



RUTRON INTERNATIONAL LTD.

FORM A

Sub: Manner of dealing with audit reports filed by listed companies

**Ref : Clause -31a of the listing agreement and SEBI Circular
no.CIR/CFD/DIL/7/2012 dated 13th August 2012**

1.	Name of the Company	Rutron International Limited
2.	Annual Financial statements for the year ended	31 st March, 2015
3.	Type of Audit qualification	N.A.
4.	Frequency of qualification	N.A.
5.	To be signed by -	
a	Mukesh Chouhan Executive Director	 
b	Pankaj Kothari Chief Financial Officer	 
c	Auditor of the Company Vishves A. Shah & Co. Chartered Accountants Vishves A. Shah Partner M.No. 109944	 For, Vishves A. Shah & Co. Chartered Accountants Firm No. 121336W Proprietor M.No. 109944 
d	Ashok Soni Audit Committee Chairman	 

RUTRON INTERNATIONAL LIMITED

34TH ANNUAL REPORT 2014-2015

Regd. Office: 223, IIInd Floor, Natraj Market, S. V. Road, Malad (W), Mumbai-400064.

BOARD OF DIRECTORS:

Mr. Mukesh Chouhan : Executive Director
Mr. Omprakash Agrawal : Non Executive Director
Mr. Ashok Soni : Independent Director
Mrs. Chhaya Soni : Independent Director

CIN: L60200MH1980PLC022303

AUDITORS:

Vishvesh A. Shah & Co.
Chartered Accountants
Ahmedabad

Registrars and Transfer Agents:**Bigshare Services Pvt. Ltd.**

E-2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (East),
Mumbai – 400 072.
Phone No. : 022- 40430200, Fax No. : 022-28475207
Email id.:info@bigshareonline.com, Website:www.bigshareonline.com

Bankers:

Indian Bank, Malad (W) Branch,
Mumbai – 400 064.

REGISTERED OFFICE:

223, IInd Floor, Natraj Market,
S. V. Road, Malad (W),
Mumbai-400064.
Contact no. 022-2844 9591
Email: rutron1980@gmail.com
Website:www.rutroninternational.com

Compliance Officer:

Mr. Omprakash Agrawal

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RUTRON INTERNATIONAL LIMITED

NOTICE

NOTICE is hereby given that the 34th Annual General Meeting of **RUTRON INTERNATIONAL LIMITED** will be held on Wednesday, 30th September, 2015 at 11.00 a.m. at Hotel Land Mark, Link Road, Malad West, Mumbai 400064 to transact the following business.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015, the Profit and Loss Account of the Company for the year ended on that date and the reports of the Directors and Auditors thereon.
2. To re-appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification (s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to provisions of Section 139 of Companies Act, 2013 and under any other provisions of law for the time being in force, and the rules framed there under, as amended from time to time M/s. Vishvesh A. Shah & Co., Chartered Accountants, (Firm Registration no. 121356W), be and are hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the 2nd consecutive Annual General Meeting subject to ratification by the shareholders at every Annual General Meeting held after this Annual General Meeting at such remuneration as shall be fixed by the Board of Directors in consultation with the Auditors.”

SPECIAL BUSINESS:

3. To appoint Mr. Omprakash Dineshchandra Agrawal (holding DIN: 06992044) as a Director and in this regard to consider and if thought fit, pass, with or without modification (s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and the Rules made there under, including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Omprakash Dineshchandra Agrawal (holding DIN: 06992044) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 10th October, 2014 and who in terms of section 161 holds office until the date of the Annual General Meeting and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Omprakash Dineshchandra Agrawal as a candidate for the office of a director of the Company, be and is hereby appointed as a Non Executive Non Independent Director of the Company liable to retire by rotation.”

4. To appoint Mr. Mukesh Chouhan (holding DIN: 01090113) as a Director and in this regard to consider and if thought fit, pass, with or without modification (s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and the Rules made there under, including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Mukesh Chouhan (holding DIN: 01090113) who was appointed as an Additional Executive Director of the Company by the Board of Directors with effect from 27th March, 2015 and who in terms of section 161 holds office until the date of the Annual General Meeting and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Mukesh Chouhan as a candidate for the office of a director of the Company, be and is hereby appointed as an Executive Director of the Company not liable to retire by rotation.”

5. To appoint Mr. Mukesh Chouhan (holding DIN: 01090113) as a Whole Time Director and in this regard to consider and if thought fit, pass, with or without modification (s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to provisions of Sections 196, 197, 203 and other applicable provisions if any, of the Companies Act, 2013 (“The Act”) read with Schedule V to the Act and the Companies (Appointment and Remunerations of Managerial Personnel) Rules, 2014 including any statutory modifications or enactments thereof from time to time, consent of the Shareholders be and is hereby accorded to appointment of Mr. Mukesh Chouhan (holding DIN: 01090113), as Whole Time Director for a period of 5 years at a remuneration of Rs. 15,000/- per month w.e.f 1st April 2015.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to alter and vary the terms and conditions of the said agreement in such a manner as may be agreed to by the Board and Mr. Mukesh Chouhan so as not to exceed the limits specified in Schedule V of the Companies Act, 2013, or any amendment thereto or enactments thereof with effect from such date as may be decided by it.”

Dated : 08.08.2015

Place : Mumbai

BY ORDER OF THE BOARD

Sd/-

Mukesh Chouhan

Chairman & Executive Director

Annual Report 2014-2015

Important Communique to Members-Green Initiative in Corporate Governance:

The Ministry of Corporate Affairs (MCA) has taken a Green Initiative in Corporate Governance by allowing paperless compliances by the companies and has issued a Circular stating that service of all documents including Annual Reports can be sent by e-mail to its Members. Your Company believes that this is a remarkable and environment friendly initiative by MCA and requests all members to support in this noble cause.

The Company has already embarked on this initiative and proposes to send documents including Annual Reports in electronic form to the Members on the email address provided by them to the RTA/Depositories.

The Members who hold shares in physical form are requested to intimate/update their email address to the Company / RTA while Members holding shares in demat form can intimate / update their email address to their respective Depository Participants.

Members are requested to further note that they will be entitled to be furnished, free of cost, the physical copy of the documents sent by e-mail, upon receipt of a requisition from them, any time, as a Member of the Company.

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.
During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
2. PROXY FORM AND ATTENDANCE SLIP ARE ENCLOSED, PROXIES IN ORDER TO BE VALID MUST REACH AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board resolution authorising their representative to attend and vote on their behalf at the meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 26th September, 2015 to 30th September 2015 (both the days inclusive) for the purpose of AGM.
5. Members are requested to notify immediately changes in their respective address, if any, to the Company's Registered Office quoting their Folio No.
6. Members who hold shares in the Dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the Annual General Meeting.
7. Additional information pursuant to Clause 49 of the Listing Agreement with stock exchanges in respect of the directors seeking appointment / re-appointment at the AGM is furnished and forms a part of the Notice. The Directors have furnished the requisite consents / declarations for their appointment / re-appointment.
8. Members / Proxies should bring their copy of the Annual Report and also the attendance slip duly filled in for attending the meeting.
9. Brief Profiles of the Director who is proposed to be appointed / re-appointed is given as Additional Information on Directors, which forms part of the Notice.
10. Members / Proxies should bring their copy of the Annual Report and also the attendance slip duly filled in for attending the meeting.
11. A statement pursuant to Section 102 (1) of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.
12. **Voting through electronic means :**
In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Seventh Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) limited (CDSL). The Company has signed an agreement with CDSL for facilitating such e-Voting by the Members.
The instructions for members for voting electronically are as under:-
In case of members receiving e-mail:
 - (i) Log on to the e-voting website www.evotingindia.com
 - (ii) Click on "Shareholders" tab.
 - (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
 - (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and Click on Login.

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- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the Sequence Number (Refer Serial Number printed on the name and address sticker/postal ballot form/mail) in the PAN field. • In case the Sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with Serial number 100 then enter RA00000100 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your Demat account or in the company records for the said Demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member ID/folio number in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Rutron International Limited on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk. evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on 27th September, 2015 from 9.00 A.M. and ends on 29th September, 2015 at 5.00 P.M. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 23rd September, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 (“The Act”)

The following statement sets out all material facts relating to Special Business mentioned in accompanying Notice:

ITEM NO. 3:

The Board, at its meeting held on 10th October, 2014 appointed Mr. Omprakash Dineshchandra Agrawal as an Additional Director of the Company with effect from 10th October, 2014, pursuant to Section 161 of the Companies Act, 2013. Mr. Omprakash Dineshchandra Agrawal is Non Independent Non Executive Director of the Company.

The Company has received notice in writing from member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Omprakash Dineshchandra Agrawal for the office of Director of the Company. Mr. Omprakash Dineshchandra Agrawal is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

Mr. Omprakash Dineshchandra Agrawal is interested in the resolution set out at Item No. 3 of the Notice with regard to his appointment. The relatives of Mr. Omprakash Dineshchandra Agrawal may be deemed to be interested in the resolution set out respectively at Item No. 3 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Mr. Omprakash Dineshchandra Agrawal is a Practicing Chartered Accountant and has more than 15 years experience in the field of Accounts, Audit and Taxation. In view of the background and valuable experience of Mr. Omprakash Dineshchandra Agrawal, it will be in the interest of the Company that he continues as a Director of the Company.

The resolution seeks the approval of members for the appointment of Mr. Omprakash Dineshchandra Agrawal as a Non Executive Non Independent Director of the Company pursuant to provisions of the Companies Act, 2013 and the rules made there under. He is liable to retire by rotation.

No director, key managerial personnel or their relatives, except Mr. Omprakash Dineshchandra Agrawal to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the ordinary resolution set forth in Item no. 3 for the approval of the members.

Item No. 4:

The Board, at its meeting held on 27th March, 2015 appointed Mr. Mukesh Chouhan as an Additional Director of the Company with effect from 27th March, 2015, pursuant to Section 161 of the Companies Act, 2013.

Pursuant to Section 161 of the Companies Act, 2013 Mr. Mukesh Chouhan will hold office up to the date of ensuing Annual General Meeting of the Company. The Company has received valid Notice in writing under the provisions of Section 160 of the Companies Act, 2013 from members along with requisite deposit proposing the candidature of Mr. Mukesh Chouhan for the office of Executive Director, to be appointed as such under the provisions of the Companies Act, 2013.

Mr. Mukesh Chouhan is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

The resolution seeks the approval of members for the appointment of Mr. Mukesh Chouhan as an Executive Director of the Company for a period of five years from the date of appointment as Additional Executive Director pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and the rules made there under. He is not liable to retire by rotation.

Mr. Mukesh Chouhan is interested in the resolution set out at Item No. 4 of the Notice with regard to his appointment. The relatives of Mr. Mukesh Chouhan may be deemed to be interested in the resolutions set out respectively at Item No. 4 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in anyway, concerned or interested, financially or otherwise, in this resolution.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

Item No. 5:

Mr. Mukesh Chouhan (holding DIN: 01090113) was appointed as an Additional Executive Director of the company w.e.f 27th March, 2015. It is proposed to appoint him as the Whole Time Director. The duties of the Whole Time Director shall be discharged subject to the superintendence, control and direction of the Board and he shall perform on behalf of the company in the ordinary course of business all such acts, deeds, and things, which in the ordinary course of business, he may consider necessary or proper or in the interest of the company.

