

Pursuant to Clause 31(a) of the Listing Agreement

FORM A

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

1	Name of the company	Rasandik Engineering Industries India limited
2	Annual financial statements for the year ended	31st March 2014
3	Type of Audit observation	Un-Qualified
4	Frequency of observation	Not Applicable

For Rasandik Engineering Industries India Limited



Rajiv Kapoor
Managing Director

For Rasandik Engineering Industries India Limited



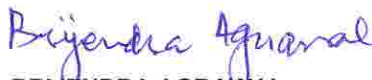
Gautam Bhattacharya
Chief Financial Officer

For Rasandik Engineering Industries India Limited



Shyam S. Sethi
Chairman of Audit Committee

For AWATAR & CO.
Chartered Accountants
Firm Registration No. 000726N



BRIJENDRA AGRAWAL
Partner
Membership No. 87787





RASANDIK

Annual Report 2013-2014

**RASANDIK ENGINEERING
INDUSTRIES INDIA LIMITED**

Board of Directors	Mr. S. C. Kapoor, Chairman Mr. Rajiv Kapoor, Managing Director Mrs. Deepika Kapoor, Director Dr. Shyam S. Sethi, Director Mr. M. S. Ramaprasad, Director
Company Secretary	Mr. Pradeep Chandra Nayak
Auditors	M/s. Awatar & Co., Chartered Accountants 1203, Rohit House,3, Tolstoy Marg, New Delhi - 110 001
Bankers	Oriental Bank of Commerce Allahabad Bank
Registered Office	14, Roz-Ka-Meo Industrial Area, Sohna, Distt. Gurgaon, Haryana -122103
Corporate Office	525, Udyog Vihar, Phase-V, Gurgaon, Haryana -122016

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NOTICE

To the Shareholders

Notice is hereby given that the 30th Annual General Meeting of the Shareholders of the Company will be held on Tuesday, the 30th September, 2014 at 10 a.m. at Conference Hall, Saras Tourist Complex, Damdama, Sohna, Haryana to transact the following business:

ORDINARY BUSINESS:

1. To consider and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

“RESOLVED THAT the audited balance sheet as at 31st March 2014, the statement of profit and loss and cash flow statement for the year ended on that date, together with the directors' report and the auditors' report thereon as presented to the meeting, be and are hereby, approved and adopted”.

2. To appoint a Director in place of Mr. Mysore Siddappa Ramaprasad (DIN 00842539) who retires by rotation and being eligible, offers himself for re-appointment. In this matter, to consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution;

“RESOLVED THAT Mr. Mysore Siddappa Ramaprasad (holding DIN 00842539), director, who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a director of the Company.”

3. To appoint Auditors and fix their remuneration and for the purpose to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution** :

“RESOLVED THAT pursuant to the provisions of section 139 of the Companies Act, 2013, M/s. Awatar & Co. Chartered Accountants, New Delhi (Firm Registration Number 000726N) the retiring Auditors, be and is hereby appointed as Statutory Auditors of the Company for a period of three years commencing from the conclusion of this Annual General Meeting to conclusion of fourth Annual General Meeting of the Company subject to ratification at every annual general meeting, on such remuneration, as may be fixed in this behalf by the board of directors of the Company.”

SPECIAL BUSINESS

4. To approve the remuneration of M/s. Jitender, Navneet & Co., Cost Accountants, Delhi as Cost Auditors for the financial year ending March 31, 2015 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 the remuneration of Rs. 3 Lakhs, in addition to reimbursement of travel and out-of-pocket expenses, payable to M/s. Jitender, Navneet & Co., Cost Accountants, Delhi (Firm's registration number 000119), allotted by The Institute of Cost Accountants of India, who was appointed as cost auditor of the Company for the year 2014-15 as recommended by the audit committee and approved by the board of directors of the Company, in terms of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules 2014, be and is hereby ratified.”

5. To appoint Mr. Shyam Sundar Sethi (holding DIN 01394311) as an Independent Director and in this regard, to consider and if thought fit to pass with or without modifications, the following resolution as an Ordinary Resolution;

“RESOLVED THAT, subject to the provisions of Sections 149, 150, 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) read with Schedule IV to the Companies Act, 2013, Mr. Shyam Sundar Sethi (holding DIN 01394311), a non-executive and independent director of the Company, who has submitted a declaration that he meets the criteria for independence provide as provided in Section 149 (6) of the Act and who is eligible for appointment be and is hereby appointed as an Independent Director of the Company with effect from September 30, 2014 up to September 29, 2019.”

6. To appoint Mr. Mysore Siddappa Ramaprasad (holding DIN 00842539) as an Independent Director and in this regard, to consider and if thought fit to pass with or without modifications, the following resolution as an Ordinary Resolution;

“RESOLVED THAT, subject to the provisions of Sections 149, 150, 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) read with Schedule IV to the Companies Act, 2013, Mr. Mysore Siddappa Ramaprasad (holding DIN 00842539), a non-executive and independent director of the Company, who has submitted a declaration that he meets the criteria for independence provide as provided in Section 149 (6) of the Act and who is eligible for appointment be and is hereby appointed as an Independent Director of the Company with effect from September 30, 2014 up to September 29, 2019.”

By Order of the Board
For Rasandik Engineering Industries India Limited
Sd/-

Pradeep Chandra Nayak
Company Secretary

Place : Gurgaon
Date : 14.08.2014

Registered Office:

14, Roj-ka-Meo Industrial Area,
Sohna, Gurgaon, Haryana-122103

**NOTES:**

- The relevant details as stipulated under Clause 49 of the Listing Agreements with Stock Exchanges, of persons seeking re-appointment as a Director are provided in the Report on Corporate Governance forming part of the Annual Report.
- A member entitled to attend and vote at the meeting is entitled to appoint one or more Proxies to attend and vote instead of himself and the Proxy or Proxies so appointed need not be a member or members, as the case may be, of the Company. The instrument appointing the Proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or other authority shall be deposited at the registered office of the Company, not later than 48 hours before the time fixed for holding the meeting. A person shall not act as a Proxy for more than 50 members and holding in aggregate not more than ten percent of the total voting share capital of the Company. However, a single person may act as a Proxy for a member holding more than ten percent of the total voting share capital of the Company provided that such person shall not act as a Proxy for any other person.**
- The explanatory statement, pursuant to Section 102 of the Companies Act, 2013, in respect of the special businesses, as set out in the Notice is annexed hereto.
- The Register of Members and the Share Transfer Books of the Company will remain closed from 22.09.2014 to 30.09.2014 (both days inclusive).
- Members/Proxies should bring the Attendance Slip duly completed and signed in accordance with the specimen signature registered with the Company for attending the Meeting. A Proxy Form is annexed to this report.
Corporate Members intending to send their authorised representatives are requested to send duly certified copy of Board Resolution authorizing their representatives to attend and vote at the ensuing Annual General Meeting so as to reach the company on or before September 27, 2014. Members who hold shares in dematerialised form are requested to write down their DP ID and Client ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting.
- Members holding shares in electronic form are requested to intimate any change in their registered address/E-mail address and/or bank mandates to their Depository Participants with whom they are maintaining their demat accounts immediately. Members holding shares in physical form are requested to intimate any change of address, bank details, etc, to the Secretarial Department of the Company or Link Intime India Pvt. Ltd, 44, Community Centre, 2nd Floor, Naraina Industrial Area, Phase-I, New Delhi – 110 028, the Registrar and Share Transfer Agent.
- In terms of Section 205A read with Section 205C of the Companies Act, 1956, the dividend declared by the Company, for earlier years, which remain unclaimed for a period of seven years will be transferred on due dates to the Investor Education and Protection Fund (IEPF), established by the Central Government. The particulars of due dates for transfer of such unclaimed dividends to IEPF are furnished in the Report on Corporate Governance, forming part of the Annual Report.

Financial Year ended	Date of Declaration of Dividend	Last date for claiming unpaid Dividend	Last date for transfer to IEPF
31.03.2007	07.09.2007	06.09.2014	05.10.2014
31.03.2008	12.09.2008	11.09.2015	10.10.2015

Members who have not encashed their dividend warrants in respect of the above period are requested to make their claim(s) by surrendering the unencashed warrants immediately to the Company.

Pursuant to Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amount lying with companies) Rules 2012, the Company will provide / host the required details of unclaimed amounts referred to under Section 205C (2) of the Companies Act, 1956 on its website and also in the website of the Ministry of Corporate Affairs (MCA) in the relevant form every year.

Further the Company shall not in a position to entertain the claims of the Shareholders for the unclaimed dividends which have been transferred to the credit of IEP Fund.

- Individual Shareholders holding shares singly or jointly in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 109A of the Companies Act, 1956, are requested to submit the details to the Company / RTA in the prescribed Form 2B for this purpose.
- As required by Securities Exchange Board of India (SEBI) vide its Circular, the shareholders are requested to furnish a copy of the PAN card to the Company/ Registrar & Share Transfer Agents while sending the shares held in physical form for transfer, transmission, transposition and deletion of name of the deceased shareholder(s).
- Electronic copy of the Annual Report and the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent to all the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes, unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the above documents are being sent in the permitted mode.
- Members are requested to affix their signatures at the space provided on the Attendance Slip annexed to Proxy Form and handover the Slip at the entrance of the meeting hall. Corporate members are requested to send a duly certified copy of the board resolution / power of attorney authorizing their representatives to attend and vote at the Annual General Meeting.
- In view of the "Green Initiative" announced by Ministry of Corporate Affairs and circular issued by the Securities and Exchange Board of India (SEBI), the Company will send all correspondences like General Meeting Notices, Annual Reports and any other communication in future (hereinafter referred as "documents") in electronic form, in lieu of physical form, to all those shareholders, whose email address is registered with Depository Participant (DP)/ Registrar & Share Transfer Agent {RTA} [herein after 'registered e-mail address'] and made available to us, which would be deemed to be the shareholder's registered email address for serving documents including those covered under section 219 of the Companies Act, 1956 [the Act] read with section 53 of the Act and Clause 32 of the Listing Agreement executed with the Stock Exchanges.

Please Note that the Annual Report of the Company will also be available on the Company's website www.rasandik.com for ready reference. Shareholders are also requested to take note that they will be entitled to be furnished, free of cost, the aforesaid documents, upon receipt of requisition from the shareholders, any time, as a member of the Company.

- All documents referred to in the accompanying notice, are open for inspection at the registered office of the Company on all working days, between 11 a.m. and 1 p.m. upto the date of meeting.
- Members may also note that the Notice of the Annual General Meeting and the Annual Report will also be available on the Company's website www.rasandik.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Sohna, Haryana for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the members may also send their requests to cs@rasandik.com.
- 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 to its members facility to exercise their right to vote at the 30th Annual General Meeting (AGM) by electronic means and the business(es) contained herein may be transacted through e-Voting Services.

By Order of the Board
For Rasandik Engineering Industries India Limited
Sd/-
Pradeep Chandra Nayak
Company Secretary

Place : Gurgaon
Date : 14.08.2014

Explanatory Statement
(Pursuant to section 102 of the Companies Act, 1956)

As required by Section 102 of the Companies Act, 2013, (corresponding to Section 173 of the Companies Act, 1956), (Act) the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 4, 5 and 6 mentioned in the accompanying Notice:

Item No 4:

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/S Jitender, Navneet & Co., Cost Accountants, (Firm's registration number 000119) Delhi, the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015 for a total remuneration of Rs.300,000/- as Audit fees plus out of pocket expenses at actual on submission of supporting bills.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No.4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2015.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

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

Item No 5 and 6:

At present, the Company has the following Independent Directors;

1. Mr. Shyam Sunder Sethi
2. Mr. Mysore Siddappa Ramaprasad

within the meaning of Section 2(47) read with Section 149(6) of the Companies Act, 2013. Further as per Section 149(10) of the Companies Act, 2013, an Independent Director shall hold the office for a term up to five consecutive years. Also, the Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of independent directors by a listed Company which will be applicable with effect from 1st October, 2014.

