL-----
5	To be signed by-	
	Managing Director	 Sh. Sushil Gupta
	CFO	 Sh. P.N. Singh (Manager F&A)
	Auditor of the Company	 CA. R.A. Gupta M.No. 080997
	Audit Committee Chairman	 Mr. Neeraj Bajaj

Corporate Office:

Plot No. 57, Sector-27C,
13/1, Mathura Road,
Faridabad -121 003, India,
Phone : +91-129-4133968,
Fax : +91-129-4133969

Faridabad Unit (Regd. Office):

Village Kawnra,
Old Faridabad to Kheri-Jasana Road,
Faridabad-121101,
Phone : +91-129-2201132, 34,
Fax : +91-129-2201137

Kashipur Unit:

8th km Stone, NH-121, Ram Nagar Road,
Kashipur, Distt. Udham Singh Nagar,
Uttarakhand-244713,
Phone : +91-5947-223333

IMT Unit:

Plot No. 5, Sector-7,
IMT Manesar-122050,
Gurgaon,
Phone : +91-124-4175800,
Fax : +91-124-2290211