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The resolution seeks the approval of members for the appointment of Mr. Mukesh Chouhan as a Whole Time Director of the Company for a term of 5 years pursuant to provisions of Sections 196, 197, 203 and other applicable provisions if any, of the Companies Act, 2013 ("The Act") read with Schedule V to the Act and the Companies (Appointment and Remunerations of Managerial Personnel) Rules, 2014.

Terms & Conditions:

- 1) Designation: Whole Time Director
- 2) Term: 5 years
- 3) Appointment Terms: The agreement has been placed before the meeting and initialed by the Chairman for the purpose of identification.
- 4) Remuneration: Rs. 15000/- p.m. w.e.f 1st April 2015 and other benefits as per the policy of the Company.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives, other than Mr. Mukesh Chouhan, in their personal capacity is concerned or interested, financially or otherwise, in this Resolution.

The Board commends the Special Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

Dated : 08.08.2015

Place : Mumbai

BY ORDER OF THE BOARD

Sd/-

Mukesh Chouhan

Chairman & Executive Director

Details of Directors seeking appointment / re-appointment by the shareholders of the Company at the ensuing Annual General Meeting (In pursuance of clause 49 of the listing agreement)

Name of Director	Mr. Omprakash Agrawal	Mr. Mukesh Chouhan
DIN	06992044	01090113
Date of Appointment	10th October, 2014	27th March, 2015
Nature of experience/ Expertise	Practicing Chartered Accountant having experience of over 15 years.	Having more than 10 years of experience in General Business and Administration
Shareholding in the Company	Nil	Nil

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DIRECTORS REPORT

To,

The Members

Rutron International Limited

Your Directors have pleasure in presenting the 34th Annual Report together with the audited statement of accounts for the period ended on 31st March, 2015.

FINANCIAL RESULTS:

(Amount in Rupees)

PARTICULARS	31.03.2015	31.03.2014
Revenue from Operations	Nil	22,80,000
Other Operating Income	1,57,90,386	1,23,70,570
Profit For The Year Before Taxation	93,17,581	(94,33,755)
Tax Expenses		
(a) Current Tax	18,23,309	-
(b) Deferred Tax	-	-
(c) Tax of Earlier Year	-	-
Profit after tax	74,94,272	(94,33,755)

FINANCIAL HIGHLIGHTS:

- Revenue from operations was Nil for fiscal year 2015.
- Other operating income stood at Rs. 1,57,90,386/- for fiscal year 2015.
- Profit for fiscal year 2015 is Rs. 74,94,272/-

RESERVES:

The Company does not propose to carry any amount to reserves.

DIVIDEND:

The directors do not recommend any dividend for the year under consideration.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report is enclosed as a part of this report.

CORPORATE GOVERNANCE AND SHAREHOLDERS INFORMATION:

Your Company has taken adequate steps to adhere to all the stipulations laid down in Clause 49 of the Listing Agreement. A report on Corporate Governance is included as a part of this Annual Report. Certificate from the Statutory Auditors of the company confirming the compliance with the conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement is included as a part of this report.

LISTING WITH STOCK EXCHANGE:

The Company confirms that it has paid the Annual Listing Fees for the year 2015-16 to BSE Ltd. where the Company's Shares are listed.

DIRECTORS & COMMITTEES:

Mr. Deep Bhatia, Mr. Hitesh Pandya and Mr. Kailash Todi resigned from the Board w.e.f October 1, 2014, December 04, 2014 and April 15, 2015 respectively.

Mr. Omprakash Agrawal and Mr. Mukesh Chouhan were appointed by the board w.e.f. 10.10.2014 and 27.03.2015 respectively.

All independent directors have given declaration that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013 and clause 49 of listing agreement.

i. Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, a separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board who were evaluated on parameters such as level of engagement and contribution and independence of judgment thereby safeguarding the interest of the Company. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance

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evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors. The board also carried out annual performance evaluation of the working of its Audit, Nomination and Remuneration as well as Shareholders / Investors Relations and Grievance Committee. The Directors expressed their satisfaction with the evaluation process.

ii. Remuneration Policy

The Board has, on the recommendation of the Nomination & Remuneration committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The remuneration policy as adopted by the company envisages payment of remuneration according to qualification, experience and performance at different levels of the organization.

iii. Meetings

During the year Seven Board Meetings and one independent directors' meeting was held. The Details of the meetings and attendance thereof have been given in Corporate Governance Report. The provisions of Companies Act, 2013 and listing agreement were adhered to while considering the time gap between two meetings.

iv. Constitution of Committees

The Board has constituted an Audit Committee, Nomination & Remuneration Committee and a Shareholders / Investors Relations and Grievance Committee, the details of which have been mentioned in the Corporate Governance Report.

AUDITORS:

i) Statutory Auditors:

The Auditors, M/s. Vishvesh A. Shah & Co. retire at this Annual General Meeting and being eligible, offer themselves for reappointment.

ii) Secretarial Auditor:

According to the provision of section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Ms. Binu Singh, was appointed as the Secretarial Auditor for the financial year 2014-15. The Secretarial Audit Report submitted by the Secretarial Auditor is enclosed as a part of this report in **Annexure A**.

iii) Internal Auditor:

M/S PKC & Associates, Practicing Chartered Accountant, Mumbai performed the duties of internal auditors of the company for the year 2014-15 and their report is reviewed by the audit committee from time to time.

COMMENTS ON SECRETARIAL AUDITORS REPORT:

As regards the Company not having appointed the Company Secretary as required under section 203 of the Companies Act, 2013, the Company has made suitable efforts for the recruitment of suitable candidate for the post of Company Secretary.

As regards delay in filing of certain returns/ forms with the Registrar of Companies, these forms/returns have been filed by making the payment of the additional fee as prescribed by the law.

DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to the requirement clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, your Directors confirm that:

- i. That in the preparation of the annual accounts for the financial year ended 31st March, 2015 the applicable accounting standard had been followed along with proper explanation relating to material departures.
- ii. That the directors had selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of loss of the Company for the year under review.
- iii. That the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provision of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv. That the directors had prepared the accounts for the financial year ended 31st March, 2015 on a going concern basis.
- v. That the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- vi. That the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively

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CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

Conservation of energy and technology absorption information pursuant to section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 is not applicable. There is no Foreign Exchange Earnings and Outgoes during the year.

VIGIL MECHANISM/ WHISTLE BLOWER POLICY:

Pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established. The Vigil Mechanism Policy has been uploaded on the website of the Company at www.rutroninternational.com/whistleblower.html

RELATED PARTY TRANSACTIONS:

There were no materially significant related party transactions with the Company's Promoters, Directors, Management or their relatives, which could have had a potential conflict with the interests of the Company. The details of the related party transactions are provided elsewhere in this annual report in the Notes to Accounts to the Financial Statements. Transactions with related parties entered by the Company in the normal course of business are periodically placed before the Audit Committee for its omnibus approval and the particulars of contracts entered during the year as per Form AOC 2 is enclosed as **Annexure B**. The Board of Directors of the Company has, on the recommendation of the Audit Committee, adopted a policy to regulate transactions between the Company and its Related Parties, in compliance with the applicable provisions of the Companies Act 2013, the Rules there under and the Listing Agreement. This Policy was considered and approved by the Board and has been uploaded on the website of the Company at www.rutroninternational.com/relatedparty.html

EXTRACT OF ANNUAL RETURN:

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

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

REMUNERATION RATIO OF THE DIRECTORS / KEY MANAGERIAL PERSONNEL (KMP) / EMPLOYEES:

The information required pursuant to Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Companies (Particulars of Employees) Rules, 1975, in respect of employees of the Company and Directors of the Company is furnished hereunder:

Sr. No.	Director's Name	Designation	Remuneration 2014-15	Remuneration 2013-14	Increase/ Decrease	Ratio/Times per Median of employee remuneration
1	Pankaj Kothari	Chief Financial Officer	70,000**	Nil	+70,000	0.17

** Mr. Pankaj Kothari was appointed as Chief Financial Officer of the Company w.e.f February 12, 2015.

DEVELOPMENT AND IMPLEMENTATION OF A RISK MANAGEMENT POLICY:

The company has been addressing various risks impacting the company and the policy of the company on risk management is provided elsewhere in this annual report in Management Discussion and Analysis

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has adequate system of internal control to safeguard and protect from loss, unauthorized use or disposition of its assets. All the transactions are properly authorized, recorded and reported to the Management. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statements. The internal auditor of the company checks and verifies the internal control and monitors them in accordance with policy adopted by the company. The Company continues to ensure proper and adequate systems and procedures commensurate with its size and nature of its business.

POLICY ON SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

A policy has been drafted and approved by the Board in its meeting held on May 28, 2015. A committee namely Local Control Committee has been construed for protection of women against Sexual Harassment at the workplace consisting of the following:

Name of Member	Designation
Mrs. Chhaya Soni	Chairman
Mrs. Preeti Kothari	Member
Mr. Pankaj Kothari	Member

RUTRON INTERNATIONAL LIMITED

The Committee will look after the complaints received from the women employees and will also work for Safety of Women at workplace.

POSTAL BALLOT

The Board of Directors of your company have passed the resolution for alteration of main object, change in name of the company and other items through postal ballot for which the notice of the postal ballot has been sent to all the members of the company vide notice dated 11.7.2015. It is still under process.

ACKNOWLEDGMENT:

The Directors wish to thank and deeply acknowledge the cooperation and assistance received from the Bankers and shareholders. The Director also wishes to place on record their appreciation of the devoted services of employees of the Company.

PLACE: Mumbai

DATE: 8th August, 2015

FOR AND ON BEHALF OF THE BOARD

Sd/-

**Mukesh Chouhan
Chairman & Executive Director**

Annexure-A to the Directors Report

Secretarial Audit Report

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2015

(Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014)

To,

The Members,

RUTRON INTERNATIONAL LIMITED

223, IInd Floor, Natraj Market,

S.V. Road, Malad (W), Mumbai-400064,

Maharashtra

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **RUTRON INTERNATIONAL LIMITED** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended 31st March, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter :

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company, for the financial year ended on 31st March, 2015 according to the provisions of:-

- i. The Companies Act, 2013 and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Listing agreement and Secretarial Standards.
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"), viz :
 - a. The Securities and Exchange Board of India (Substantial acquisition of Shares and Takeover) Regulations, 2011
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 1992
 - c. The Securities and Exchange Board of India (Registrars to an issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- vi. We have relied on the representation made by the company and its officers for systems and mechanism formed by the company for compliances under other applicable Acts, Laws and Regulations as mentioned by the Company in its Management Representation Letter.

We have also examined compliance with the applicable clauses of The Listing Agreements entered into by the Company with Bombay Stock Exchange Limited.

During the period under review, The Company has filed various e-forms, with the Registrar of the Companies within the prescribed time, **except few e-forms which were filed by the company beyond the prescribed.**

During the year under review, the company has complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above, **except that the Company has not appointed a Key Managerial Personnel i.e. "Company Secretary" as per provisions of section 203 of The Companies Act, 2013.**

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items

RUTRON INTERNATIONAL LIMITED

before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members view, if any, are captured and recorded as part of the minutes. We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the year under report, the company has not undertaken event/action having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, etc. referred to above.

Sd/-
BINU SINGH
ACS No. 32440
CP No. 13806

Dated : 7th August 2015

Place : Mumbai

Note: This report is to be read with our letter of even date that is annexed as Annexure I and forms an integral part of this report.

ANNEXURE I

To,

The Members,

RUTRON INTERNATIONAL LIMITED

223, 11nd Floor, Natraj Market,

S.V. Road, Malad (W), Mumbai-400064,

Maharashtra

Our report of even date is to be read along with this Secretarial Audit Report.