Pursuant to the provisions of section 149 of the Act, which came in to effect from April 1, 2014, every listed Public Company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation.

As all the existing Independent Directors meet the criteria of Independent Directors as per Section 149 (6) of the Act and as per amended Clause 49, it is proposed to appoint all of them as Independent Directors and define their term of appointment at the ensuing Annual General Meeting as under;

Sr. No.	Name	DIN	Proposed Term (Years)	Period	
				From	Up to
1	Mr. Shyam Sunder Sethi	01394311	5	30.09.2014	29.09.2019
2	Mr. Mysore Siddappa Ramaprasad	00842539	5	30.09.2014	29.09.2019

None of the above Independent Directors is disqualified from being appointed as Director in terms of Section 164 of the Act. All the above mentioned Independent Directors have given their consent to act as such Director.

The Company has received notices in writing from members' alongwith the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidatures of each of 1) Mr. Shyam Sunder Sethi 2) Mr. Mysore Siddappa Ramaprasad for the office of Director of the Company.

The Company has also received declaration from above Directors that they meet the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under Clause 49 of the Listing Agreement.

In the opinion of the Board, the above Independent Directors fulfil the conditions for appointment as Independent Directors as specified in the Act and the Listing Agreement and all of them are independent of the management.

Brief resume of each of the above Independent Directors including nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

Copy of the draft letter for appointment of each of the above Independent directors setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Mr. Shyam Sunder Sethi and Mr. Mysore Siddappa Ramaprasad are interested in the resolution set out respectively at Item Nos. 5 to 6 of the Notice with regard to their appointment.

The relatives of Mr. Shyam Sunder Sethi and Mr. Mysore Siddappa Ramaprasad may be deemed to be interested in the resolution set out respectively at Item Nos. 5 to 6 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 any way, concerned or interested, financially or otherwise, in this resolution.

The Board commends the Ordinary Resolution set out at Item Nos. 5 to 6 of the Notice for approval by the shareholders.

ANNEXURE TO NOTICE
DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

Name of Directors	Mr. Shyam Sunder Sethi	Mr. Mysore Siddappa Ramaprasad
Date of Birth	15th June' 1939	18th May' 1949
Date of Appointment	08/06/2002	14/11/2011
Educational Qualification	Post graduation in production engineering from IIT Kharagpur	B Sc., LLB
Expertise in specific functional area	Dr. Shyam S. Sethi, is an independent non-executive Director on the board. He is a Mechanical engineering graduate with post graduation in production engineering from IIT Kharagpur. He brings with him around thirty years of experience with an MNC Kelvinator. He was Executive Vice President at Kelvinator at later part of his tenure thereat. Currently he works as a Consultant at Whirlpool Corporation, Aptech Limited and Tropicana Telecom.	Mr. M. S. Ramaprasad is an independent non-executive Director on the board is an industrialist by profession. He is the proprietor of Saraswathi Rice & Oil Mills, Nanjangud, Karnataka. He is founder member of the Nanjangud Industries Association and is president for the last 4 years. He has vast experience in Industrial management and possesses thorough knowledge of Factory Act, labour laws & industry related safety regulations.
List of other Companies in which Directorship held	Ample Leasing Pvt. Ltd Dev Shri Tech Pvt. Ltd.	None
Chairman / Member of the Committees of Board of Directors of Other Companies	None	None
No of Shares Held in the Company	2500	Nil

By Order of the Board
For Rasandik Engineering Industries India Limited

Sd/-
Pradeep Chandra Nayak
 Company Secretary

Place : Gurgaon
 Date : 14.08.2014

Instructions and other information relating to e-voting are as under:

- i. Pursuant to provisions of section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 30th Annual General Meeting to be held on Tuesday, the 30th September, 2014, at 10:00 a.m. The Company has engaged the services of Central Depository Services Limited (CDSL) to provide the e-voting facility.
- ii. These details and instructions form an integral part of the Notice for the Annual General Meeting to be held on 30th September, 2014.
- iii. The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
23rd September, 2014, 9.00 A.M. IST	24th September, 2014, 6.00 PM IST

During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (29th August, 2014), may cast their vote electronically.

The e-voting module shall be disabled by CDSL after voting period ends.

- iv. The e-voting facility can be availed by typing the link www.evotingindia.com in the internet browser.
- v. Click on the "shareholders" tab.
- vi. Now select the Company name from the drop down menu and click on "SUBMIT"
- vii. 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.
- viii. Next enter the Image Verification as displayed and Click on Login.
- ix. 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.

x. 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 last 8 digits of the demat account/folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Rajesh Kumar with folio 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 respectively in dd/mm/yyyy format.
Dividend BankDetails	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio respectively. 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.

xi. After entering these details appropriately, click on "SUBMIT" tab.

xii. 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.

xiii. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

xiv. 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.

xv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

xvi. 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.

xvii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xviii. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

xix. 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.

xx. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as 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 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.

Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 29th August, 2014 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.

M/s. AKDC & Associates, Practicing Chartered Accountant, New Delhi (Firm Registration No: 022842N), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor of or against, if any, forthwith to the Chairman of the Company.

The voting rights of shareholders shall be in proportion to their shares of the paid equity capital of the Company as on 29th August, 2014.

The results shall be declared on or after the AGM of the Company. The results declared alongwith the Scrutinizers' Report shall be placed on the Company's website www.rasandik.com and on the website of CDSL within two days the passing of the resolutions at the 30th Annual General Meeting of the Company on September 30, 2014, and communicated to the BSE Ltd. within the prescribed period.

Place : Gurgaon
Date : 14.08.2014

By Order of the Board
For Rasandik Engineering Industries India Limited
Sd/-
Pradeep Chandra Nayak
Company Secretary

To The Members,

Your Directors have pleasure in presenting the 30th Annual Report of your Company together with the Audited Statement of Accounts for the financial year ended 31st March, 2014.

PARTICULARS	(Rs in millions)	
	2013-2014	2012-2013
Total Income (Gross)	2172.38	2771.72
Profit Before Finance Cost, Depreciation and Taxation	217.44	326.69
Finance Cost	148.51	150.75
Depreciation	144.21	133.80
Profit Before Tax	(75.32)	42.14
LESS:		
Tax expense	(20.43)	10.05
Profit/Loss After Tax (Loss)	(54.89)	32.09
ADD:		
Balance in Profit and Loss Account	115.33	83.24
Amount Available for Appropriation	60.44	115.33

OPERATING RESULTS

During the year under review, the overall performance of the Company showed downward movement as compared to the previous year. The total revenue (gross) of the company for the year ended 31st March, 2014 was Rs. 2172.38 millions as compared to Rs. 2771.71 millions in the previous year. The profit before depreciation, finance cost, taxation is decreased to Rs. 217.44 millions from Rs. 326.69 millions in the previous year. The net loss after depreciation and finance cost is Rs. 75.32 millions for the current financial year as compared to profit of Rs. 42.14 millions in the previous year. The Loss after tax is Rs. 54.89 millions in comparison to profit of Rs. 32.09 millions in previous year.

DIVIDEND

The Directors express their inability to declare any dividend for the financial year ended March 31, 2014 on account of loss during the year under review. The Company has not made any transfer to General Reserve.

PROSPECTS FOR THE CURRENT YEAR

Although demand for vehicles in India increased over the past years but Inflation and consumer sentiments do not induce great confidence either. Indian economy has been experiencing a slow growth phase and Low growth of GDP is expected to continue, and Your Company is expecting a modest growth for the coming financial year 2014-15.

FOREIGN CURRENCY CONVERTIBLE BONDS (FCCBS):

The USD 10 Millions 3% Foreign Currency Convertible Bonds issue of the Company was matured on 8 April 2009 and is due for settlement.

HUMAN RESOURCES

The human resource profile of your Company is an optimal mix of industry experience and fresh blood from engineering and business institutions. During the year under review, the Company is continuously renewing and updating the knowledge and skill of its employees at all levels through training and development.

CORPORATE GOVERNANCE

The Company has complied with the corporate governance requirements as stipulated under the listing agreement with the stock exchanges. A separate section on Corporate Governance, along with a Certificate from the Auditors of the Company confirming compliance, is annexed and forms part of the Annual Report.

Certificate from CMD/CFO inter alia confirming the correctness of the financial statements, compliance with Company's Code of Conduct, adequacy of the Internal Control measures and reporting of matters to the Audit Committee in terms of clause 49 of the Listing Agreement with the Stock Exchanges, is attached in Corporate Governance Report and forms part of this Report.

MANAGEMENT DISCUSSION AND ANALYSIS

A detailed Management Discussion and Analysis Report, pursuant to Clause 49 of the Listing Agreement is annexed hereto, forming part of this report.

LISTING

The shares of your Company continued to be listed at Mumbai Stock Exchanges. The listing fee has already been paid for the Financial Year 2013- 14. The application for Voluntary delisting application is still pending at the Calcutta Stock Exchange. Further annual custody fee has been paid to NSDL and CDSL.

CASH FLOW STATEMENT

As required by Clause 32 of the Listing Agreement with Stock Exchanges, a Cash Flow Statement is annexed.

DIRECTORS

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Mysore Siddappa Ramaprasad retire by rotation at the ensuing Annual General Meeting and being eligible, offer themselves for reappointment. Mr. Mysore Siddappa Ramaprasad retires from the Board by rotation and being eligible, offer himself for reappointment.

During the year, the Ministry of Corporate Affairs (MCA) has notified majority of the provisions inter alia provisions relating to selection, manner of appointment, roles, functions, duties, re-appointment of independent directors (IDs) and the relevant rules under the Companies Act, 2013 (the Act 2013) and made them effective 1st April 2014.

The existing composition of the Company's board is fully in conformity with the applicable provisions of the Act 2013 and Clause 49 of the Listing Agreement having the following directors as non-executive IDs, namely Mr. Mysore Siddappa Ramaprasad and Mr. Shyam Sunder Sethi.

In terms of the provisions of Section 149(10) read with Section 149(5) of the Act 2013, IDs are eligible to hold office for a term upto five consecutive years on the board and eligible for re-appointment for the second term on passing special resolutions by the Company. During the period, they will not be liable to 'retire by rotation' as per the provisions of Sections 150(2), 152(2) read with Schedule IV to the Act 2013.

It is, therefore, proposed to appoint them as IDs for a consecutive period of five years at the AGM. Necessary declarations have been obtained from them, as envisaged under the Act 2013.

The board also ensured that their appointments as IDs are in compliance with the requirements under the relevant statutes and that there were appropriate balance of skills, experience and knowledge in the board, so as to enable the board to discharge its functions and duties effectively.

Notices in writing signifying the intention to offer their candidatures as IDs of the Company along with the requisite deposit have been received from members of the Company in terms of Section 160 of the Act 2013.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under Clause 49 of the Listing Agreement.

In terms of the provisions of sub-section (6) read with explanation to Section 152 of the Act 2013, two-third of the total number of directors i.e., excluding IDs, are liable to retire by rotation and out of which, one-third is liable to retire by rotation at every annual general meeting.

Brief profile of the Directors who are to be reappointed, nature of their expertise in specific functional areas, names of companies in which they hold the membership of the Board of Directors or committee thereof, chairmanship of the Board, their shareholding etc. as stipulated under Clause 49 of the Listing Agreement, are furnished in the notice of the ensuing Annual General Meeting and in the relevant section on Corporate Governance in the Annual Report elsewhere.

The board, therefore, recommends their re-appointment as directors of the Company.

CODE OF CONDUCT

The Board has laid down a Code of Conduct for all Board Members and Senior Management of the Company. The Code of Conduct has been posted on the Company's website. Board Members and Senior Management personnel have affirmed compliance with the Code and a separate declaration to this effect is annexed to the Corporate Governance Report.

DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to Section 217(2AA) of the Companies Act, 1956 as amended, your Directors state that:

- a) In the preparation of the financial statements, the applicable accounting standards have been followed along with proper explanations relating to material departures, if any;
- b) The accounting policies adopted in preparation of the annual accounts have been applied consistently and reasonable and prudent judgements and estimates have been made so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year 2013 -14 and of the statement of profit and loss for the period ended March 31, 2014;
- c) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The financial statements have been prepared on a 'going concern' basis.

COMPANY SECRETARY

Pursuant to the provisions of the Companies Act, 1956, your company has appointed Mr. Pradeep Chnadra Nayak as a full time Company Secretary of the Company with effect from 16.06.2013 for ensuring the Compliance of all necessary statutory requirements and procedures.

STATUTORY AUDITORS

The Company, in terms of Section 139 (1) and (2) of the Act 2013, is required to appoint statutory auditors for a term of five consecutive years i.e., till the conclusion of sixth annual general meeting and ratify their appointment, during the period, in every annual general meeting by an ordinary resolution. Further No listed company shall appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years:

The period for which any firm has held office as auditor prior to the commencement of the Act 2013 will be taken into account for calculating the period of five consecutive years, as per the fourth proviso to Section 139(2) of the Act 2013 read with Rule 6(3) of the Companies (Audit and Auditors) Rules, 2014.

The Statutory Auditors of the Company, M/s Awatar & Co., Chartered Accountants, New Delhi (Firm Registration No. 000726N), retire at the ensuing Annual General Meeting and being eligible expressed their willingness to continue, if so appointed. As required under the provisions of section 139(1) of 2013 Act & Companies (Audit & Auditors) Rule 2014, your Company has obtained a written certificate from the auditors proposed to be re-appointed to the effect that, if appointment made it shall be in accordance with the condition as may be prescribed. The Board hereby requests the members to reappoint M/s. Awatar & Co., Chartered Accountants, New Delhi as Auditors for period of 3 Years from the conclusion of this Annual General Meeting till the Annual General Meeting to be held in 2016.

COST AUDITORS AND COST AUDIT REPORT

As required under the Companies (Cost Accounting Records) Rules 2011, the Company filed the Cost Audit Report along with Cost Compliance Report for the financial year 2012-13 in XBRL format.

Pursuant to Section 233B(2) of the Companies Act, 1956, the Board of Directors on the recommendation of the Audit Committee appointed M/s. Jitender Navneet & Co., Cost Accountants, as the Cost Auditor of the Company for the Financial year 2013-14. M/s. Jitender Navneet & Co. have confirmed that their appointment is within the limit and have also certified that they are free from disqualifications. The Board has received a Certificate from the Cost Auditor certifying his independence and arm's length relationship with the Company. The remuneration fixed by the board, based on the recommendation of the audit committee is required to be ratified by the members at the AGM as per the requirement of Section 148(3) of the Act 2013.

PUBLIC DEPOSITS

The Company has not accepted any deposits from public within the meaning of Section 58A of the Act, for the year ended 31st March, 2014.

INSURANCE

All the properties of the Company including Buildings, Plant and Machinery and Stocks have been adequately insured.

PARTICULARS OF EMPLOYEES

Information as required under Section 217 (2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975, as amended, regarding particulars of employees are set out in the Annexure A to this report.

ENERGY, TECHNOLOGY AND FOREIGN EXCHANGE

The particulars relating to energy conservation, technology absorption, foreign exchange earning and outgo, as required to be disclosed under Section 217(1) (e) of the Companies Act, 1956, read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, forming part of the Directors' Report is enclosed as per Annexure B to this report.

QUALITY SYSTEM

Your Company has been certified as an ISO/TS 16949-2002 version Quality System Company by AIB Vincotte Inter Belgium and also an ISO 14001 - Environment Management System Company by British International Standard (BIS).

AUDITORS' REPORT

The observations made in the Auditors Report are self-explanatory and therefore do not call for any further comment under Section 217 (3) of the Companies Act, 1956.

TRANSFER TO INVESTORS EDUCATION AND PROTECTION FUND

The Company has transferred a sum of Rs.153,337 during the financial year 2013-14 to the Investor Education and Protection Fund established by the Central Government, in compliance with Section 205 C of the Companies Act, 1956. The said amount represents unclaimed dividends which were lying with the Company for a period of seven years from their respective due dates of payment.

CAUTIONARY STATEMENT

Statements in the Directors Report and the Management Discussion and Analysis describing the Company's objectives, expectations or predictions, may be forward looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations included: global and domestic demand, new capacity additions, changes in government policies and tax laws and other factors which are material to the business operation of the Company.

ACKNOWLEDGEMENTS

Your Directors take this opportunity to express their deep sense of gratitude to the bankers, employees, shareholders, customers and suppliers for their continued support and confidence in the management.

Your Company is grateful for the co-operation and continued support extended by Maruti Suzuki Motors Ltd, Tata Motors Ltd, New Holland Tractors, Honda Sael, Fiat India, General Motors, Mahindra, Renault, Swaraj Mazda, Honda Motorcycles & Scooters, Ashok Leyland, Force Motors and all other Customers. Your Directors look forward to receive their continued confidence, support and encouragement.

For and on Behalf of the Board of
Rasandik Engineering Industries India Limited
Sd/-
(S. C. KAPOOR)
CHAIRMAN

Place : Gurgaon
Date : 28.05.2014

ANNEXURE-A

INFORMATION AS PER SECTION 217(2A) OF THE COMPANIES ACT, 1956 READ WITH THE COMPANIES (PARTICULARS OF EMPLOYEES) RULES, 1975 & FORMING PART OF DIRECTORS REPORT FOR THE YEAR ENDED 31ST MARCH, 2014.

Details of employee(s) who draw an aggregate remuneration of Rs. 60,00,000/- or more per annum or Rs. 500,000/- or more per month

None

ANNEXURE-B

INFORMATION UNDER SECTION 217(1)(e) OF THE COMPANIES ACT, 1956 READ WITH THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988 AND FORMING PART OF THE DIRECTORS REPORT FOR THE YEAR ENDED 31ST MARCH, 2014.

A. CONSERVATION OF ENERGY

Your Company is not an industry listed in Schedule to Rule 2 of the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988. It has given top priority to energy consumption by putting continuous efforts towards optimization of operating and processing parameters, up-gradation of plant equipments, ensuring that scarce energy resources are utilized in the most efficient manner etc. It has been continuously thriving to optimize energy consumption levels by selecting energy efficient and environment friendly technologies for its plants.

(i) Statement of Power & Fuel Consumption

Particulars	Financial Year 2013-2014	Financial Year 2012-2013
a. Purchased of Electricity		
Unit purchased	6,418,016	7,262,542
Total Bill amount (Rs.)	49,575,935	47,307,225
Average rate/unit (Rs.)	7.72	6.51
b. Own Generation of Electricity		
DG Set Generated Units	1,256,372	1,586,471
Total Amount (Rs.)	30,240,029	33,284,109
Average rate/unit (Rs.)	24.07	20.98

(ii) Energy Conservation Measures taken

Your company has given utmost importance to the Energy conservation by adopting the most modern technology and has implemented many Energy conservation measures through small group activities and suggestion schemes. It is taking various steps for optimizing operations in use of power and energy and also reduction in energy consumption. These are as follows:

- To reduce electrical energy consumption by enhancing use of natural light.
- To conserve energy by reducing compressed air consumption.
- To conserve energy by using energy efficient Welding Guns.

In addition to the above, constant energy monitoring is being done in various sections of the plant for which energy meters have been installed in each Press Machines as well as in various Shops. Statistical analysis will be carried out and energy consumption and reduction plans will be worked out.

(iii) Additional investment and proposal, if any, being implemented for reduction of energy

NIL

(iv) Impact of measures of (i) & (ii) above for reduction of energy consumption and consequent impact on the cost of production of goods

NIL

B. RESEARCH AND DEVELOPMENT & TECHNOLOGY ABSORPTION

The Company's Research and Development (R&D) activities include up-gradation of technology and cost reduction by Value Engineering. As there is no separate R&D Department, the amount incurred on R&D is difficult to estimate. Your company believes in employing the most modern technologies to derive the best possible results.

C. FOREIGN EXCHANGE EARNINGS & OUTGO

Your company continues to maintain its focus on and avail of export opportunities based on economic considerations. Strong initiatives have been taken to interact with a variety of overseas customers with the focus on identification of new customers and procuring contracts from them.

The company is continuing with its vigorous efforts to increase its exports by broadening its customer profile, concentrating on formulation sales, exploring possibilities of entering into new and expanding markets etc.

a. Activities relating to export:

The company has identified products and potential customers for Export. The Company have number of export orders in hand and the product development is under process.

b. Foreign Exchange Earnings:

Particulars	Financial Year 2013-2014 (Rs.)	Financial Year 2012-2013(Rs.)
F.O.B. Value of Exports	44,16,926	3,02,69,705

c. Foreign Exchange Outgo:

Particulars	Financial Year 2013-2014 (Rs.)	Financial Year 2012-2013 (Rs.)
Raw Material & Component (CIF Value of Imports)	113,49,505	2,73,54,812
Store & Spares (CIF Value of Imports)	16,99,345	63,17,980
Plant & Machinery	Nil	Nil
Traveling	3,40,885	58,290
Professional Charges	20,63,055	99,11,727

ANNEXURE - C

CORPORATE GOVERNANCE REPORT FOR THE YEAR 2013-14
(As required under Clause 49 of the Listing Agreements entered with Stock Exchange)

1. Company's philosophy on Code of Governance

The Company believes that Corporate Governance is a voluntary and self discipline code which means not only ensuring compliance with regulatory requirements but also being responsive to our stakeholders needs. Focus of the Company has always been to ensure continuing value creation for each of its stakeholders and above all to achieve business excellence with the goal of long-term sustainable development.

2. BOARD OF DIRECTORS

The present strength of Directors on the Board is five of which two are independent and non-executive, two are non-independent and non-executive and one is non-independent and executive who is responsible for the management of Company's business.

The Board Meetings are governed by a structured agenda. The Board members, in consultation with the Chairman may bring up any matter for the consideration of the Board. All major issues included in the Agenda are backed by comprehensive information being circulated in advance of each meeting of the Board to enable the Board to take informed decisions.

Meetings and Attendance:

During the year Four (4) Board meetings were held on 30.05.2013, 12.08.2013, 14.11.2013 and 13.02.2014. The maximum time gap between any two consecutive meetings was not more than four months. The Composition of Board of Directors, their attendance at the Board Meetings held during the year and at the last Annual General Meeting and other directorships and chairmanships/memberships of the Committees of each Director held in various companies, as at 31st March, 2014, is given below:

Name	Designation	Promoter/ Independent Director	Meetings attended in other companies (Indian)	Directorships	Attendance in last AGM (Nos.)	Shareholding
Mr. S. C. Kapoor	Chairman	Non-Independent	4	0	Yes	146,900
Mr. Rajiv Kapoor**	Managing Director	Promoter	4	0	Yes	809,447
Mrs. Deepika Kapoor	Director	Promoter	4	0	No	34,300
Dr. Shyam S. Sethi	Director	Independent	4	0	No	2,500
Mr. M. S. Ramaprasad	Director	Independent	4	0	No	Nil

* Excludes Directorships in Private Limited Companies

** Mr. Rajiv Kapoor is related to Mr. S. C. Kapoor, Chairman and Mrs. Deepika Kapoor, Director

None of the Directors on the Board is a member of more than 10 Committees and Chairman of more than 5 Committees (as specified in Clause 49) across all Companies in which he/she is a Director. The necessary disclosures in this regard have been made by all the Directors.

Directors with Material Pecuniary or Business Relationship with the Company

Disclosures to be made to the Board by the Directors of the company relating to all material, financial and commercial transactions in which they have personal interest, which may have a potential conflict with the interest of the Company at large. None of the Directors has any pecuniary relationship or transaction with the company.