1. Maintenance of secretarial records is the responsibility of management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of corporate and other applicable laws, rules and regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Sd/-
BINU SINGH
ACS No. 32440
CP No. 13806

Dated : 7th August 2015

Place : Mumbai

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Annexure B to the Directors Report

Form No. AOC 2 – RELATED PARTY DISCLOSURE

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014. Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

There is no such Transaction which is not on arm's length basis

2. Details of contracts or arrangements or transactions at Arm's length basis.

Sr. No	Particulars	
a)	Name (s) of the related party	Mr. Pankaj Kothari**
	Nature of relationship	KMP
b)	Nature of contracts/arrangements/transaction	Remuneration
c)	Duration of the contracts/arrangements/transaction	-
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Rs. 70,000/-
e)	Date of approval by the Board	In the normal course of business
f)	Amount paid as advances, if any	-

** Mr. Pankaj Kothari was appointed as the Chief Financial Officer of the Company w.e.f 12th February 2015

For and On behalf of the Board

Place: Mumbai

Dated: 08.08.2015

Sd/-

Mukesh Chouhan
Chairman & Executive Director

Annexure C FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN as on financial year ended on 31.03.2015
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014.

I	REGISTRATION & OTHER DETAILS:	
i	CIN	L60200MH1980PLC022303
ii	Registration Date	07/03/1980
iii	Name of the Company	RUTRON INTERNATIONAL LIMITED
iv	Category/Sub-category of the Company	Company Limited by Shares
v	Address of the Registered office & contact details	223, 11nd Floor, Natraj Market, S.V.Road, Malad (West), Mumbai 400064 Tel.: 022 28449591, Email : rutron1980@gmail.com, website : www.rutroninternational.com
vi	Whether listed company	Yes
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	BIGSHARE SERVICES PRIVATE LIMITED. E-2/3, Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri (E), Mumbai - 400072 Tel.: 022 40430200, Fax : 022 28475207 Email id.:info@bigshareonline.com, Website:www.bigshareonline.com
II	PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY	
	The Company is engaged in Financial Service Activity and Consultancy Business.	
III	PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES	
Sr No	Name & Address of the Company	CIN/GLN
	NONE	

RUTRON INTERNATIONAL LIMITED

IV (i) STATEMENT SHOWING SHAREHOLDING PATTERN									
Sr. No.	Category of Shareholder	No. of Shares held at the beginning of the year: 01/04/2014				No. of Shares held at the end of the year :31/03/2015			
		Demat	Physical	Total Shares	Total %	Demat	Physical	Total Shares	Total %
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)	(IX)
(a)	INDIVIDUAL / HUF	-	-	-	-	-	-	-	-
(b)	CENTRAL / STATE GOVERNMENT(S)	-	-	-	-	-	-	-	-
(c)	BODIES CORPORATE	-	-	-	-	-	-	-	-
(d)	FINANCIAL INSTITUTIONS / BANKS	-	-	-	-	-	-	-	-
(e)	ANY OTHERS (Specify)								
(i)	DIRECTORS RELATIVES	-	-	-	-	-	-	-	-
(ii)	GROUP COMPANIES	-	-	-	-	-	-	-	-
(iii)	TRUSTS	-	-	-	-	-	-	-	-
	SUB TOTAL (A)(1) :	-	-	-	-	-	-	-	-
(a)	INDIVIDUAL	-	-	-	-	-	-	-	-
(b)	BODIES CORPORATE	-	-	-	-	-	-	-	-
(c)	INSTITUTIONS	-	-	-	-	-	-	-	-
(d)	QUALIFIED FOREIGN INVESTOR	-	-	-	-	-	-	-	-
(e)	ANY OTHERS (Specify)								
	SUB TOTAL (A)(2) :	-	-	-	-	-	-	-	-
	Total holding for promoters								
	(A)=(A)(1) + (A)(2)	-	-	-	-	-	-	-	-
	Total (A) + (B) :	-	-	-	-	-	-	-	-
(a)	MUTUAL FUNDS / UTI	-	-	-	-	-	-	-	-
(b)	FINANCIAL INSTITUTIONS / BANKS	-	-	-	-	-	-	-	-
(c)	CENTRAL / STATE GOVERNMENT(S)	-	-	-	-	-	-	-	-
(d)	VENTURE CAPITAL FUNDS	-	-	-	-	-	-	-	-
(e)	INSURANCE COMPANIES	-	-	-	-	-	-	-	-
(f)	FII'S	-	-	-	-	-	-	-	-

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(g)	FOREIGN VENTURE CAPITAL INVESTORS								
		-	-	-	-	-	-	-	-
(h)	QUALIFIED FOREIGN INVESTOR								
		-	-	-	-	-	-	-	-
(i)	ANY OTHERS (Specify)								
		-	-	-	-	-	-	-	-
	SUB TOTAL (B)(1) :	-	-	-	-	-	-	-	-
(a)	BODIES CORPORATE								
		99,161,748	-	99,161,748	56.31	115,346,440	-	115,346,440	65.50
(b)	INDIVIDUAL								
(i)	(CAPITAL UPTO TO Rs. 1 Lakh)	248,126	3,000	251,126	0.14	182,648	3,000	185,648	0.11
(ii)	(CAPITAL GREATER THAN Rs. 1 Lakh)	59,636,500	-	59,636,500	33.87	57,791,500	-	57,791,500	32.82
(c)	QUALIFIED FOREIGN INVESTOR								
		-	-	-	-	-	-	-	-
(d)	ANY OTHERS (Specify)								
(i)	TRUSTS	-	-	-	-	-	-	-	-
(ii)	CLEARING MEMBER	17,050,626	-	17,050,626	9.68	2,772,675	-	2,772,675	1.57
(iii)	DIRECTORS RELATIVES	-	-	-	-	-	-	-	-
(iv)	EMPLOYEE	-	-	-	-	-	-	-	-
(v)	NON RESIDENT INDIANS (NRI)	-	-	-	-	3,737	-	3,737	0.00
(vi)	OVERSEAS BODIES CORPORATES	-	-	-	-	-	-	-	-
(vii)	UNCLAIMED SUSPENSE ACCOUNT	-	-	-	-	-	-	-	-
	SUB TOTAL (B)(2) :	176,097,000	3,000	176,100,000	100.00	176,097,000	3,000	176,100,000	100.00
	Total Public Shareholding								
	(B)=(B)(1) + (B)(2)	176,097,000	3,000	176,100,000	100.00	176,097,000	3,000	176,100,000	100.00
	Total (A) + (B) :	176,097,000	3,000	176,100,000	100.00	176,097,000	3,000	176,100,000	100.00
(a)	SHARES HELD BY CUSTODIANS								
		-	-	-	-	-	-	-	-
(i)	Promoter and Promoter Group	-	-	-	-	-	-	-	-
(ii)	Public	-	-	-	-	-	-	-	-
	SUB TOTAL (C)(1) :	-	-	-	-	-	-	-	-
	(C)=(C)(1)	-	-	-	-	-	-	-	-
	Total (A) + (B) :	176,097,000	3,000	176,100,000	100.00	176,097,000	3,000	176,100,000	100.00
	Grand Total (A) + (B) + (C)	176,097,000	3,000	176,100,000	100.00	176,097,000	3,000	176,100,000	100.00

IV (ii) SHAREHOLDING OF PROMOTERS AND CHANGE IN THE HOLDING								
Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of Total Shares of the company	% of Shares	No. of Shares	% of Total Shares of the company	% of Shares	
1		Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total							

RUTRON INTERNATIONAL LIMITED

IV (iii) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs)							
Sr.No	NAME	No. of Shares at the beginning/End of the year	Date	Increase/Decrease in share-holding	Reason	Number of Shares	Percentage of total shares of the company
1	ARCADIA SHARE & STOCK BROKERS PVT LTD	4,844,000	01-Apr-14	0	Transfer	4,844,000	2.75
			30-May-14	70000	Transfer	4,914,000	2.79
			06-Jun-14	-497000	Transfer	4,417,000	2.51
			20-Jun-14	325000	Transfer	4,742,000	2.69
			30-Jun-14	150000	Transfer	4,892,000	2.78
			04-Jul-14	-200	Transfer	4,891,800	2.78
			22-Aug-14	-57800	Transfer	4,834,000	2.75
			24-Sep-14	-104500	Transfer	4,729,500	2.69
			29-Sep-14	-10100	Transfer	4,719,400	2.68
			30-Sep-14	14600	Transfer	4,734,000	2.69
			03-Oct-14	10000	Transfer	4,744,000	2.69
			17-Oct-14	-475000	Transfer	4,269,000	2.42
			24-Oct-14	-2178500	Transfer	2,090,500	1.19
			07-Nov-14	-854520	Transfer	1,235,980	0.70
			14-Nov-14	102420	Transfer	1,338,400	0.76
			21-Nov-14	-1094400	Transfer	244,000	0.14
			12-Dec-14	19600	Transfer	263,600	0.15
			19-Dec-14	500	Transfer	264,100	0.15
			30-Jan-15	200	Transfer	264,300	0.15
			06-Feb-15	-200	Transfer	264,100	0.15
			20-Feb-15	400	Transfer	264,500	0.15
			27-Feb-15	500	Transfer	265,000	0.15
			06-Mar-15	-300	Transfer	264,700	0.15
			13-Mar-15	-600	Transfer	264,100	0.15
			20-Mar-15	212	Transfer	264,312	0.15
			27-Mar-15	800	Transfer	265,112	0.15
			31-Mar-15	100	Transfer	265,212	0.15
		265,212	31-Mar-15	0	Transfer	265,212	0.15
2	PADMA IMPEX PRIVATE LIMITED	5,739,622	01-Apr-14	0	Transfer	5,739,622	3.26
			20-Jun-14	-7591	Transfer	5,732,031	3.26
			30-Jun-14	-37519	Transfer	5,694,512	3.23
			04-Jul-14	-18425	Transfer	5,676,087	3.22
			11-Jul-14	-31950	Transfer	5,644,137	3.21
			18-Jul-14	-19100	Transfer	5,625,037	3.19
			25-Jul-14	-13200	Transfer	5,611,837	3.19
			01-Aug-14	-11050	Transfer	5,600,787	3.18
			08-Aug-14	-14752	Transfer	5,586,035	3.17
			15-Aug-14	-5700	Transfer	5,580,335	3.17
			22-Aug-14	-7000	Transfer	5,573,335	3.16
			29-Aug-14	-11818	Transfer	5,561,517	3.16
			05-Sep-14	-12563	Transfer	5,548,954	3.15