Code of Business Conduct and Ethics for members of the board and senior management personnel:

The Company has in place the Code of Business Conduct and Ethics for member of the board and senior management personnel (the Code) approved by the board. The Code has been communicated to directors and the senior management personnel. The Code has also been displayed on the Company's website www.rasandik.com

All the members of the board and senior management personnel have confirmed compliance with the Code for the year ended 31st March 2014. The Annual Report contains a declaration to this effect signed by the Chairman and Managing Director and the Company Secretary as compliance officer of the Code.

Appointment / Re-appointment of directors:

In terms of Clause 49(IV)(G) of the Listing Agreement with the Stock Exchanges, a brief resume of directors, proposed to be appointed / re- appointed, nature of their expertise in specific functional areas, their other directorships and committee memberships, their shareholdings and their relationships, if any, with other directors are provided in the notice convening the AGM.

COMMITTEES OF THE BOARD

The Board of Directors has constituted three Committees of the Board - Audit Committee, Investor Grievance Committee and Share Transfer Committee. The terms of reference of the Board Committees are determined by the Board from time to time. The role and composition of these Committees, including the number of meetings held and the related attendance is described hereunder.

3. AUDIT COMMITTEE

The primary objective of the Audit Committee is to monitor and provide effective supervision of the management's financial reporting process with a view to ensure accurate, timely and proper disclosure and transparency, integrity and quality of financial reporting. The Audit Committee of the Company is entrusted with the responsibility to supervise the Company's internal control and financial reporting.

The role & term of reference of the audit committee are in conformity with the provisions of Section 292A of the Companies Act, 1956 and Clause 49 of the Listing Agreement with the Stock Exchanges.

The terms of reference of the Audit Committee of the Company are broadly as under:

- a. Overseeing the Company's financial reporting process and the disclosure of financial information.
- b. Reviewing with the management quarterly and annual financial statements before submission to the board for approval with particular reference to the matters specified in the Listing Agreement.
- c. Reviewing the statement of related party transactions and transactions with companies in which one or more director(s) of the Company is / are deemed to be interested / concerned.
- d. Discussing the nature and scope of audit including internal audit prior to the commencement of the audit and areas of concern, if any, arising post audit.

- e. Reviewing the reports of internal auditors and ensuring that adequate follow-up action is taken by the management on observations and recommendations made by the internal auditors.
- f. Reviewing the findings of any internal investigations by the internal auditors into matters of suspected fraud or irregularity or a failure of internal control systems, of a material nature, if any.
- g. Recommending to the board the appointment / re-appointment / replacement of the statutory auditors and cost auditors and the fees payable for audits and approving the payment for any other services rendered by the statutory auditors.
- h. Reviewing the adequacy of internal audit functions and systems, structure, reporting process, audit coverage and frequency of internal audit.
- i. Reviewing the management discussion, analysis of financial conditions and results of operations and other matters specified under Clause 49 of the Listing Agreement.
- j. Reviewing the financial statements, in particular the investments made by the unlisted subsidiaries.
- k. Reviewing the cost audit report.
- l. Reviewing with the management the annual financial statements before submission to the board, in particular
 - a. Any change in accounting policies and practices;
 - b. Major accounting entries passed, based on exercise of judgment by management;
 - c. Significant adjustments arising out of audit;
 - d. Compliance with accounting standards; and
 - e. Disclosure of contingent liabilities.
- m. Approving the appointment of the Chief Financial Officer after assessing the qualifications, experience, background, etc. of the candidate.
- n. In addition, reviewing such other functions as envisaged under Section 292A of the Companies Act 1956 and Clause 49 of the Listing Agreement with Stock Exchanges.

The subjects reviewed and recommended in the meetings of the Audit Committee were apprised to the board by the Chairman of the Audit Committee, for its approval.

In line with the requirements of Section 177 of the Companies Act, 2013, additional powers were vested with the Audit Committee.

Composition of Audit Committee:

The composition of the Audit Committee is in accordance with the requirements of Clause 49 of the Listing Agreement read with Section 177 of the Companies Act 2013.

Sl. No.	Name of the Directors	Designation	No. of Meetings Attended
1	Dr. Shyam S. Sethi	Chairman	4
2	Mr. S. C. Kapoor	Member	4
3	Mr. M. S. Ramaprasad	Member	4

The particulars of meetings and attendance by the members of the Committee, during the year under review:

In its meeting, the Audit Committee considered audit reports covering operational, financial and other business areas and the quarterly results of the Company. The Audit Committee meetings are usually held at Corporate Office of the Company and are attended by members. The Operational Heads are invited to the meetings, as required. The Company Secretary is the Secretary to the Committee. The Audit Committee (AC) comprises of three Non-Executive Directors, with a majority of them being Independent Directors.

Four Audit Committee meetings were held during the year. The dates on which the said meetings were held are as follows: 30.05.2013, 12.08.2013, 14.11.2013 and 13.02.2014. The necessary quorum was present at all the meetings

4. Stakeholders' Relationship Committee

During the year, Investors' Grievance Committee was renamed as Stakeholders' Relationship Committee in compliance with the requirements of Section 178 of the Act 2013. The said Committee was also reconstituted with the following directors as its members viz., Dr. Shyam Sunder Sethi, Non-Executive Director, Mr. S. C. Kapoor, Chairman and Mr. M. S. Ramaprasad, Non-Executive Director. Dr. Shyam Sunder Sethi is the Chairman of the Committee.

As required by Securities and Exchange Board of India (SEBI), Mr. Pradeep Chandra Nayak, Company Secretary is the compliance officer of the Stakeholders' Relationship Committee. For any clarification / complaint, the shareholders may contact Mr. Pradeep Chandra Nayak.

The Committee oversees and reviews all the matters connected with share transfers, issue of duplicate share certificates and other issues pertaining to shares. The Committee also looks into redressal of investors' grievances pertaining to transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends etc. The Company, in order to expedite the process of share transfers, has delegated the power of share transfers to an officer of the Share Transfer Agent. The Company, as a matter of policy, disposes of investors' complaints within a span of seven days.

All the queries and complaints received during the financial year ended 31st March 2014, were duly redressed and no complaints were pending at the year end. All requests for dematerialization of shares were carried out within the stipulated time period and no share certificate was pending for dematerialization.

Reconciliation of Share Capital Audit:

A qualified practising company secretary carries out a Reconciliation of Share Capital (RSC) Audit on a quarterly basis to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital and place the report for perusal of the board.

The RSC Audit report confirms that the total issued and listed capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

Meetings & Attendance: Four Stakeholders' Relationship Committee meetings were held during the year. The dates on which the said meetings were held are as follows: 30.05.2013, 12.08.2013, 14.11.2013 and 13.02.2014. The necessary quorum was present at all the meetings.

Sl. No.	Name of the Directors	Designation	No. of Meetings Attended
1	Dr. Shyam Sunder Sethi	Chairman	4
2	Mr. S. C. Kapoor	Member	4
3	Mr. M. S. Ramaprasad	Member	4

Compliance Officer:

The company has appointed Mr. Pradeep Chandra Nayak, Company Secretary of the company, as the Compliance Officer of the company. The contact address is as follows:

Mr. Pradeep Chandra Nayak, Compliance Officer & Company Secretary
 525, Udyog Vihar, Phase-V, Gurgaon, Haryana – 122016, email: cs@rasandik.com

SHAREHOLDERS' QUERIES / COMPLAINTS

The Company ensures that Shareholder's grievances are minimal and the same are redressed promptly to their satisfaction. Pursuant to SEBI Circular, the Company has created an email ID exclusively for redressal of investors' grievances. The investors can post their grievance on cs@rasandik.com and acs@rasandik.com.

5. SHARE TRANSFER COMMITTEE

The Committee meets regularly to consider the allotment, transfer, transmission, split, issue of duplicate share certificates, etc. and take note of Demat Reports. Details of share transfers / transmissions etc. approved by the Committee are placed at the Board Meeting from time to time. The Committee consists of two members. The Chairman of the Committee is a Non-Executive Director and the Company Secretary is the Secretary to the Committee.

6. GENERAL BODY MEETINGS

Year	Type	Date of Meeting	Venue of Meeting	Time	No. of Directors Present
2010-11	AGM	30.09.2011	Conference Hall, Saras Tourist Complex, Damdama, Sohna Haryana - 122103	10 a.m.	2
2011-12	AGM	29.09.2012	Conference Hall, Saras Tourist Complex, Damdama, Sohna Haryana - 122103	10 a.m.	2
2012-13	AGM	31.08.2013	Conference Hall, Saras Tourist Complex, Damdama, Sohna Haryana - 122103	10 a.m.	2

The shareholders passed all the resolutions set out in the respective notices. No Special Resolutions passed during 2010-11. Special Resolutions of Re-appointment and Remuneration of Mr. Rajiv Kapoor, Managing Director was passed during 2011-12. Special Resolutions of Appointment and Remuneration of Ms. Sonali Kapoor, Relative of Directors as Vice President of the Company was passed during 2011-12. Special Resolutions of Appointment and Remuneration of Ms. Radhicka Kapoor, Relative of Directors as Vice President of the Company was passed during 2012-13. There was no occasion to pass any Special Resolutions through Postal Ballot on any of the matters specified under Clause 35 of the listing agreement. No resolution is proposed through postal ballot this year.

7. REMUNERATION TO DIRECTORS

None of the Directors including the Managing Director of the Company is in receipt of any kind of remuneration during the financial year 2013-14. The non-executive directors are paid only sitting fees for attending the meetings. As the constitution of Remuneration Committee is a non-mandatory item under Clause 49 of the listing agreement, the Company has not yet formed the Remuneration Committee.

NON-EXECUTIVE DIRECTORS

Non-executive Directors are paid only sitting fees for attending meetings of the Board of Directors within the limits prescribed under the Companies Act, 1956. The details are as follows:

DETAILS OF SITTING FEES PAID TO THE NON EXECUTIVE DIRECTORS

Sl. No.	Name of the Director	No. of Meeting Attended	Sitting Fee per Meeting (Rs.)	Sitting Fee Paid During 2013-14 (Rs.)
1	Mr. S. C. Kapoor	4	5000	20000
2	Mrs. Deepika Kapoor	4	5000	20000
3	Dr. Shyam S. Sethi	4	5000	20000
4	Mr. M. S. Ramaprasad	4	5000	20000

MANAGING DIRECTOR

No remuneration is paid to Mr. Rajiv Kapoor, Managing Director (re-appointed as Managing Director w.e.f. 01.10.2011 for a period of three years) during the financial year 2013-14.

8. DISCLOSURES

There were no transactions of material nature with the promoters, directors or the management or relatives, etc. that may have potential conflict with the interests of the Company. There are no instances of non-compliances nor have any penalties/strictures been imposed by any Stock Exchange or SEBI or any other statutory authority during the last three years on any matter related to capital market.

9. APPOINTMENT OF DIRECTORS

Mr. M S Ramaprasad, who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointed.

Brief Resume of Directors to be re-appointed at AGM are as follows

Name of Directors	Mr. Shyam Sunder Sethi	Mr. Mysore Siddappa Ramaprasad
Date of Birth	15th June' 1939	18th May' 1949
Date of Appointment	08/06/2002	14/11/2011
Educational Qualification	Post graduation in production engineering from IIT Kharagpur	B Sc., LLB
Expertise in specific functional area	Dr. Shyam S. Sethi, is an independent non-executive Director on the board. He is a Mechanical engineering graduate with post graduation in production engineering from IIT Kharagpur. He brings with him around thirty years of experience with an MNC Kelvinator. He was Executive Vice President at Kelvinator at later part of his tenure thereat. Currently he works as a Consultant at Whirlpool Corporation, Aptech Limited and Tropicana Telecom.	Mr. M. S. Ramaprasad is an independent non-executive Director on the board is an industrialist by profession. He is the proprietor of Saraswathi Rice & Oil Mills, Nanjangud, Karnataka. He is founder member of the Nanjangud Industries Association and is president for the last 4 years. He has vast experience in Industrial management and possesses thorough knowledge of Factory Act, labour laws & industry related safety regulations.
List of other Companies in which Directorship held	Ample Leasing Pvt. Ltd Dev Shri Tech Pvt. Ltd.	None
Chairman / Member of the Committees of Board of Directors of Other Companies	None	None
No of Shares Held in the Company	2500	Nil

10. MEANS OF COMMUNICATION

The board believes that effective communication of information is an essential component of corporate governance. The Company regularly interacts with shareholders through multiple channels of communication such as monthly sales update, results announcement, annual report, media releases, Company's website and specific communications to Stock Exchanges, where the Company's shares are listed.

10.1 Quarterly results:

The unaudited quarterly financial results of the Company were published in English and regional newspapers. These are not sent individually to the shareholders.

10.2 Newspapers wherein results are normally published:

The results are normally published in English Newspapers viz. The Financial Express and Regional Newspaper viz., Veer Arjun.

10.3 Website:

The Company's website is www.rasandik.com. This website contains the basic information about the Company, e.g., details of its business, financial information, shareholding pattern, compliance with corporate governance, contact information of the designated officials of the Company, who are responsible for assisting and handling investor grievances and such other details as may be required under Clause 54 of the Listing Agreement.

The Company ensures that the contents of this website are periodically updated. In addition, the Company makes use of this website for publishing official news releases and presentations, if any, made to institutional investors / analysts.

The Company has designated the following e-mail IDs, namely cs@rasandik.com for the purpose of registering complaints, if any, by the investors and expeditious redressal of their grievances.

11. GENERAL SHAREHOLDER INFORMATION

Registered Office	14, Roz-Ka-Meo Industrial Area, Sohna, Distt. Gurgaon, Haryana-122103
Annual General Meeting Date & Time Venue	Tuesday, September 30, 2014 at 10.00 a.m. Conference Hall, Saras Tourist Complex, Damdama, Sohna, Haryana
Financial Calendar	Tentative and subject to change
Financial Reporting	Financial Year 2014-15 (April to March)
First Quarter Results	Within 45 days from the end of quarter
Second Quarter Results	Within 45 days from the end of quarter
Third Quarter Results	Within 45 days from the end of quarter
Results for the Year ending 31st March, 2015	Within 60 days from the end of financial year
Book Closure Date	22.09.2014 to 30.09.2014 (Both days inclusive)
Listing on Stock Exchanges	At present the Equity Shares of the Company are listed at The Bombay Stock Exchange Ltd. (BSE), P.J. Towers, Dalal Street, Mumbai – 400 001. The Annual Listing fees as prescribed for the year 2013-14 has already been paid to BSE within the prescribed time and the annual custodian fee has been paid to NSDL and CDSL for the financial year 2013-14. The application for voluntary delisting of Equity Shares made to the Stock Exchange at Kolkata is pending.
Stock Code of BSE	522207
ISIN for NSDL & CDSL	INE682D01011
ISIN for FCCB	XS0245101075

12. SHAREHOLDER'S REFERENCE

Unclaimed Dividends of the Company for previous years: The dividends remaining unclaimed for 7 years from the date they become due for payment will be transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government pursuant to Section 205A/205C of the Companies Act, 1956 after completion of above said period.

Unclaimed Dividend Amounts:

Financial Year	Dividend Identification No.	Rate of Dividend	Date of Declaration of Dividend	Unpaid Dividend as on 31.03.2014	Last date for claiming unpaid Dividend
2006-07	8th	10%	07.09.2007	113,483.00	06.09.2014
2007-08	9th	15%	12.09.2008	149,440.50	11.09.2015

Registrar & Transfer Agent (STA):

Share company has appointed Link Intime India Pvt. Ltd. as its RTA to carry on all work related to share registry (both physical and electronic). All matters connected with the share transfer, dividends and other matters are being handled by the STA located at the address mentioned below:

Link Intime India Pvt. Ltd.

44, Community Centre, 2nd Floor, Naraina Industrial Area, Phase-I, New Delhi – 110 028
 Phone : (011) 41410592-94, Fax : (011) 41410591

Share Transfer System:

Share transfers in physical form are generally registered within a fortnight from the date of receipt provided the documents are found to be in order. Share transfer Committee considers and approves the transfer proposal.

All requests for dematerialization of shares, which are found to be in order, are generally processed within twenty one days and the confirmation is given to the respective depositories i.e., National Security Depository Limited and Central Depository Services (India) Limited.

Certificates are being obtained and submitted to Stock Exchanges, on half-yearly basis, from a Company Secretary-in-practice towards due compliance of share transfer formalities by the Company within the due dates, in terms of Clause 47(c) of the Listing Agreement with Stock Exchanges.

Certificates have also been received from a Company Secretary-in-practice and submitted to the Stock Exchanges, on a quarterly basis, for timely dematerialization of shares of the Company and for reconciliation of the share capital of the Company, as required under SEBI (Depositories and Participants) Regulations, 1996.

The Company, as required under Clause 47(f) of the Listing Agreement, has designated the following e-mail IDs, namely cs@rasandik.com for the purpose of registering complaints, if any, by the investors and expeditious redressal of their grievances.

Shareholders are, therefore, requested to correspond with the STA for transfer / transmission of shares, change of address and queries pertaining to their shareholding, dividend, etc.

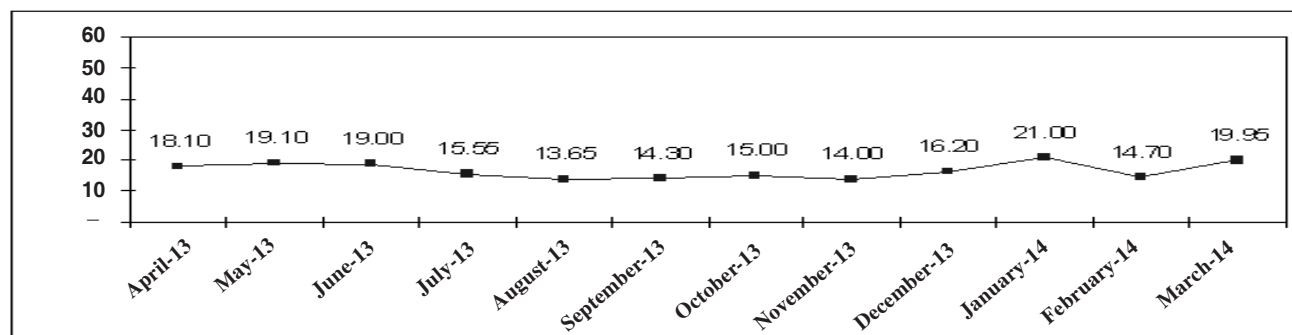
MARKET PRICE INFORMATION

The monthly high and low quotation of equity shares at the Bombay Stock Exchange is listed below:

Month	Open	High	Low	Close	No. of		Total Turnover	Deliverable Quantity	% Deli. Qty to Traded Qty	* Spread	
					Shares	Trades				H-L	C-O
April-13	21.05	22.15	18.10	18.10	2,712	24	54,718	2,614	96.39	4.05	(2.95)
May-13	18.50	19.10	18.05	19.10	1,293	9	23,987	1,293	100	1.05	0.60
June-13	19.25	19.25	18.30	19.00	1,26,267	18	24,09,496	1,26,267	100	0.95	(0.25)
July-13	18.10	18.10	15.55	15.55	370	8	6,223	370	100	2.55	(2.55)
August-13	14.80	15.05	13.65	13.65	3,097	15	44,553	2,497	80.63	1.40	(1.15)
September-13	13.65	14.38	13.65	14.30	1,730	9	23,952	1,730	100	0.73	0.65
October-13	13.75	15.00	13.26	15.00	1,810	16	25,730	1,710	94.48	1.74	1.25
November-13	14.50	14.70	13.80	14.00	1,350	14	19,045	1,350	100	0.90	(0.50)
December-13	14.00	16.20	13.41	16.20	2,151	14	30,062	2,151	100	2.79	2.20
January-14	16.20	21.50	16.20	21.00	6,225	55	1,27,267	6,224	99.98	5.30	4.80
February-14	20.20	21.00	14.70	14.70	3,677	21	66,235	3,677	100	6.30	(5.50)
March-14	15.43	20.01	14.20	19.95	6,366	121	1,12,014	6,366	100	5.81	4.52

(Source: www.bseindia.com)

SHARE PRICE MOVEMENT GRAPH ON MUMBAI STOCK EXCHANGE 2013-14



Shareholding:

Distribution of Shareholding as on March 31, 2014:

No. of Shares	No. of Shareholders As on 31.03.2014	%	Holding in Nos	%	No. of Shareholders As on 31.03.2013	%	Holding in Nos	%
1-500	4232	91.78	526508	11.14	4414	91.52	552,892	11.7
501-1000	160	3.47	130002	2.75	173	3.59	142,104	3.01
1001-2000	82	1.78	120529	2.55	91	1.88	132,983	2.81
2001-3000	39	0.85	98345	2.08	41	0.85	105,144	2.23
3001-4000	25	0.54	84731	1.79	28	0.58	95,023	2.01
4001-5000	14	0.30	65294	1.38	14	0.29	64,843	1.37
5001-10000	20	0.43	146015	3.09	22	0.46	169,206	3.58
10001 & Above	39	0.85	3553576	75.21	40	0.83	3,462,805	73.29
Total	4611	100.00	4725000	100.00	4823	100.00	4,725,000	100.00

Categories of Shareholders as on March 31, 2014:

Category	No. of Shares		%	No. of Shares		%
	2013-2014			2012-2013		
Promoters and Promoters Group	2,548,905		53.95	2,548,946		53.95
Mutual Funds	3,100		0.07	3,100		0.07
Private Corporate Bodies	288,361		6.10	379,182		8.03
Indian Public	1,763,453		37.32	1,697,755		35.93
NRIs	121,181		2.56	96,017		2.03
Total	4,725,000		100.00	4,725,000		100.00

Top ten shareholders as on March 31, 2014:

Category	Name	No. of shares	%
Promoter	Rajiv Kapoor	809,447	17.13
Promoter Group	Radhika Securities Pvt. Ltd.	651,459	13.79
Promoter Group	Ganesha Securities Pvt. Ltd.	616,740	13.05
Promoter Group	Kapoor & Budhwar Associates Pvt. Ltd.	197,200	4.17
Promoter Group	S C Kapoor	147,000	3.11
Indian Public	Vincent Commercial Company Limited	126,000	2.67
Indian Public	S Sangeetha	118,330	2.50
Indian Public	Harsha Hitesh Javeri	117,500	2.49
Indian Public	Hitesh Ramji Javeri	117,500	2.49
Indian Public	Mars Associates Private Limited	77,490	1.64

Dematerialisation of Shares

As on 31st March, 2014, 90.64 % of the Company's total ordinary shares representing 4,282,778 nos of shares were in dematerialised forms. 69.51% is held by NSDL and 21.13 % is held by CDSL. The Equity shares of the Company are actively traded in BSE.

Plant location: The Company has the following manufacturing & operation divisions:

Plant I	Tool Shop II	Plant III	Plant IV	Plant V
13,14 Roz-Ka-Meo Industrial Area, Sohna, District- Gurgaon, Haryana - 122103	1,Roz-Ka-Meo Indl Industrial Area, Sohna, District- Gurgaon Haryana - 122103	A-1/2-2 & A-1/2-3 Surajpur Industrial Area, Site - B, Greater Noida Uttar Pradesh -201306	E-82 & 83, MIDC, Ranjangaon, Pune -122103 Maharashtra	Kanwarsika, Sohna District- Nuh, Haryana- Haryana - 122103

Outstanding GDRs/ADRs/Warrants/ or any convertible instruments, conversion date and likely impact on equity:

The US\$ 10,000,000 3% Unsecured Foreign Currency Convertible Bonds due 2009 has been matured and is due for settlement.