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			12-Sep-14	-8048	Transfer	5,540,906	3.15
			19-Sep-14	-5462	Transfer	5,535,444	3.14
			30-Sep-14	-4563	Transfer	5,530,881	3.14
			03-Oct-14	-800	Transfer	5,530,081	3.14
			10-Oct-14	-6247	Transfer	5,523,834	3.14
			17-Oct-14	-8080	Transfer	5,515,754	3.13
			24-Oct-14	-2065	Transfer	5,513,689	3.13
			31-Oct-14	-13620	Transfer	5,500,069	3.12
			07-Nov-14	-7270	Transfer	5,492,799	3.12
			14-Nov-14	-28255	Transfer	5,464,544	3.10
			21-Nov-14	-15226	Transfer	5,449,318	3.09
			28-Nov-14	-17695	Transfer	5,431,623	3.08
			05-Dec-14	-11825	Transfer	5,419,798	3.08
			12-Dec-14	-10100	Transfer	5,409,698	3.07
			19-Dec-14	-4350	Transfer	5,405,348	3.07
		5,405,348	31-Mar-15	0	Transfer	5,405,348	3.07
3	NARESH GARG	4,850,000	01-Apr-14	0	Transfer	4,850,000	2.75
		4,850,000	31-Mar-15	0	Transfer	4,850,000	2.75
4	SANGEETA GARG	4,800,000	01-Apr-14	0	Transfer	4,800,000	2.73
		4,800,000	31-Mar-15	0	Transfer	4,800,000	2.73
5	COMFORT SECURITIES LTD	12,131,576	01-Apr-14	0	Transfer	12,131,576	6.89
			04-Apr-14	-19222	Transfer	12,112,354	6.88
			11-Apr-14	-21551	Transfer	12,090,803	6.87
			18-Apr-14	-10309	Transfer	12,080,494	6.86
			25-Apr-14	-18059	Transfer	12,062,435	6.85
			02-May-14	-20255	Transfer	12,042,180	6.84
			09-May-14	-214401	Transfer	11,827,779	6.72
			16-May-14	-206000	Transfer	11,621,779	6.60
			23-May-14	-193640	Transfer	11,428,139	6.49
			30-May-14	-225855	Transfer	11,202,284	6.36
			06-Jun-14	-1118435	Transfer	10,083,849	5.73
			13-Jun-14	-2375930	Transfer	7,707,919	4.38
			20-Jun-14	-76654	Transfer	7,631,265	4.33
			30-Jun-14	-4069623	Transfer	3,561,642	2.02
			04-Jul-14	-54000	Transfer	3,507,642	1.99
			11-Jul-14	336375	Transfer	3,844,017	2.18
			18-Jul-14	55350	Transfer	3,899,367	2.21
			25-Jul-14	-40750	Transfer	3,858,617	2.19
			01-Aug-14	-52000	Transfer	3,806,617	2.16
			08-Aug-14	1551	Transfer	3,808,168	2.16
			15-Aug-14	-351641	Transfer	3,456,527	1.96
			22-Aug-14	-1200	Transfer	3,455,327	1.96
			29-Aug-14	-946109	Transfer	2,509,218	1.42
			05-Sep-14	234	Transfer	2,509,452	1.43
			12-Sep-14	2674	Transfer	2,512,126	1.43
			19-Sep-14	-3361	Transfer	2,508,765	1.42
			24-Sep-14	251066	Transfer	2,759,831	1.57
			29-Sep-14	-12911	Transfer	2,746,920	1.56
			30-Sep-14	-90937	Transfer	2,655,983	1.51

RUTRON INTERNATIONAL LIMITED

			03-Oct-14	-143700	Transfer	2,512,283	1.43
			10-Oct-14	-3025	Transfer	2,509,258	1.42
			17-Oct-14	-420	Transfer	2,508,838	1.42
			24-Oct-14	-915	Transfer	2,507,923	1.42
			31-Oct-14	1625	Transfer	2,509,548	1.43
			07-Nov-14	-1095	Transfer	2,508,453	1.42
			14-Nov-14	1805	Transfer	2,510,258	1.43
			21-Nov-14	-1350	Transfer	2,508,908	1.42
			28-Nov-14	3500	Transfer	2,512,408	1.43
			05-Dec-14	975	Transfer	2,513,383	1.43
			12-Dec-14	-4225	Transfer	2,509,158	1.42
			19-Dec-14	-1400	Transfer	2,507,758	1.42
			31-Dec-14	-1050	Transfer	2,506,708	1.42
		2,506,708	31-Mar-15	0	Transfer	2,506,708	1.42
6	HASHMUKHBHAI BAKORBHAI PATEL HUF	11,000,000	01-Apr-14	0	Transfer	11,000,000	6.25
		11,000,000	31-Mar-15	0	Transfer	11,000,000	6.25
7	HS TRADECOM PRIVATE LIMITED	7,664,000	01-Apr-14	0	Transfer	7,664,000	4.35
		7,664,000	31-Mar-15	0	Transfer	7,664,000	4.35
8	LIMESTONE PROPERTIES PRIVATE LIMITED	5,168,000	01-Apr-14	0	Transfer	5,168,000	2.93
		5,168,000	31-Mar-15	0	Transfer	5,168,000	2.93
9	LADIOS TRADING PRIVATE LIMITED	5,042,500	01-Apr-14	0	Transfer	5,042,500	2.86
		5,042,500	31-Mar-15	0	Transfer	5,042,500	2.86
10	DHANLAKSHMI BROKERS PRIVATE LIMITED	6,051,330	01-Apr-14	0	Transfer	6,051,330	3.44
			05-Dec-14	-25000	Transfer	6,026,330	3.42
			12-Dec-14	-40000	Transfer	5,986,330	3.40
		5,986,330	31-Mar-15	0	Transfer	5,986,330	3.40
11	AMIT HASMUKHBHAI PATEL HUF	11,000,000	01-Apr-14	0	Transfer	11,000,000	6.25
		11,000,000	31-Mar-15	0	Transfer	11,000,000	6.25
12	RANGAN VINCOM PRIVATE LIMITED	4,697,590	01-Apr-14	0	Transfer	4,697,590	2.67
		4,697,590	31-Mar-15	0	Transfer	4,697,590	2.67

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V INDEBTEDNESS				
Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year				
i) Principal Amount	700,034	-	-	700,034
ii) Interest due but not paid	-	-	-	NIL
iii) Interest accrued but not due	-	-	-	NIL
Total (i+ii+iii)	700,034	-	-	700,034
Change in Indebtedness during the financial year				
Additions	-	-	-	NIL
Reduction	700,034			700,034
Net Change	(700,034)			(700,034)
Indebtedness at the end of the financial year				
i) Principal Amount	-	-	-	NIL
ii) Interest due but not paid	-	-	-	NIL
iii) Interest accrued but not due	-	-	-	NIL
Total (i+ii+iii)	NIL	Nil	NIL	NIL
A. Remuneration to Managing Director, Whole time director and/or Manager:				
Sl. No	Particulars of Remuneration	Name of the MD/WTD/Manager	Total Amount	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	No remuneration is paid to any of the Executive Directors during 2014-15 *	-	
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961		NIL	
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961		NIL	
2	Stock option		NIL	
3	Sweat Equity		NIL	
4	Commission -as % of profit -others (specify)		NIL	
5	Others, please specify	NIL		
	Total (A)		-	
	Ceiling as per the Act	No remuneration is paid to any of the Executive Directors.		
* Mr. Mukesh Chouhan is appointed as the Executive Director w.e.f 27th March 2015				

RUTRON INTERNATIONAL LIMITED

B. Remuneration to other directors:				
Sl. No	Particulars of Remuneration	Name of the Directors		Total Amount
1	Independent Directors	Ashok Soni	Chhaya Soni	
	(a) Fee for attending board committee meetings	-	-	NIL
	(b) Commission	-	-	NIL
	(c) Others, please specify	-	-	NIL
	Total (1)			NIL
2	Other Non Executive Directors	Mr. Omprakash Dinshchandra Agrawal		
	(a) Fee for attending board committee meetings	-		NIL
	(b) Commission	-		NIL
	(c) Others, please specify.	-		NIL
	Total (2)	-		NIL
	Total (B)=(1+2)	-		NIL
	Total Managerial Remuneration	Nil	Nil	
	Overall Ceiling as per the Act.	No Remuneration is paid to any of the Directors		

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD				
Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
1	Gross Salary	CFO	Total	
		Pankaj Ratanlal Kothari		
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	70,000*	70,000	
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	
2	Stock Option	-	-	
3	Sweat Equity	-	-	
4	Commission - as % of profit - others, specify	-	-	
5	Others, please specify	-	-	
	Total	70,000*	70,000	

* Mr. Pankaj Kothari was appointed as the Chief Financial Officer of the Company w.e.f 12th February 2015.

VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES					
Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/Compounding fees imposed	Authority (RD/ NCLT/Court)	Appeal made if any (give details)
A. COMPANY					
Penalty			None		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			None		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			None		
Punishment					
Compounding					

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A) INDUSTRY STRUCTURE AND DEVELOPMENT:

The company is engaged in Financial Service Activity and Consultancy Business.

B) INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

An appropriate and adequate system of internal controls exist in your company to ensure that all assets are safeguarded and protected against loss or from misuse or disposition, and that the transactions are authorized, recorded and reported suitably. Internal control systems are ensuring effectiveness of operations, accuracy and promptness of financial reporting and observance with laws & regulations.

The internal control is supplemented on an ongoing basis, by an extensive program of internal audit being implemented throughout the year by independent Chartered Accountants firm of "Internal Auditors". The internal audit reports along with management comments thereon are review by the Audit Committee of the Board comprising of independent and non-executive Directors, on a regular basis. Implementations of the suggestions are also monitored by the Audit Committee. The internal control is designed to ensure that the financial and other records of the company are reliable for preparing financial statements and other data, and for maintaining accountability of assets.

C) HUMAN RESOURCES POLICIES:

The company is being managed by its Directors and a few employees who look after the day to day functioning of the Company.

D) CAUTIONARY STATEMENT:

The statements in report of the Board of Directors and the Management Discussion & Analysis Report describing the Company's outlook, estimates 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 since the Company's operations are influenced by many external and internal factors beyond the control of the Company. The Company takes no responsibility for keeping the members updated on changes in these factors except as may be statutorily required from time to time.

CORPORATE GOVERNANCE REPORT

1) COMPANY'S PHILOSOPHY:

The Corporate Governance code as introduced by Securities and Exchange Board of India (SEBI) in pursuance of clause 49 of Listing Agreement and subsequently amended from time to time.

The company believes in maximum utilization of resources at minimum cost and attaining maximum long term shareholders value. The company has also consistently followed good corporate policy and enhanced its value in the eyes of shareholders, Bankers, Customers and Employees.

We believe in demonstrating high level of accountability, maintaining high standards of transparency, timely disclosures and dissemination of price sensitive information, ensuring thorough compliance with all applicable laws and regulations and conducting our business in an ethical manner.

2) BOARD OF DIRECTORS:

a) Composition and category of Directors as on March 31, 2015:

The Board of Directors of the Company comprises of a fair number of Independent professionally competent and acclaimed Non Executive Directors. The Board of Directors of the Company consists of four Members.

Mr. Mukesh Chouhan	:	Executive & Non Independent Director
Mr. Kailash Todi	:	Executive & Non Independent Director
Mr. Omprakash Agrawal	:	Non-Executive & Non Independent Director
Mr. Ashok Soni	:	Non-Executive & Independent Director
Mrs. Chhaya Soni	:	Non-Executive & Independent Director

None of the Directors have pecuniary or Business relationship with the Company except as mentioned elsewhere in the Annual Report. No Director of the Company is either member in more than ten committees and/or Chairman of more than five committees across all Companies in which he/ she is Director.

During the year seven Board Meetings were held on following dates:

30th May, 2014, 5th August 2014, 14th August 2014, 10th October 2014, 14th November 2014, 12th February 2015 and 27th March 2015.

A meeting of the Independent Directors was held on 12th February, 2015.

The time gap between the two meetings was not more than 120 days. All the information required to be furnished to the Board was made available to them along with detailed Agenda notes.