Number of FCCBs issued & Face Value	10,000 No of FCCBs of US\$1,000 face Value
Total value of the issue	US\$ 10,000,000 (US\$ 10 million)
Tenor/ Period	7 April 2006 to 8 April 2009 (3 years 1 days)
Maturity Date	8 April 2009

13. SECRETARY'S RESPONSIBILITY STATEMENT

The Company Secretary confirms that the Company has:

- Maintained all Books of Accounts and Statutory registers required to be maintained under the Companies Act, 1956, and the rules made there under and as prescribed by SEBI.
- Filed all the forms and returns and furnished all necessary particulars in time to the Registrar of Companies, Reserve Bank of India and other authorities prescribed under various laws governing the functioning of the Company.
- Issued all notices required to be given for Board Meetings and AGM.
- Conducted the Board Meetings, Committee Meetings and Annual General Meeting in accordance with the Companies Act, 1956, SEBI Guidelines and Stock Exchange regulations as applicable.
- Complied with the requirements relating to the minutes of the proceeding of the meeting of the Board of Directors, Committee Meetings and General Body Meetings.
- Obtained necessary approvals of Directors, Shareholders, and other Authorities as per the statutory requirements.
- Not exceeded its borrowing powers.
- Complied with the requirements of the Listing Agreements entered into with Stock Exchanges

14. NON-MANDATORY REQUIREMENTS

The non-mandatory requirements have been adopted to the extent and in the manner as stated under the appropriate headings detailed below:

The Board:

As the Company has a non-executive chairman, disclosure under this head is not mandatory. No separate office is maintained for Non-Executive Chairman. Only sitting fee is paid to the Chairman.

During the year, the Ministry of Corporate Affairs (MCA) has notified certain provisions relating to selection, manner of appointment, role, functions, duties and re-appointment of independent directors (IDs) and made effective from 1st April 2014.

Accordingly, the IDs are eligible to hold office for a term of upto five consecutive years on the board and are eligible for re-appointment for the second term on passing special resolution by the Company in terms of Section 149(10) read with Section 149(5) of the Act 2013. During this period, they will not be liable to 'retire by rotation' as per Sections 150(2), 152(2) read with Schedule IV to the said Act 2013.

It is, therefore, proposed to appoint the IDs of the Company for a consecutive period of five years at the AGM in line with the requirement of the Act 2013.

Shareholder rights:

The half-yearly results of the Company are published in newspapers as soon as they are approved by the board and are also uploaded in the Company's website namely www.rasandik.com. The results are not sent to the shareholders individually.

Audit qualifications:

The audited financial statements of the Company are unqualified.

Training of Board Members / Mechanism for evaluating non-executive directors:

The present board consists of well-experienced and responsible members of society. All the directors are well aware of business model as well as the risk profile of the business parameters of the Company and their responsibilities as directors. Hence, in the opinion of the board, they do not require any further training. There is also no specific mechanism for evaluating the performance of the non-executive directors of the Company.

Vigil Mechanism (Whistle Blower):

The Company has not denied access to any personnel, to approach the management on any issue. The Company is in the process of formulating a policy on vigil mechanism as required under the Act 2013.

Request to shareholders:

Shareholders are requested to follow the general safeguards / procedures as detailed hereunder in order to serve them efficiently and avoid risks while dealing in securities of the Company.

Demat of Shares:

Shareholders are requested to convert their physical holding to demat/ electronic form through any of the DPs to avoid any possibility of loss, mutilation etc., of physical share certificates and also to ensure safe and speedy transaction in securities.

Registration of Electronic Clearing Service (ECS) mandate:

The Securities Exchange Board of India has made it mandatory for all companies to use the bank account details furnished by the Depositories for payment of dividend through ECS to investors wherever ECS and bank details are available. The Company will not entertain any direct request from members holding shares in electronic mode for deletion of / change in such bank details. Members who wish to change such bank account details are therefore requested to advise their DPs about such change, with complete details of bank account.

ECS helps in quick remittance of dividend without possible loss/delay in postal transit. Shareholders, who have not earlier availed this facility, are requested to register their ECS details with the STA or their respective DPs.

Transfer of shares in physical mode:

Shareholders should fill up complete and correct particulars in the transfer deed, for expeditious transfer of shares. Wherever applicable, registration number of power of attorney should also be quoted in the transfer deed at the appropriate place.

Shareholders, whose signatures have undergone any change over a period of time, are requested to lodge to the STA, their new specimen signature duly attested by a bank manager.

In terms of SEBI's circular no. MRD/DoP/Cir-05/1009 dated 20th May 2009, it has become mandatory for transferees to furnish a copy of Permanent Account Number (PAN) for registration of transfer of shares to be held in physical mode.

In case of loss / misplacement of share certificates, shareholders should immediately lodge a FIR / Complaint with the police and inform the Company/ STA with original or certified copy of FIR / acknowledged copy of complaint for marking stop transfer of shares.

Consolidation of Multiple Folios:

Shareholders, who have multiple folios in identical names and order are requested to apply for consolidation of such folios and send the relevant share certificates to the Company.

Registration of Nominations:

Section 72 of the Act 2013 provides facility for making nominations by shareholders in respect of their holding of shares. Such nomination greatly facilitates transmission of shares from the deceased shareholder to his / her nominee without having to go through the process of obtaining succession certificate / probate of the will, etc.

It would therefore be in the best interest of the shareholders holding shares in physical form registered as a sole holder to make such nominations. Shareholders, who have not availed nomination facility, are requested to avail the same by submitting the nomination in Form SH-13 to the Company or STA. This form will be made available on request. Investors holding shares in demat form are advised to contact their DPs for making nominations.

DECLARATION UNDER CLAUSE 49 I(D) OF THE LISTING AGREEMENT REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

This is to certify that the Company has laid down Code of Conduct for all Board Members and senior Management of the Company and the copies of the same are uploaded on the website of the Company - www.rasandik.com.

Further certified that the Members of the Board of Directors and senior Management personnel have affirmed having complied with the Code applicable to them for the financial year ended 31st March 2014.

For Rasandik Engineering Industries India Ltd

Sd/-

Rajiv Kapoor
Managing Director

Gurgaon, 28th May 2014

AUDITOR'S CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To the Shareholders of,

Rasandik Engineering Industries India Ltd.

We have examined the compliance of conditions of Corporate Governance by Rasandik Engineering Industries India Limited, for the year ended on 31st March, 2014, as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchanges. The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of the Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the Company. In our opinion and to the best of our information and according to the explanations given to us, and based on the representations made by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement.

We state that no investor grievance(s) is pending for a period exceeding one month against the company as per records maintained by the Company.

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

For A W A T A R & C O.
Chartered Accountants
Firm Registration No. 000726N

Brijendra Agrawal
Partner
Membership No. : 087787

Place : New Delhi
Date : May 28, 2014

MANAGEMENT DISCUSSION AND ANALYSIS**Indian Scenario – An Overview**

In the last few years, the passenger vehicle industry was largely driven by strong economic growth. However, a host of domestic factors in the form of increasing fuel prices, the weakening rupee and prolonged high interest rates led to rising vehicle financing costs, thus leading to a slowdown in the demand for cars.

While the demand for micro or small SUVs provided a boost to India's passenger vehicle market, passenger car sales fell during FY 2013 for the first time in a decade by 6.7% to 1.9 million units. Despite OEMs launching 22 special editions vehicles, giving interest-free repayment and discounts up to 20% to catch customers at dealerships, the car industry faces the decade's worst slowdown.

After more than 10 years of steady output growth, India's production is forecast to fall by around 3% to 3.33 million units for the current year. Accordingly, excess capacity is expected to reach a record high of 2.5 millions in the current year making capacity utilisation fall to 57%, representing the lowest level for more than a decade.

Just two years ago, India was seen as the world's hottest growth market after China and major OEMs invested in capacity expansion. Within these two years, assembly capacity in India rose by around 25% to over 5.8 million units in 2013. To keep pace with slowing demand and bridge the gap between sales and output, leading OEMs scaled back their production recently and block closures have become a regular theme in India. At least 50 to 60 days of production days have been lost as companies are now shutting down production at their plants to cope with an inventory pile-up at stockyards and dealerships.

Although demand for vehicles in India increased over the past years, motorisation in India in terms of vehicle penetration and sales per capita is still among the lowest compared to other markets. However, low car penetration coupled with a huge population and a growing middle class with increasing purchasing power makes India still a high. With a vehicle density per 1000 population at around 22.5 and vehicle sales per 1000 at 2.73, India falls far behind other emerging markets.

Vehicle sales remains low largely due to relatively low per capita income levels combined with high acquisition costs and increasing fuel prices. One of the key growth drivers was the strategy by automakers to build a range of cheap, smaller and more fuel-efficient and affordable cars to cater not only to local customers, but also to use India as an export hub for small car manufacturing. To assemble these low-margin vehicles profitably, car manufacturers are investing in local production to cut costs and ramp up volumes with exports seen as an opportunity to expand the volume base and create scale. With a vehicle density per 1000 population at around 22.5 and vehicle sales per 1000 at 2.73, India falls far behind other emerging markets.

Challenges

Challenges faced by automakers currently include the following:

- Labour costs
- Drop in industrial productivity due to lack of capital investment, ambiguous and dated labour laws
- Product quality issues due to faulty component parts, etc.
- Share-diminishing competition on new cars, mis-match in existing product strategy for a market i.e presence only in a few segments of the market or region.
- Lack of R&D improvisations in existing and the future product
- Ageing of population and its impact on demand for new cars
- Environmental concerns such as global warming, climate change and sustainability, both positive or negative depending on how these are addressed
- Slowdown in demand due to development of mass transit or alternative form of travel models in several new urban areas. These urban transport systems are likely to change the way people commute in the future.

OUTLOOK:

Ratings agency **India Ratings** maintained a stable to negative outlook on the automobile sector for 2014-15 financial year. The rating agency expects at base case a 3-8 per cent decline in the passenger vehicle segment which comprises cars, utility and multi-purpose vehicles, while the volume growth in the commercial vehicle (CV) segment is likely to post a 6-9 per cent y-o-y decline in domestic volumes in FY15 that is due to the structural issues of over-capacity and intensifying competition.

RISK AND CONCERNS

The key issue confronting the auto component industry in India is of building the economies of scale and another key development in the sector is raising raw material prices, which continue to put pressure on operating margins.

SWOT ANALYSIS

Strengths	Opportunities
<ul style="list-style-type: none"> • Including proven manufacturing capabilities, • Improving design abilities • High production efficiency • Flexibility of Small Batch production • Use of latest technology • Operating smaller plants efficiently scheme • State-of-the-art Tool room • Scaling up capacities, products and processes • Cost competitiveness markets • Adheres to strict quality controls market • Customized solution 	<ul style="list-style-type: none"> • Massive growth Prospect in Auto Sector • Sourcing hub for global automobile majors • Export opportunities • Low cost advantage primarily because of vast of low cost high skilled manpower • Rising Per capita income and easy finance boost auto sales • Rising working population • Recovery in the European and American is anticipated to give an impetus to the exports
Weakness	Threats
<ul style="list-style-type: none"> • High interest rates • Very high fuel prices • Stagnating disposable income • Cyclical downturns in the automotive industry • Volatility in the prices of metals and other inputs could erode the industry's cost competitiveness • Intense competition from counterparts in other emerging economies may add pressure on margins of manufacturers • Low level of research and development capability • The rejection rate for Indian auto components is 2900 parts per million, which is more than 12 times the world level of 240 ppm • This fragmentation Indian auto components industry is preventing players to meet large volumes demand of global auto majors • Indian per capita incomes are still way below Asian peers 	<ul style="list-style-type: none"> • Trained man-power shortage in the TWB • Indian auto component industry faces direct threat from China and Thailand • Material of components has been changed by OEMs from sheet metal to plastic • Raising steel and other raw material prices • Cost Cutting is putting pressures component maker • Pricing pressure is an industry norm globally and the same trend is continued in India • The presence of a large counterfeit components market poses a significant threat • Shorter product life cycle • Rapidly changing technology • Looming inflation and sharp rise in input costs • Labour Unrest • Free Trade Agreements (FTAs) between India and other countries • Import of Chinese auto components into India has multiplied briskly over the last five years by virtue of their cheaper costs

PRODUCT ANALYSIS & REVIEW

Your company caters to the following Product Sectors:

- Cars
- Three Wheeler
- Trucks
- Die & Tools
- Tractors
- TWB
- Two Wheelers

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has a proper and adequate system of internal controls to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition, and that transaction are authorized, recorded and reported correctly.

The Company has established the internal control system by standardising and documenting policies and procedures for all the major processes and associated key controls, for credible reporting of the financial and operating results.

OPERATING RESULTS AND PROFITS

Strong economic growth, low interest rates and continued focus on several measures undertaken by the Company like new product introductions, cost cutting and quality and process improvements have all resulted in the Company achieving a satisfactory performance.

- Finance Charges** : The Finance Costs were Rs.148.51 millions in the year 2013-14 as against Rs.150.75 millions in the year 2012-13.
- Depreciation** : Depreciation was at Rs. 144.21 millions in comparison to Rs. 133.80 millions in previous year.
- Tax** : Tax Expenses for current year is Rs. (20.43) millions (including deferred tax) as compared to Rs. 10.05 millions (including deferred tax) in the previous year.
- Net Profit** : Net Loss after tax for the year 2013-14 is Rs. 54.89 millions as compared to Net Profit of Rs. 32.09 millions in the previous year.

PERSONNEL

Industrial Relations at all the plants remained cordial and peaceful throughout the year. The focus of the previous year was continuous organizational development and various training programmes introduced for skill up-gradation. The Company's focus during the year has been to improve productivity and information sharing.

CAUTIONARY STATEMENT

Statements in this Management Discussion & Analysis that describe the Company's objectives, expectations and predictions may be forward looking statements within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors could make a difference to the Company's operations include raw material availability and price, demand and pricing by the Company's major customers, change in the Government regulations, tax regimes, economic development and other incidental factors.

INDEPENDENT AUDITORS' REPORT**TO THE MEMBERS OF
RASANDIK ENGINEERING INDUSTRIES INDIA LIMITED****Report on the Financial Statements**

We have audited the accompanying financial statements of **RASANDIK ENGINEERING INDUSTRIES INDIA LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards notified under the Companies Act, 1956 ("the Act") read with General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that 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 financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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, 2014;
- (b) in the case of the Statement of Profit and Loss, of the loss for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

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

For **A W A T A R & C O.**
Chartered Accountants
Firm Registration No. 000726N

Brijendra Agrawal
Partner
Membership No. : 087787

Place : New Delhi
Date : May 28, 2014

ANNEXURE TO AUDITORS' REPORT

(Referred to in paragraph 1 of our report of even date)

- (i) In respect of its fixed assets:
- (a) The Company has maintained proper records showing full particulars including quantitative details and situation of the fixed assets. Additions and deletions made during the year under report will be entered in the said records during current year i.e. 2014-15, as per Company's practice.
- (b) As explained to us, all the fixed assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.
- (c) In our opinion, the Company has not disposed off a substantial part of its fixed assets during the year and the going concern status of the Company is not affected.
- (ii) In respect of its inventories:
- (a) The inventories have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company has maintained proper records of inventories. As explained to us, there were no material discrepancies noticed on physical verification of inventories as compared to the book records.
- (iii) (a) The Company has not granted loans, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956. Therefore, the provisions of sub-clauses (b), (c) and (d) of clause 4(iii) of the Order are not applicable to the Company.
- (b) The Company has not taken any loans, secured or unsecured from companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956. Therefore, the provisions of sub-clauses (f) and (g) of clause 4(iii) of the Order are not applicable to 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 regard to purchases of inventories, fixed assets and services and supplies. During the course of our audit, we have not observed any continuing major weakness in such internal controls.
- (v) In respect of the contracts or arrangements referred to in Section 301 of the Companies Act, 1956:
- (a) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements that need to be entered in the Register maintained under Section 301 of the Companies Act, 1956 have been so entered.
- (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts / arrangements entered in the Register maintained under Section 301 of the Companies Act, 1956 and exceeding the value of Rs. 500,000/- in respect of each party during the year have been made at prices which appear reasonable as per information available with the Company.
- (vi) In our opinion and according to the information and explanations given to us, the Company has not accepted deposits from public during the year. Therefore, the provisions of clause 4 (vi) of the Order are not applicable to the Company.
- (vii) The Company has an internal audit system, the scope and coverage of which in our opinion is required to be enlarged to be commensurate with the size and nature of its business.
- (viii) We have broadly reviewed the accounts and records maintained by the Company pursuant to the Rules made by the Central Government for the maintenance of cost records under section 209 (1) (d) of the Companies Act, 1956 and we are of the opinion that prima facie the prescribed accounts and records have been made and maintained. We have not, however, made detailed examination of the records with a view to determine whether they are accurate and complete.
- (ix) (a) According to the information and explanations given to us, the Company is generally regular in depositing with the appropriate authorities undisputed statutory dues including provident fund, income-tax, wealth tax, sales-tax, service tax, custom duty, cess and other material statutory dues applicable to it. We have been informed that there is no liability towards Investor Education and Protection Fund.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Excise Duty, Service Tax and Cess were in arrears, as at March 31, 2014 for a period of more than six months from the date they became payable. *However, Rs. 1,84,09,689/- on account of Sales Tax are outstanding for more than six months as at March 31, 2014.*
- (c) According to the information and explanations given to us, details of dues of Income Tax and Sales Tax which have not been deposited on account of any dispute are given below:-
- | Particulars | Period to which the amount related | Forum where the dispute is pending | Amount (Rs. in Lacs) |
|-------------|------------------------------------|------------------------------------|----------------------|
| Income Tax | AY 2009-10 | Commissioner of Income Tax-Appeals | 5.70 |
- (x) The Company has no accumulated losses at the end of the financial year and it has not incurred cash losses during the current financial year and in the immediately preceding financial year.
- (xi) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to a financial institution or bank. *However, the Foreign Currency Convertible Bonds aggregating to US\$ 10 Million (Rs. 45.79 crores at issue) that matured for repayment on April 8, 2009 and the interest accruing thereon have not been repaid by the Company.*
- (xii) In our opinion and according to the information and explanations given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion, the Company is not a chit fund or a nidhi/mutual benefit fund/society. Therefore, provisions of clause 4(xiii) of the Order are not applicable to the Company.
- (xiv) In our opinion and according to the information and explanations given to us, the Company is not dealing in or trading in shares, securities, debentures and other investments. Therefore, the provisions of clause 4(xiv) of the Order are not applicable to the Company.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from the banks or financial institutions. Therefore, provisions of clause 4(xv) of the Order are not applicable to the Company.
- (xvi) To the best of our knowledge and belief and according to the information and explanations given to us, the term loans have been applied for the purpose for which they were raised.
- (xvii) In our opinion and according to the information and explanations given to us and on an overall examination of the Balance Sheet as at 31st March., 2014 of the Company, we are of the opinion that funds raised on short-term basis have not prima facie, been used during the year for long-term investment.
- (xviii) The Company has not made any fresh allotment of equity shares during the year.
- (xix) According to the information and explanations given to us, the Company has not issued debentures during the year. *However, 10,000 3% Foreign Currency Convertible Bonds (FCCBs) of US\$ 1,000 each aggregating to US\$ 10 million (Rs. 45.79 crores at issue) matured for repayment on 8th April, 2009 and are outstanding.*
- (xx) During the year covered by our audit report, the Company has not raised any money by way of public issue.
- (xxi) To the best of our knowledge and belief and according to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the year.

For **AWATAR & CO.**
Chartered Accountants
Firm Registration No. 000726N

Place : New Delhi
Date : May 28, 2014

Brijendra Agrawal
Partner
Membership No. : 087787

BALANCE SHEET AS AT 31ST MARCH, 2014

Particulars	Note No.	As at 31st March, 2014 (Rs.)	As at 31st March, 2013 (Rs.)
I EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2	47,250,000	47,250,000
(b) Reserves and Surplus	3	147,783,579	202,673,878
(c) Money received against share warrants		-	-
		195,033,579	249,923,878
(2) Share Application Money Pending Allotment			
		-	-
(3) Non Current Liabilities			
(a) Long- Term Borrowings	4	431,096,049	300,665,335
(b) Deferred Tax Liabilities (Net)	5	156,837,960	177,308,967
(c) Other Long -Term Liabilities	6	237,294,094	227,191,538
(d) Long Term Provisions	7	9,863,637	10,607,862
		835,091,740	715,773,702
(4) Current Liabilities			
(a) Short -Term Borrowings	8	416,218,667	496,027,184
(b) Trade Paybles		267,396,840	405,675,440
(c) Other Current Liabilities	9	1,005,851,555	957,883,248
(d) Short-Term Provisions	10	9,205,120	16,231,308
		1,698,672,182	1,875,817,180
Total		2,728,797,501	2,841,514,760
II ASSETS			
(1) Non- current Assets			
(a) Fixed Assets	11		
(i) Tangible Assets		1,586,759,138	1,623,744,835
(ii) Intangible Assets		-	-
(iii) Capital work- in- progress		387,089,208	386,504,654
(iv) Intangible assets under development		-	-
(b) Non- current investments	12	-	-
(c) Deferred Tax Assets (Net)		-	-
(d) Long term loans and advances	13	28,360,922	45,367,971
(e) Other non current assets	14	-	383,041
		2,002,209,268	2,056,000,501
(2) Current Assets			
(a) Current investments	15	-	-
(b) Inventories	16	360,694,743	399,185,492
(c) Trade Receivables	17	211,347,131	255,888,159
(d) Cash and cash equivalents	18	69,023,651	34,925,361
(e) Short term loans and advances	19	67,647,618	75,609,042
(f) Other current assets	20	17,875,090	19,906,205
		726,588,233	785,514,259
Total		2,728,797,501	2,841,514,760

Statement of Significant Accounting Policies 1
 Note to Accounts 2 to 43

Notes referred to above form an integral part of the Balance Sheet.