Sl. No.	Name of Director	No of Meetings Attended	Attendance at Last AGM	No. of other Directorships*	No. of Committee membership In the Company	
					Chairman	Member
1.	Mr. Ashok Soni **	5	Yes	--	3	--
2.	Mrs. Chhaya Soni **	5	No	--	--	2
3.	Mr. Omprakash Dineshchandra Agrawal***	3	No	--	--	3
4.	Mr. Mukesh Chouhan****	--	No	--	--	1
5.	Mr. Pareshkumar Kantilal Shah *****	2	No	--	--	--
6.	Mr. Kailash Todi *****	6	No	--	--	--
7.	Mr. Hitesh Pandya *****	3	Yes	--	--	--
8	Mr. Deep Bhatia *****	3	Yes	--	--	--

* Excluding directorships in private, foreign companies and companies which are granted license under Section 8 of the Companies Act, 2013.

**Mr. Ashok Soni and Mrs. Chhaya Soni were appointed by the board w.e.f. 05.08.2014.

*** Mr. Omprakash Dineshchandra Agrawal was appointed by the Board w.e.f 10.10.2014

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**** Mr. Mukesh Chouhan was appointed by the Board w.e.f 27.03.2015

***** Mr Pareshkumar Kantilal Shah resigned from the Board w.e.f. 05.08.2014.

***** Mr. Kailash Todi resigned from the Board w.e.f. 15.04.2015

***** Mr. Hitesh Pandya resigned from the Board w.e.f 04.12.2014

***** Mr. Deep Bhatia resigned from the Board w.e.f 01.10.2014

3) Code of Conduct:

The Code of Conduct, which has been formulated for the Board Members and Senior Members and Senior Management Personnel of the Company, is posted on the website of the Company, viz. www.rutroninternational.com.

4) BOARD COMMITTEES:

The Board has constituted the following committees :

I) Audit Committee

II) Nomination & Remuneration Committee**

III) Shareholders / Investors Relations and Grievance Committee*

*The name of the Committee was renamed from Share Transfer - cum - Investor Grievance Committee to Shareholders / Investors Relations and Grievance Committee in the Board Meeting held on 12th February, 2015

**The name of the Committee was renamed from Remuneration Committee to Nomination & Remuneration Committee in the Board Meeting held on 12th February, 2015

I) AUDIT COMMITTEE:

A. Composition:

The Audit Committee comprises of three Directors, namely

1. Mr. Ashok Soni Chairman
2. Mr. Omprakash Agrawal Member
3. Mrs. Chhaya Soni Member

B. Terms of reference:

- (a) Review of the Company's financial reporting process and financial statements.
- (b) Review of accounting and financial policies and practices.
- (c) Review of Internal control systems.
- (d) Discussion with Statutory Auditors on any significant findings and follow-up thereon.
- (e) Reviewing the Company's financial and risk management policies.
- (f) Related Party Transactions
- (g) Internal audit reports and adequacy of internal audit function

C. Powers of Audit Committee:

The Audit Committee has the following powers:

- i) To investigate any activity within its terms of reference;
- ii) To seek information from any employee;
- iii) To obtain outside legal or other professional advice;
- iv) To secure attendance of outsiders with relevant expertise, if it considers necessary.

D. Audit committee Meetings and Attendance:

The Committee has met four (4) times during the financial year ended 31st March 2015 i.e. on 30th May, 2014, 14th August 2014, 14th November 2014, and 12th February 2015.

Details of attendance of each Director at the Audit Committee Meetings are given below:-

Name of the Director	Position	Meeting attendance
Mr. Ashok Soni	Chairman	3
Mr. Omprakash Agrawal	Member	2
Mrs. Chhaya Soni	Member	1

RUTRON INTERNATIONAL LIMITED

Name of the Director	Position	Meeting attendance
Mr. Hitesh Pandya	Resigned from Board & Committee w.e.f 04.12.2014	3
Mr. Deep Bhatia	Resigned from Board & Committee w.e.f 01.10.2014	2
Mr. Paresh Shah	Resigned from Board & Committee w.e.f 05.08.2014	1

II) NOMINATION & REMUNERATION COMMITTEE

A. Composition and attendance :

The Committee comprises of three Directors as mentioned in the below table. The Committee has met two (2) times during the financial year ended 31st March 2015 i.e. on 4th December, 2014 and 27th March, 2015.

Name of the Member	Position	Category	Meeting attendance
Mr. Ashok Soni	Chairman	Independent & Non Executive Director	2
Mr. Omprakash Agrawal	Member	Non Independent & Non Executive Director	2
Mrs. Chhaya Soni	Member	Independent & Non Executive Director	2

B. Terms of Reference:

The broad terms of reference of the committee are to appraise the performance of Executive Directors, determine and recommend to the Board compensation payable to Executive Director and whole time directors. The remuneration policy of the Company is based on review of achievements. The remuneration policy is in consonance with the existing industry practice.

C. Remuneration Policy:

Subject to the approval of the Board of Directors and subsequent approval by the members at the General Meeting and such authorities as the case may be, remuneration of Executive Director and Key managerial persons is recommended by the Nomination and Remuneration Committee. The remuneration is recommended by the nomination and Remuneration Committee taking into consideration various factors such as qualifications, experience, expertise, prevailing remuneration in the competitive industries, financial position of the company etc.,

Details of Remuneration to the directors for the year:

None of the Directors were paid any remuneration during the year 2014-15. However, the Company has appointed Mr. Mukesh Chouhan as the Executive Director of the Company w.e.f 27th March 2015 with remuneration of Rs. 15,000/- per month w.e.f 1st April 2015.

III) SHAREHOLDERS / INVESTORS RELATIONS AND GRIEVANCE COMMITTEE

A. Composition and attendance:

Four (4) meetings of the committee were held during the year i.e on 30th May 2014, 14th August 2014, 14th November 2014 and 12th February 2015.

The composition and attendance of shareholders / Investors Grievance Committee as on 31st March 2015 is given below. The quorum for functioning of the committee is any two (2) directors present.

Name of the Member	Position	Category	Meeting attendance
Mr. Ashok Soni	Chairman	Independent & Non Executive Director	1
Mr. Omprakash Agrawal	Member	Non Independent & Non Executive Director	2
Mr. Mukesh Chouhan	Member	Non Independent & Executive Director	--
Mr. Kailash Todi	Resigned from Board & Committee w.e.f 15.04.2015	Non Independent & Executive Director	4
Mr. Hitesh Pandya	Resigned from Board & Committee w.e.f 04.12.2014	Independent & Non Executive Director	3
Mr. Deep Bhatia	Resigned from Board w.e.f & Committee 01.10.2014	Independent & Non Executive Director	2

B. Terms of Reference:

The Company has a Shareholders/Investors Grievance Committee to look into redress of Investors Complaints and requests such as delay in transfer of shares, non receipt of Dividend, Annual Report, revalidation of Dividend warrants etc.,

The committee deals with various matters relating to:

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- Transfer / transmission of shares
- Issue of Share certificate in lieu of lost, sub-divided, consolidated, rematerialized or defaced certificates.
- Consolidation / splitting of folios
- Review of shares dematerialized and all other related matters.
- Investors grievance and redressal mechanism and recommend measures to improve the level of investors services.

C. Information on Investor Grievances for the period from 1st April, 2014 to 31st March 2015:

There are no outstanding complaints at the close of financial year which were received from shareholders during the year. The Company has no transfers pending at the close of the financial year.

The total no.of complaints received and complied during the year were :

Opening: Nil

Complaints Received: Nil

Complied: Nil

Pending: Nil

The complaints had been attended to within seven days from the date of receipt of the compliant, as communicated by the Registrar and Transfer Agent i.e Bigshare Services Pvt. Ltd

The Outstanding complaints as on 31st March 2015 – Nil

D. Compliance Officer:

Mr. Omprakash Agrawal is the compliance officer for complying with the requirements of SEBI (Prohibition of Insider Trading) Regulation, 1992 and the Listing Agreement with the BSE Ltd.

5) GENERAL BODY MEETINGS :

A. PARTICULARS OF GENERAL MEETINGS HELD DURING LAST THREE YEARS:

Annual General Meetings:

Year	Location	Date	Time
2011-2012	1020, Ijmima Complex, Raheja Metroplex, Behind Goregaon Sports Club, Link Road, Malad (W), Mumbai – 400064	29/09/2012	11:00 A.M.
2012-2013	Hotel Land Mark, Link Road, Malad (West), Mumbai-400064	24/08/2013	11.00 A.M.
2013-2014	223, Natraj Market, S.V. Road, Malad (West), Mumbai- 400064	29/09/2014	03.00 P.M

B. Postal Ballot:

There were no resolutions passed through postal ballot during the Year 2014-15.

C. Extraordinary General Meetings:

There were no Extraordinary General Meetings conducted during the Year 2014-15.

6) OTHER DISCLOSURES:

A. Disclosure on materially significant related party transactions i.e transactions of the Company of material nature with its Promoters, the directors or the managements their subsidiaries or relatives etc., that may have potential conflict with the interests of the Company at large:

Details are given elsewhere in this report

B. There is no reported case of non-compliance by the Company and/or levy of any penalties, imposition of strictures on the Company by the Stock Exchanges or SEBI or any other statutory or other authority on any matter related to capital markets during the year under report.

C. Vigil Mechanism/ Whistle Blower Policy:

Pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established. The Vigil Mechanism Policy has been uploaded on the website of the Company at www.rutroninternational.com/whistleblower.html

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7) **MEANS OF COMMUNICATION:**

A. **Quarterly/ Yearly Financial Results were published during the Financial year as follows:**

Financial Result	Un-audited / Audited*	Newspaper
First Quarter	Un-audited	Financial Express & Aapla Mahanagar
Second Quarter	Un-audited	Financial Express & Aapla Mahanagar
Third Quarter	Un-audited	Financial Express & Aapla Mahanagar
Fourth Quarter / Full year	Audited	Financial Express & Aapla Mahanagar

* The Board of Directors of the Company approved and took on record the Un-Audited / Audited financial results within 45 days of quarter / half year and communicated the result to the Stock Exchange where the shares of the Company is listed and published in news papers as indicated above and also put on Company's website www.rutroninternational.com

Note: Un-audited Financial Results were intimated to Stock Exchange within 45 days of first three quarters and Audited Financial Results for the last quarter /financial year ending within 60 days of close of financial year.

B. **Management Discussion And Analysis**

The Directors Report includes Management Discussions and analysis.

8) **GENERAL SHAREHOLDERS INFORMATION:**

(i) **Annual General Meeting**

Day, Date & Time: Wednesday - 30th September, 2015 at 11.00 a.m.

Venue: Hotel Land Mark, Link Road, Malad West, Mumbai 400064

(ii) **Financial Calendar 2015-16 (Tentative)**

Tentative calendar for the year 2015-16 is as per following:-

Results for the quarter ending on 30th June 2015: Second week of August 2015.

Results for the quarter ending on 30th Sept. 2015: Second Week of Nov. 2015.

Results for the quarter ending on 31st Dec. 2015: Second Week of Feb. 2016.

Results for the quarter ending on 31st March 2016: Last Week of May 2016.

(iii) **Book Closure :** 26th September, 2015 to 30th September, 2015 (both days inclusive).

(iv) **Equity shares listed on :** 1) BSE Limited.

Stock Exchanges at

(v) **Stock Code**

Trading Symbol at : BSE Limited (Physical Segment)
504335 RUTRINT

Demat ISIN Number in **Equity Shares INE040N01029**
NSDL & CDSL:

(vi) **Stock Market data from April 2014 to March 2015 (In Rs. / Per Share):**

Period	High (Rs.)	Low (Rs.)	Period	High (Rs.)	Low (Rs.)
April 2014	7.45	7.10	Oct 2014	7.30	6.99
May 2014	7.61	7.01	Nov 2014	7.30	6.97
June 2014	7.40	6.55	Dec 2014	7.38	6.98
July 2014	7.25	6.97	Jan 2015	7.20	6.75
Aug 2014	7.25	6.99	Feb 2015	7.15	6.49
Sep 2014	7.30	7.00	Mar 2015	6.60	6.10

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(vii) DISTRIBUTION OF SHARE HOLDING AS ON 31ST MARCH 2015.

Shares or Debentures		Shares / debenture		Share / Debenture amount	
Holding of nominal value of					
Rs.	Rs.	Number	% total	(In Rs.)	% of total
Upto	5000	461	75.8224	80400	0.0457
5001 -	10000	4	0.6579	38638	0.0219
10001 -	20000	1	0.1645	13120	0.0075
20001 -	30000	3	0.4934	69500	0.0395
30001 -	40000	1	0.1645	35000	0.0199
40001 -	50000	1	0.1645	45612	0.0259
50001 -	100000	13	2.1382	1028000	0.5838
100001 and above		124	20.3947	174789730	99.2560
Total		608	100.00	176100000	100.00

(viii) Share Transfer System

Share transfer in physical form are presently registered and returned within a period of 15 days from the date of lodgment, in case the documents are complete in all respects. The Share Transfer Committee meets once a month if there are transfers to be approved

(ix) Registrar and Transfer Agent

Bigshare Services Pvt. Ltd.

E-2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (East), Mumbai – 400 072.

Phone No. : 022-40430200, Fax No. : 022-28475207,

Email id.:info@bigshareonline.com, Website:www.bigshareonline.com

(x) Shareholding Pattern (Category Wise) As On 31st March 2015:

Category	No. of Shares	Percentage
Promoters	--	--
Mutual Funds / UTI & Banks	--	--
Bodies Corporate	115346440	65.50
Resident Individuals	57977148	32.93
NRIs / FIIs	3737	0.00
Clearing Members	2772675	1.57
TOTAL	176100000	100.00

(xi) List of the Top 10 Shareholders of the Company (Excluding Promoter group as on 31st March 2015

Sr. No.	Name of the Holder	No. of Shares	Shares as % of total no.of shares
1	Hashmukhbhai Bakorbhai Patel HUF	11000000	6.25
2	Amit Hasmukhbhai Patel HUF	11000000	6.25
3	HS Tradecom Pvt Ltd	7650880	4.34
4	Dhanlakshmi Brokers Pvt Ltd	5986330	3.40
5	Limestone Properties Pvt Ltd	5168000	2.93
6	Ladios Trading Pvt Ltd	5042500	2.86
7	Naresh Garg	4850000	2.75
8	Sangeeta Garg	4800000	2.73
9	Rangan Vincom Pvt Ltd	4697590	2.67
10	Mc Pride Distillery Pvt Ltd	4696900	2.67

RUTRON INTERNATIONAL LIMITED

(xii) **DEMATERIALIZATION OF SHARES:**

Approximately 99.99% of the Equity Shares have been dematerialized up to 31st March, 2015.

Trading in Equity shares of the Company is permitted only in dematerialized form w.e.f. 26th June 2000 as per notification issued by the Securities and Exchange Board, India (SEBI).

(xiii) **LIQUIDITY:**

Relevant data of the average daily working days turnover for the Financial Year 2014-2015 is given below:

BSE Limited

Shares (in Lacs) : 0.97

Amount (in Rs. Lacs) : 6.92

(xiv) **GDRs/ADRs/Warrants etc.,**

The Company did not issue any GDRs/ADRs/Warrants or any convertible instruments.

INVESTOR CORRESPONDENCE FOR TRANSFER / DEMATERIALIZATION OF SHARES AND ANY OTHER QUERY RELATING TO THE SHARES OF THE COMPANY:

BIGSHARE SERVICES PVT. LTD.

E-2/3, Ansa Industrial Estate,
Sakivihar Road, Saki Naka,
Andheri (E), Mumbai 400 072.

Any query on Annual Report:

RUTRON INTERNATIONAL LIMITED.

223, 2nd Floor,
Natraj Market,
S.V.Road, Malad (W),
Mumbai 400 064.

Other Mandatory Requirements are not applicable to the Company.

AUDITORS' REPORT ON CORPORATE GOVERNANCE

To
The Members,

RUTRON INTERNATIONAL LTD.

We have examined the compliance of conditions of Corporate Governance by Rutron international Limited for the year ended on 31st March, 2015, as stipulated in Clause 49 of listing agreement of the said Company with stock exchanges.

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

In our opinion and to the best of our information and according to the explanations given to us we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

As required by the Guidance Note issued by the Institute of Chartered Accountants of India we have to state that no investor grievances were pending for a period of one month against the company as per the records maintained by the Shareholders / Investors Relations and Grievance Committee.

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

**For Vishves A Shah & Co.,
Chartered Accountants,
Firm Regn No.121356W**

**Sd/-
Vishves A Shah
Proprietor
M. No. 109944**

**Place : Mumbai
Date : 28.05.2015**

RUTRON INTERNATIONAL LIMITED

CEO/CFO CERTIFICATION

To

The Board of Directors

RUTRON INTERNATIONAL LTD.

Mumbai

Dear Sirs,

We have reviewed financial statements and the cash flow statement for the year ended 31st March 2015 and to the best of our knowledge and belief that:

- i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- ii. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
- iii. No transactions entered into by the Company during the above said period which are fraudulent, illegal or volatile of the company's code of conduct.

We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and 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 propose to take to rectify these deficiencies.

We have indicated to the Auditors and the Audit Committee that:

- iv. Significant changes in internal control over financial reporting during the year;
- v. Significant changes in accounting policies during the period and that the same have been disclosed in the notes to the financial statements; and
- vi. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Dated : 08.08.2015

Place : Mumbai

BY ORDER OF THE BOARD

Sd/-

Pankaj Kothari

Chief Financial Officer

Independent Auditor's Report

To,

The Members of,

RUTRON INTERNATIONAL LIMITED

Report on Standalone Financial Statement

We have audited the accompanying Standalone financial statements of “**RUTRON INTERNATIONAL LIMITED**” which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss for the year then ended, Cash flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Managements' Responsibility for Standalone Financial Statements:

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 (“the Act”) with respect to the preparation of these standalone 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 the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. 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 misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the 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, 2015;
- b) in the case of the Statement of Profit and Loss, of the profit/ loss for the year ended on that date; and
- c) in case of Cash Flow Statement for the year ended 31st March 2015.
 1. As required by the Companies (Auditor's Report) Order, 2015 (“the Order”) issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
 2. As required by section 143(3) of the Act, we report that:

RUTRON INTERNATIONAL LIMITED

- 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 appears from our examination of those books;
- c) The Balance Sheet, the Statement of Profit and Loss dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the Balance Sheet, the Statement of Profit and Loss comply with the Accounting Standards referred to in section 133 of the Companies Act, 2013; except AS 22 relating to the Taxes on Income read with notes forming part of accounts.
- e) In our Opinion and Explanation provided to us, to the best of our knowledge and belief there is not any financial transaction that affect adversely on the functioning of the company.
- f) On the basis of written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of sub-section (2) of section 164 of the Companies Act, 2013.
- g) To the best of our knowledge and belief and explanation provided to us Financial Control System in place are adequate and it is operating effectively.
- h) It may be noted that at present, no Rules relating to the amount of cess for rehabilitation or revival or protection of assets of sick industrial companies, payable by a company under section 269 of the Act have been notified by the central Government. Thus, it would not be possible for the auditor to comment on the regularity or otherwise about the cess till the time relevant rules or regulations are issued.

Date : 28th May,2015

Place : Mumbai

For, Vishves A. Shah & Co.

Chartered Accountants

Firm No.121356w

Sd/-

(Vishves A. Shah)

Proprietor

M. No. 109944

Annexure referred to in paragraph 1 of our report even date.

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

- (i) In Respect of the Fixed Assets:
 - a) Proper records showing full particulars including quantitative details and situation of Fixed Assets of the company are being updated.
 - b) The management physically verifies the fixed assets of the Company. No material discrepancies were noticed on verification.
 - c) No substantial parts of the fixed assets have been disposed off during the year.
- (ii) In respect of its Inventories:
 - a) The companies is having the inventory and are maintaining proper records except that for the purpose of valuation the accounting system is not perfect enough to value inventory and for which company relies on its own valuations systems. Records are verified and certified by management.
- (iii) In respect of Loan:
 - a) The company has not taken any loans from Companies, Firms or other parties and directors and relative of the Director; Register maintained under section 189 of the Act.
 - b) In our opinion, the terms and conditions, on which loans have been taken from companies, firms or other parties listed in the register maintained under section 189 of the Companies Act 2013 and from the companies under the same management, are not, prima facie, prejudicial to the interest of the company.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regards to purchases of inventory, fixed assets and with regards to the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
- (v) In respect of Contracts or arrangements referred to in Section 189 of the Companies Act, 2013:

According to the information and explanations given to us, we are of the opinion that the transactions that need to be entered in into the register maintained under section 189 of the Companies Act, 2013 have been so entered.

In our opinion and according to the information and explanation given to us, There is no any transaction more than Rs. 500000/- or more of purchase of goods and materials and sale of goods, materials and services, made in pursuance of contracts or arrangements entered in the registers maintained under section 301 and aggregating during the year in respect of each party, so this provision is not applicable.
- (vi) In our opinion and according to the information and explanations given to us, since the company has not accepted any deposits from the public the compliance with the provisions of sections 73 or any other relevant provisions of the Act and the rules frame there under with regard to the deposits accepted from the public are not applicable to the company. No order has been passed by the applicable authorities.
- (ix) In respect of Statutory Dues:
 - a) According to the information and explanation given to us, the company is generally regular in depositing with the appropriate authorities, undisputed statutory dues including Provident Fund, ESIC, Income Tax, Sales Tax, Excise Duty, Cess and any other material statutory dues applicable to it.
 - b) According to the information and explanations given to us, no disputed amounts payable in respect of income tax, wealth tax, sales tax, custom duty, excise duty and cess were outstanding, as at 31st March, 2015 for a period of more than six months from the date they become payable.
- (x) According to the information and explanations given to us, the company has not granted loans and advances on the basis of securities by way of pledge of shares, debentures and other securities. Therefore the provisions of clause 4(xii) of the Companies (Auditors Report) order, 2015 are not applicable to the company

RUTRON INTERNATIONAL LIMITED

- (xi) In our opinion, the company is not a Chit Fund or a NIDHI Mutual Benefit Fund/Society. Therefore the provisions of clause 4(xiii) of the Companies (Auditors Report) order, 2015 are not applicable to the company.
- (xii) In our opinion the company is dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of the clause 4 of CARO 2015 are applicable to the company as regards dealing in or trading in shares, securities and other investments. No records available for verification purpose.
- (xiii) As informed to us, the company has not given guarantees for loans taken by others from banks or financial institutions.
- (xiv) In our opinion, on the basis of information & explanations given to us, the term loans were not applied for the purpose for which they were raised.
- (xv) In our opinion, on the basis of information and explanations given to us funds raised on Short term basis have not been used for Long-term investment.
- (xvi) The company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 189 of the Act.
- (xvii) The company has not issued any debentures during the period covered by our audit report.
- (xviii) The company has not made any public issue of shares during the period covered by our audit report.
- (xix) According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the year.

Date : 28th May,2015
Place : Mumbai

For, Vishves A. Shah & Co.
Chartered Accountants
Firm No.121356w

Sd/-
(Vishves A. Shah)
Proprietor
M. No. 109944

Annual Report 2014-2015

Balance Sheet as at March 31, 2015

(Amount in INR)

Particulars	Note No.	As at March 31, 2015	As at March 31, 2014
I Equity & Liabilities			
1. Shareholders' funds			
(a) Share Capital	2	176,100,000	176,100,000
(b) Reserves and Surplus	3	824,562	(6,669,710)
(c) Money received against share warrants		-	-
		<u>176,924,562</u>	<u>169,430,290</u>
2. Current Liabilities			
(a) Short - Term Borrowings		-	700,034
(b) Trade Payables	4	81,477	14,467
(c) Other Current Liabilities	5	244,238	118,025
(d) Short - Term Provisions	6	<u>1,823,309</u>	<u>3,192,063</u>
		2,149,024	4,024,589
TOTAL		<u>179,073,586</u>	<u>173,454,879</u>
II Assets			
1. Non- Current Assets			
(a) Fixed Assets	7	35663	-
(i) Tangible Assets		-	-
(ii) Intangible Assets		-	-
(iii) Capital Work-in-Progress		-	-
1. Current Assets			
(a) Inventories		12,948,500	12,500,000
(b) Trade Receivables		-	-
(c) Cash and Cash equivalents	8	11,001,559	2,331,937
(d) Short - Term Loans and Advances	9	153,517,636	154,112,903
(e) Other Current Assets	10	1,570,228	4,510,039
		<u>179,073,586</u>	<u>173,454,879</u>
TOTAL		<u>179,073,586</u>	<u>173,454,879</u>
Significant Accounting Policies	1		

As per our report of even date

For Vishves A. Shah & Co.
Chartered Accountants
FRN : 121356W

Sd/-
(Vishves A. Shah)
Proprietor
M. No. 109944

Place : Mumbai
Date : 28th May, 2015

For & on behalf of the Board
Rutron International Limited

Sd/-
Mr. Mukesh Chouhan
Director

Sd/-
Mr. O. D. Agrawal
Director

RUTRON INTERNATIONAL LIMITED

Statement of Profit and Loss for the year ended March 31, 2015

Particulars	Note No.	For the year ended March 31, 2015	For the year ended March 31, 2014
I Revenue from Operations	11	-	2,280,000
II Other Income	12	15,790,386	12,370,570
III Total Revenue (I + II)		15,790,386	14,650,570
IV Expenses			
Purchases	13	448,500	35,900,000
Changes in Inventories	14	(448,500)	(12,500,000)
Employee Benefits Expenses	15	1,217,434	135,000
Finance Costs	16	72,020	-
Depreciation and Amortization Expense	17	8,362	-
Other Expenses	18	5,174,989	549,325
Total Expense		6,472,805	24,084,325
V Profit before Exceptional and Extraordinary Items and Tax (III-IV)		9,317,581	(9,433,755)
VI Exceptional Items		-	-
VII Profit before Extraordinary Items and Tax (V-VI)		9,317,581	(9,433,755)
VIII Extraordinary Items		-	-
IX Profit Before Tax (VII-VIII)		9,317,581	(9,433,755)
X Tax Expense:			
(a) Current Tax		1,823,309	-
(b) Deferred Tax		-	-
(c) Tax of Earlier Year		-	-
(d) MAT Credit Entitlement		-	-
		1,823,309	-
XI Profit for the Period from Continuing Operations (IX - X)		7,494,272	(9,433,755)
XII Profit/(Loss) for the Period from Discontinuing Operations		-	-
XIII Tax Expense of Discontinuing Operations		-	-
XIV Profit/(Loss) from Discontinuing Operations (After Tax) (XII-XIII)		-	-
XV Profit for the Period (XI + XIV)		7,494,272	(9,433,755)
XVI Earnings Per Equity Share (Face Value Rs. 10/- Per Share):	19		
Basic (Rs.)		0.04	(0.05)
Significant Accounting Policies	1		

As per our report of even date

For Vishves A. Shah & Co.
Chartered Accountants
FRN : 121356W

For & on behalf of the Board
Rutron International Limited

Sd/-
(Vishves A. Shah)
Proprietor
M. No. 109944

Sd/-
Mr. Mukesh Chouhan
Director

Sd/-
Mr. O.D. Agrawal
Director

Place : Mumbai
Date : 28th May, 2015

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CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

	Year ended 31st March, 2015 Rs.	Year ended 31st March, 2014 Rs.
CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Tax for the year	9,317,581	(9,433,755)
Adjustments for :		
Misc. Expenses w/off	-	-
Depreciation	8,362	-
Short term Capital Gain	-	-
Interest Received	<u>(15,580,200)</u>	<u>(12,370,570)</u>
Interest Paid	-	-
Operating Profit before Working Capital change	(15,571,838)	(12,370,570)
Adjustments for :		
Decrease/(Increase) in Inventories	(448,500)	(12,500,000)
Decrease/(Increase) in Receivables	-	-
Decrease/(Increase) in Loans & Advances	5,105,306	22,768,082
Decrease/(Increase) in Other Current Assets	(1,570,228)	-
Increase/(Decrease) in Payables	67,010	(65,883)
Increase/(Decrease) in Current Liabilities	(533,621)	(1,285,127)
Increase/(Decrease) in Provisions	<u>(1,408,954)</u>	<u>10,200</u>
Cash Generated From Operations	1,211,013	8,927,272
Income Tax paid	(5,043,244)	(12,877,053)
NET CASH FROM OPERATING ACTIVITIES Total (A)	<u>(6,866,553)</u>	<u>(15,852,251)</u>
CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(44,025)	-
Sale of Fixed Asset	-	-
STCG	-	-
Rent Received	-	-
Interest Received	-	-
NET CASH USED IN INVESTING ACTIVITIES Total (B)	<u>(44,025)</u>	<u>-</u>
CASH FLOW FROM FINANCING ACTIVITIES		
Issue of Equity Capital	-	-
Share Application Money	-	-
Interest paid	-	-
Interest received	<u>15,580,200</u>	<u>12,370,570</u>
NET CASH FROM FINANCING ACTIVITIES Total (C)	15,580,200	12,370,570
Net Increase/(Decrease) in Cash and Cash Equivalents Total (A+B+C)	8,669,622	(3,481,681)
Cash and Cash Equivalents -- Opening Balance	2,331,937	5,813,618
Cash and Cash Equivalents -- Closing Balance	<u>11,001,559</u>	<u>2,331,937</u>
	<u>0</u>	<u>-</u>

Note: Previous year's figures have been regrouped/rearranged wherever considered necessary.

As per our report of even date

For Vishves A. Shah & Co.

Chartered Accountants
FRN : 121356W

Sd/-

(Vishves A. Shah)

Proprietor

M. No. 109944

Place : Mumbai

Date : 28th May, 2015

For & on behalf of the Board

Rutron International Limited

Sd/-

Mr. Mukesh Chouhan

Director

Sd/-

Mr. O.D. Agrawal

Director

RUTRON INTERNATIONAL LIMITED

STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31st MARCH, 2015.

1. SIGNIFICANT ACCOUNTING POLICIES

(i) **BASIS FOR PREPARATION OF FINANCIAL STATEMENTS.**

The financial statements have been prepared under the historical cost convention, in accordance with Accounting Standards issued by the Institute of Chartered Accountants of India and the provisions of the Companies Act, 2013, as adopted consistently by the company. All income and expenditure having a material bearing on the financial statements are recognized on accrual basis.

(ii) **REVENUE RECOGNITION.**

The Company follows the mercantile system of accounting and recognizes income and expenditure on accrual basis except in case of significant uncertainties.

(iii) **FIXED ASSETS AND DEPRECIATION.**

Fixed Assets are value at cost less depreciation. The depreciation has been calculated as prescribed in Companies Act, 2013 on single shift and if the Asset is purchased during the year depreciation is provided on the days of utilisation in that year.

2. NOTES FORMING PART OF ACCOUNTS

(i) Balance of cash on hand at the end is accepted as certified by the management of the company.

(ii) The figures of the previous year are taken as it is from the report of the previous auditor.

(iii) Balance of Sundry Debtors, Creditors, unsecured loans, Loans & advances are subject to confirmation of the parties taken by Management

For and on behalf of the board of directors
For, RUTRON INTERNATIONAL LTD

As per our attached report of even date
For, Vishves .A. Shah & Co,
Chartered Accountants
Firm No.121356w

Sd/-
Mr. Mukesh Chouhan
Director

Sd/-
Mr. O D Agrawal
Director

Sd/-
(Vishves A Shah)
(Proprietor)
M No:-109944

Place : 28th May,2015
Date : Mumbai

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Notes to financial statements for the year ended March 31, 2015

Note 2 - Share Capital

		(Amount in INR)	
(a)	Particulars	As at March 31, 2015	As at March 31, 2014
	Authorised :		
	20,00,00,000 Equity Shares of Re.1/- each (Previous Year 2,00,00,000 Equity Shares of Rs. 10/- each)	200,000,000	200,000,000
	TOTAL	<u>200,000,000</u>	<u>200,000,000</u>
	Issued, Subscribed and Paid-up :		
	17,61,00,000 Equity Shares of Re. 1/- each	176,100,000	176,100,000
	TOTAL	<u>176,100,000</u>	<u>176,100,000</u>

(b) Detailed note on the terms of the rights, preferences and restrictions relating to each class of shares including restrictions on the distribution of dividends and repayment of capital.

- i) The Company has only one class of Equity Shares having a par value of Re. 1/- per share. Each holder of Equity Share is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees.
- ii) In the event of Liquidation of the Company, the holders of Equity Shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of Equity Shares held by the shareholders.

(c) Reconciliation of number of shares outstanding at the beginning and at the end of the reporting period

Particulars	As at March 31, 2015	As at March 31, 2014
No. of shares at the beginning of the year	176,100,000	176,100,000
Add: Issue of Shares during the year		
Subscriber to the Memorandum	-	-
Private Placement	-	-
	<u>176,100,000</u>	<u>176,100,000</u>
No. of shares at the end of the year		

(d) Aggregate details for five immediately previous reporting periods for each class of shares

Particulars	As at March 31, 2015	As at March 31, 2014
- No. of shares allotted as fully paid up pursuant to contracts without payment being received in cash	-	-
- No. of shares allotted as fully paid by way of Bonus Shares	-	-
- No. of shares bought back	-	-

(e) Details of shareholders holding more than 5% shares in the company

No. of Shares held by	As at March 31, 2015		As at March 31, 2014	
	Nos.	%	Nos.	%
Amit Patel HUF	11,000,000	6.25%	11,000,000	6.25%
Hasmukh Patel HUF	11,000,000	6.25%	11,000,000	6.25%

(f) Detailed note on shares reserved to be issued under options and contracts / commitment for the sale of shares / divestments including the terms and conditions.

The company does not have any such contract / commitment as on reporting date.

(g) Detailed terms of any securities convertible into shares, e.g. in the case of convertible warrants, debentures, bonds etc.

The company does not have any securities convertible into shares as on reporting date.

RUTRON INTERNATIONAL LIMITED

Notes to financial statements for the year ended March 31, 2015

Note 3 - Reserves & Surplus

	(Amount in INR)	
Particulars	As at March 31, 2015	As at March 31, 2014
(i) Capital Reserve		
As per last Balance Sheet	5,000	5,000
Add: Additions during the year		-
Less: Utilised / transferred during the year		
	5,000	5,000
(ii) General Reserve		
As per last Balance Sheet	101,000	101,000
Add: Transferred from Profit and Loss Account	-	-
Less: Transferred to Profit and Loss Account	-	-
	101,000	101,000
(iv) Surplus in the Profit & Loss Account		
As per last Balance Sheet	(6,775,710)	2,658,045
Add: Profit / (Loss) for the year	7,494,272	(9,433,755)
Amount available for appropriations	718,562	(6,775,710)
Appropriations:		
Add: Transferred from reserves	-	-
Less: Transferred to General reserve	-	-
Proposed dividend		-
Corporate Dividend Tax		-
	-	-
	718,562	(6,775,710)
TOTAL	824,562	(6,669,710)
Note 4 - Trade Payables		
Current payables (including acceptances) outstanding for less than 12 months	81,477	14,467
	81,477	14,467
Note 5 - Other Current Liabilities		
Salaries Payable	163,548	-
	-	
TDS Payable	15,802	2,675
Outstanding Expenses	64,888	40,200
Unpaid Dividend	-	75,150
	-	75,150
TOTAL	244,238	118,025
Note 6 - Short-Term Provisions		
Provision for Taxation (net of taxes paid)	1,823,309	3,192,063
Provision for Proposed Dividend	-	-
Provision for Tax on Proposed Dividend	-	-
	-	-
TOTAL	1,823,309	3,192,063

Notes to financial statements for the year ended March 31, 2015

Note 7 Fixed assets

A. Tangible assets	Gross block			Accumulated depreciation and impairment				Net block	
	Balance as at 1 April, 2014 (Rupees)	Additions (Rupees)	Disposals (Rupees)	Balance as at 1 April, 2014 (Rupees)	Depreciation / amortisation expense for the year (Rupees)	Other adjustments (Rupees)	Balance as at 31st March, 2015 (Rupees)	Balance as at 31st March, 2015 (Rupees)	Balance as at 31st March, 2014 (Rupees)
(a) Computers	-	44,025	-	-	8,362	-	8,362	35,663	-
Total	-	44,025	-	-	8,362	-	8,362	35,663	-
Previous year	97,305	-	97,305	97,305	-	-	97,305	-	-

Notes to financial statements for the year ended March 31, 2015

Annexure I Fixed assets										
A. Tangible assets										
	WDV as on 1 April, 2014	Additions upto Sep 2014	Additions after Sep 2014	Balance as at 31st March,2015	Balance as at 1 April, 2014	Depreciation / amortisation expense for the year	Other adjustments	Balance as at 31 March,2015	WDV as on 31 March, 2015	WDV as on 31 March, 2014
	(Rupees)	(Rupees)	(Rupees)	(Rupees)	(Rupees)	(Rupees)	(Rupees)	(Rupees)	(Rupees)	(Rupees)
(a) Plant and Equipment Owned	-	-	-	-	-	-	-	-	-	-
(b) Furniture and Fixtures Owned	-	-	-	-	-	-	-	-	-	-
(c) Office Equipment Owned	-	-	-	-	-	-	-	-	-	-
(c) Computers Owned	-	33,000	11,025	44,025	-	23,108	-	23,108	20,918	-
Total	-	33,000	-	44,025	-	23,108	-	23,108	20,918	-

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Notes to financial statements for the year ended March 31, 2015

Note 8- Cash & Cash equivalents

Particulars	(Amount in INR)	
	As at March 31, 2015	As at March 31, 2014
Cash & Cash Equivalents		
(i) Balances with Banks :		
- Current Accounts	9,381,251	459,141
- Deposit Accounts	1,500,000	1,500,000
(ii) Cash-in-hand	120,308	372,796
(iii) Cheques & Drafts in-hand	-	-
	<u>11,001,559</u>	<u>2,331,937</u>
TOTAL	<u><u>11,001,559</u></u>	<u><u>2,331,937</u></u>

Note 9 - Short Term Loans & Advances

(i) Inter-corporate deposits		
Secured, considered good	-	-
Unsecured, considered good	153,517,636	153,293,169
Doubtful	-	-
	<u>153,517,636</u>	<u>153,293,169</u>
(ii) Share Application Money Given	-	800,000
(iii) Others		
Secured, considered good	-	-
Unsecured, considered good	-	19,734
Doubtful	-	-
	<u>-</u>	<u>19,734</u>
TOTAL	<u><u>153,517,636</u></u>	<u><u>154,112,903</u></u>

Note 10 - Other Current Assets

Advance Income Tax and TDS - Unsecured, Considered good	1,570,228	4,510,039
	<u>1,570,228</u>	<u>4,510,039</u>

Note 11 - Revenue from Operations

Particulars	(Amount in INR)	
	For the year ended March 31, 2015	For the year ended March 31, 2014
Sales	-	2,280,000
Commission Income	-	-
	<u>-</u>	<u>2,280,000</u>
TOTAL	<u><u>-</u></u>	<u><u>2,280,000</u></u>

Note 12 - Changes in Inventories

Opening Inventories	12,500,000	-
	<u>12,500,000</u>	-
Less: Closing Inventories	<u>12,948,500</u>	<u>12,500,000</u>
TOTAL	<u><u>(448,500)</u></u>	<u><u>12,500,000</u></u>
	<u><u>(448,500)</u></u>	<u><u>(12,500,000)</u></u>

RUTRON INTERNATIONAL LIMITED

Notes to financial statements for the year ended March 31, 2015

Note 13 - Other Income

(Amount in INR)

Particulars	For the year ended March 31, 2015	For the year ended March 31, 2014
Sundry Balance w/back	75,186	-
Interest on Fixed Deposits	135,000	92,719
Interest Recd	<u>15,580,200</u>	<u>12,277,851</u>
TOTAL	<u>15,790,386</u>	<u>12,370,570</u>
	<u>15,790,386</u>	<u>12,370,570</u>

Note 14 - Purchases

Purchases	448,500	35,900,000
TOTAL	<u>448,500</u>	<u>35,900,000</u>

Note 15 - Employment Benefit Expenses

Salary	1,171,495	135,000
Staff Welfare Expenses	45,939	-
TOTAL	<u>1,217,434</u>	<u>135,000</u>

Note 16 - Financial Cost

Bank Interest	72,020	-
TOTAL	<u>72,020</u>	<u>-</u>

Note 17 - Depreciation & Amortised Cost

Depreciation	8,362	-
TOTAL	<u>8,362</u>	<u>-</u>

Note 18 - Other Expenses

Advertisement Expenses	44,332	40,336
Bad Debts	2,954,478	-
Bank Charges	4,274	4,473
CDSL /BSE Processing Fees	38,224	56,180
Conveyance Expenses	68,612	33,132
Electricity Expenses	35,720	-
E-voting Charges	10,000	-
General Expenses	108,459	26,850
Income tax paid	251,084	-
Legal & Professional Fees	1,237,112	233,500
Listing Fees	113,484	44,944
NSDL Processing Fees	33,865	35,016
Rent Account	120,000	-
Postage & Courier	17,486	15,179
Printing & Stationery	36,531	10,515

Notes to financial statements for the year ended March 31, 2015

Payments to Auditors :

- Audit fees	30,000	30,000
- Tax Audit fees	-	-
- For Other Services	-	16,000
- For Reimbursement of Expenses	-	46,000
Repairs & Maintainance		-
Telephone Expenses	67,728	-
Wesite Expenses	3,600	3,200
TOTAL	5,174,989	549,325

Note 19 - Earnings Per Equity Share

(a) Net profit after tax attributable to equity shareholders for		
Basic EPS	7,494,272	(9,433,755)
Add/Less: Adjustment relating to potential equity shares		-
Net profit after tax attributable to equity shareholders for	7,494,272	(9,433,755)
Diluted EPS		
(b) Weighted average no. of equity shares outstanding during the year For Basic EPS	176,100,000	176,100,000
(c) Face Value per Equity Share (Rs.)	1.00	1.00
Basic EPS	0.04	(0.05)

Note 20 - Amounts due to Micro, Small and Medium Enterprises:

Under the Micro, Small and Medium Enterprises Development Act, 2006 certain disclosures are required to be made related to micro, small and medium enterprise. The company does not have any transactions with such entities.

Note 21-Previous year figures

The figures of the previous year have been re-arranged, re-grouped and re- classified wherever necessary.

Notes

RUTRON INTERNATIONAL LIMITED

CIN: L60200MH1980PLC022303

Registered office : 223, IInd Floor, Natraj Market, S. V. Road, Malad (W), Mumbai-400064
Contact no. 022-2844 9591; **Email ID:** rutron1980@gmail.com; **Website:** www.rutroninternational.com

ATTENDANCE SLIP

THIRTY-FOURTH ANNUAL GENERAL MEETING

(To be handed over at the entrance of the Meeting Hall)

I hereby record my presence at the Thirty-Fourth Annual General Meeting of the Company held on Wednesday, 30th September, 2015 at 11.00 A.M. at Hotel Land Mark, Link Road, Malad West, Mumbai 400064.

Full Name of the Member(IN BLOCK LETTERS).....

DP ID: _____ Client ID: _____ Folio no. _____ No. of shares held _____

Full Name of Proxy. (IN BLOCK LETTERS)

Member's Proxy Signature _____

1. Only Member/Proxy holder can attend the Meeting.
2. Member/Proxy holder should bring his/her copy of the Annual Report for reference at the Meeting.

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PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

THIRTY-FOURTH ANNUAL GENERAL MEETING

Name of the member:

Registered Office:

Email:.....

DP ID: _____ Client ID: _____ Folio no. _____ No. of shares held _____

I/We being member(s) of _____ Shares of Rutron International Limited, hereby appoint

1. Name:
Email ID:
Address:
Signature:
Or falling him
2. Name:
Email ID:
Address:
Signature:

as my/our proxy to vote for me /us on my/our behalf at the Thirty-Fourth First Annual General Meeting of the Company to be held on Wednesday, 30th September, 2015 at 11.00 A.M. at Hotel Land Mark, Link Road, Malad West, Mumbai 400064 or at any adjournment thereof in respect of such resolution as are indicated below:

Resolution no.	Resolution	Optional	
		For	Against
	Ordinary Business		
1	To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015, the Profit and Loss Account of the Company for the year ended on that date and the reports of the Directors and auditors thereon		
2	To re-appoint Statutory Auditor M/s Vishves A Shah & Co., and fix their remuneration		
	Special Business		
3	To regularize the appointment of Mr. Omprakash Dineshchandra Agrawal (holding DIN: 06992044) as a Director		
4	To regularize the appointment of Mr. Mukesh Chouhan (holding DIN: 01090113) as a Director		
5	To appoint Mr. Mukesh Chouhan (holding DIN: 01090113) as a Whole Time Director		

Signed this day of2015.

Signature of member: _____

Affix ₹ 1/-
Revenue
Stamp

Signature of Proxy holder(s) _____

Notes:

1. This proxy form in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.
2. For the resolutions, Explanatory Statement and Notes, please refer to the notice of Annual General Meeting.
3. It is optional to put "X" in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your proxy will be entered to vote in the manner as he/ she think appropriate.
4. Those Members who have Multiple folios with different joint holders may use copies of this attendance slip/ proxy.

If undelivered, please return to:

RUTRON INTERNATIONAL LIMITED

Regd. Office.: 223, IInd Floor, Natraj Market,
S. V. Road, Malad (W),
Mumbai-400064.

Contact no. 022-2844 9591

Email: rutron1980@gmail.com

Website:www.rutroninternational.com