As per our report of even date.
 for **A W A T A R & C O.**
 Chartered Accountants
 Firm Registration No.000726N

for and on behalf of the Board

BRIJENDRA AGRAWAL
 Partner
 M.No.87787

S C KAPOOR
 Chairman

RAJIV KAPOOR
 Managing Director

DEEPIKA KAPOOR
 Director

SHYAM S. SETHI
 Director

M S RAMAPRASAD
 Director

Place: Gurgaon
 Date : 28-05-2014

PRADEEP CHANDRA NAYAK
 Company Secretary

GAUTAM BHATTACHARYA
 CFO

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH,2014

Particulars	Note No.	As at 31st March, 2014 (Rs.)	As at 31st March, 2013 (Rs.)
I Revenue from Operations (Gross)	21	2,172,380,002	2,771,716,632
Less: Excise Duty		270,198,875	348,672,464
Revenue from Operations (Net)		1,902,181,127	2,423,044,168
II Other Income	22	6,512,310	5,276,907
III Total Revenue (I + II)		1,908,693,437	2,428,321,075
IV EXPENSES			
Cost of Materials Consumed	23	1,223,467,985	1,632,499,642
Purchases of trade goods		-	-
Changes in inventories of finished goods, trade goods and work in progress		26,126,368	(39,935,273)
Manufacturing and Operating Expenses	24	163,023,646	200,679,773
Employee benefit expenses	25	167,274,957	179,246,947
Other expenses	27	111,399,355	129,139,310
Total Expenses		1,691,292,311	2,101,630,399
Profit before finance cost,depreciation and tax (EBITDA)		217,401,126	326,690,676
Finance costs	26	148,507,584	150,754,212
Profit before depreciation and tax (PBDT)		68,893,542	175,936,464
Depreciation and amortisation expense	11	144,209,648	133,797,186
Profit before tax (PBT)		(75,316,106)	42,139,278
V Profit before exceptional and extraordinary items and tax	(I-II)	(75,316,106)	42,139,278
VI Exceptional items		-	-
VII Profit / (loss) before extraordinary items and tax	(V - VI)	(75,316,106)	42,139,278
VIII Extraordinary items		-	-
IX Profit / (loss) before tax	(VII - VIII)	(75,316,106)	42,139,278
X Tax expense :			
(1) Current tax		-	8,782,600
(2) Deferred tax		(20,471,007)	1,207,900
(3) Wealth tax		45,200	55,251
XI Profit / (loss) for the period from continuing operations	(V - VI)	(54,890,299)	32,093,527
XII Profit / (loss) from discontinued operations		-	-
XIII Tax expense of discontinued operations		-	-
XIV Profit / (loss) from discontinued operations (after tax)	(VIII - IX)	-	-
XV Profit / (loss) for the period		(54,890,299)	32,093,527
XVI Earning per equity share			
(1) Basic		(11.62)	6.79
(2) Diluted		(11.62)	6.79
Statement of Significant Accounting Policies	1		
Note to Accounts	2 to 43		

Notes referred to above form an integral part of the Balance Sheet.

As per our report of even date.
for **A W A T A R & C O.**
Chartered Accountants
Firm Registration No.000726N

for and on behalf of the Board

BRIJENDRA AGRAWAL
Partner
M.No.87787

S C KAPOOR
Chairman

RAJIV KAPOOR
Managing Director

DEEPIKA KAPOOR
Director

SHYAM S. SETHI
Director

M S RAMAPRASAD
Director

Place: Gurgaon
Date : 28-05-2014

PRADEEP CHANDRA NAYAK
Company Secretary

GAUTAM BHATTACHARYA
CFO

CASH FLOW STATEMENT FORMING PART OF THE BALANCE SHEET FOR THE YEAR ENDED AS AT 31ST MARCH, 2014

	For the year ended 31st March, 2014 (Rs.)	For the year ended 31st March, 2013 (Rs.)	
A. CASH FLOW FROM OPERATING ACTIVITIES			
Net Profit before taxation	(75,316,106)		42,139,278
Adjustments for:			
Depreciation and amortisation expenses	144,209,648	133,797,185	
(Profit) /Loss on sale of assets	-	94,594	
Interest Income	(2,548,567)	(4,465,516)	
Excess Liabilities and Unclaimed Balances written back	(1,164,328)	(408,048)	
Interest and Finance Charges	148,507,584	150,754,212	
Deferred Revenue Expenditure (Net)	383,042	1,630,138	
Exchange Fluctuation	12,209,087	8,619,062	
Others	1,248,697	1,114,684	
Bad & Doubtful Debts Written Off	-	18,876	291,155,187
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	227,529,057		333,294,465
Adjustments for:			
Trade and other receivables	71,614,466	(17,336,834)	
Inventories	38,490,751	(46,144,948)	
Trade payables and other liabilities	(221,252,778)	(59,379,773)	(122,861,554)
Cash generated from operations	116,381,496		210,432,910
Direct Taxes paid	(6,167,588)	7,257,857	7,257,857
CASH FLOW BEFORE EXTRA ORDINARY ITEMS	110,213,909		217,690,767
NET CASH FLOW FROM OPERATING ACTIVITIES (A)	110,213,909		217,690,767
B. CASH FLOW FROM INVESTING ACTIVITIES			
Investments	-	-	
Purchase of Fixed Assets	(38,335,869)	(59,533,289)	
Proceed from sales of fixed Assets	-	450,000	
Interest received	2,548,567	4,465,516	
NET CASH USED IN INVESTING ACTIVITIES (B)	(35,787,302)		(54,617,773)
C. CASH FLOW FROM FINANCING ACTIVITIES			
Proceeds from Long Term Borrowings	249,004,000	101,040,000	
Repayment of Long Term Borrowings	(146,262,113)	(132,615,766)	
Interest & Finance Charges paid	(148,507,584)	(150,754,212)	
Borrowings/(Repayment) from/to Bank	27,751,483	(12,260,220)	
Sales Tax and other loans (Net of repayments)	(22,314,102)	26,638,070	
NET CASH USED IN FINANCING ACTIVITY (C)	(40,328,317)		(167,952,128)
Net Increase in cash and cash equivalents (A+B+C)	34,098,290		(4,879,134)
CASH & CASH EQUIVALENTS AS AT :			
Opening Balance 01.04.2013	34,925,361		39,804,495
Closing Balance 31.03.2014	69,023,651		34,925,361

Notes:

- Above statement has been prepared in indirect method.
- Cash and cash equivalents consists of cash on hand and balance with banks
- Trade and other receivables include other current assets and loans and advances.
- Additions to Fixed Assets are stated inclusive of movements of capital work-in-progress in between beginning and end of the year and treated as part of Investing Activities.
- Previous Year's figures have been regrouped/rearranged wherever necessary.

Notes referred to above form an integral part of the Balance Sheet.

As per our report of even date.
for **A W A T A R & C O.**
Chartered Accountants
Firm Registration No.000726N

for and on behalf of the Board

BRIJENDRA AGRAWAL
Partner
M.No.87787

S C KAPOOR
Chairman

RAJIV KAPOOR
Managing Director

DEEPIKA KAPOOR
Director

SHYAM S.SETHI
Director

M S RAMAPRASAD
Director

Place: Gurgaon
Date : 28-05-2014

PRADEEP CHANDRA NAYAK
Company Secretary

GAUTAM BHATTACHARYA
CFO

1. SIGNIFICANT ACCOUNTING POLICIES

1) BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The Financial Statements are prepared under the historical cost convention, on accrual basis and in accordance with the generally accepted accounting principles and applicable Accounting Standards issued by the Institute of Chartered Accountants of India and the relevant provisions of the Companies Act, 1956.

2) FIXED ASSETS AND DEPRECIATION

Fixed Assets (including Assets given on Lease) are stated at cost of acquisition or construction, which comprises of purchase price (net of Modvat /Cenvat /rebate and discounts, wherever applicable) and any directly attributable cost of bringing the asset to its working condition for the intended use. Expenditure during construction period including borrowing cost, wherever applicable, is allocated on the direct cost of the relevant assets on a pro-rata basis.

Depreciation on fixed assets has been provided as under:

a) Depreciation on fixed assets is provided on Straight Line Method at the rates and in the manner prescribed in schedule XIV to the Companies Act, 1956 as amended except in the case of following assets for which depreciation has been provided at higher rates based on the useful life as determined by Management :

Additions to Communication Equipments (w.e.f. 01.04.2001)	20%
Machinery acquired after expiry of lease term	20%
Utilities	20%

b) Depreciation on assets added /sold during the year is provided on pro rata basis with reference to the date of addition/disposal of the respective assets.

c) Depreciation on incremental cost arising on account of premium on forward contract of foreign currency liabilities for acquisition of fixed assets has been provided as aforesaid over the residual life of the respective assets.

d) Individual assets costing Rs. 5,000/- or less are depreciated in full.

e) Leasehold land is amortized equally over unexpired period of lease from the date it is put to use.

3) INVENTORIES

a) Raw materials, components, stores & spares are valued at cost on First in First out (FIFO) basis or net realizable value which ever is lower. The cost is arrived at after deducting the cenvat credit.

b) Finished goods and work in process are valued at lower of cost or net realizable value. Cost is arrived at by absorption costing method. Finished goods and work in process includes cost of conversion incurred in bringing the inventories to its present location and condition.

c) Scrap is valued at net realizable value.

d) Goods in transit are valued at cost.

4) RECOGNITION OF INCOME AND EXPENDITURE

a) Sales are recognized, net of returns, on dispatch of goods to customers and are recorded gross of excise duty and net of sales tax and discounts.

b) Insurance claims made by the company are accounted for at the time of their acceptance.

c) Product warranty claims are charged to the Profit & Loss account as and when claimed by the customers on actual basis.

d) Liability on account of customs duty on imported material in transit is accounted in the year in which the goods are cleared from the customs.

e) Individual prior period items up to Rs. 20,000/- are treated as income/expenditure for the current year.

5) FOREIGN CURRENCY TRANSACTIONS

Transactions in foreign currencies are recorded at the exchange rates prevailing on the date of the transaction. Monetary foreign currency assets and liabilities (monetary items) are reported at the exchange rate prevailing on the balance sheet date.

'Monetary Assets and Liabilities hedged by a hedge contract are expressed in Indian Rupees at the rate of exchange prevailing on the date of Balance Sheet adjusted to the rates in the hedge contract. The exchange difference arising either on settlement or at reporting date is recognized in the Statement of Profit and Loss except in cases where they relate to acquisition of fixed assets, in which case they are adjusted to the carrying cost of such assets

Pursuant to the notification of the Companies (Accounting Standards) Amendment Rules 2006 on 31 March 2009, this amended Accounting Standard 11 on the Effects of changes arising during the year, in so far as they relate to the acquisition of a depreciable capital asset are added to/ deducted from the cost of the asset and depreciated over the balance life of the asset.

**6) EMPLOYEE BENEFITS**

Employee benefits have been recognized in accordance with revised AS-15. Accordingly,

- i) Long term compensated absences are provided for based on actuarial valuation at the end of each financial year.
- ii) Provident Fund is a defined contribution scheme and the same is administered through Regional Employees Provident Fund Organisation. Contribution to the said Organisation paid/ payable during the year is recognised in the Profit and Loss account. The shortfall, if any, between the return guaranteed by the Fund and actual earnings of the Fund is provided for by the holding company and contributed to the Fund.
- iii) Gratuity liability is a defined benefit obligation unfunded and is fully provided for on the basis of actuarial valuation made at the end of each financial year. The actuarial valuation is made on Projected Unit Credit (PUC) method.
- iv) Actuarial gains/losses are immediately recognised and are not deferred.

7) BORROWING COSTS

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised/ charged to revenue in accordance with the Accounting Standard-16 issued by the Institute of Chartered Accountants of India. Other Borrowing Costs are charged to Profit and Loss Statement.

8) TAXES ON INCOME

- a) Provision for current tax is made in accordance with and at the rates specified under the Income Tax Act, 1961, as amended. Tax expenses are accounted in the same period to which the revenue and expenses relate.
- b) Provision for deferred tax is made in accordance with Accounting Standard 22-'Accounting for Taxes on Income' issued by the Institute of Chartered Accountants of India. The deferred tax charge or credit is recognized, using current tax rates, for timing differences between book and tax profits that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets are recognized only when there is virtual certainty of realization of such assets in future. Such assets are reviewed at each balance sheet date to reassess realization.

9) REDEMPTION PREMIUM ON FOREIGN CURRENCY CONVERTIBLE BONDS

Premium payable on redemption of FCCB as per terms of issue is provided fully in the year of issue.

10) IMPAIRMENT OF ASSETS

An Asset is treated as impaired when its carrying cost exceeds its recoverable amount on the reporting date. An impairment loss is charged to the Profit & loss account in the year in which an asset is identified as impaired. The impairment loss recognized in prior periods is reversed if there has been a change in the estimate of recoverable amount. The recoverable amount is measured as the higher of the net selling price and the value in use determined by the present value of estimated future cash flows.

11) PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS:

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

12) PROPOSED DIVIDEND:

Dividend on Share Capital, if proposed by the Directors, is provided in the books.

13) CASH & CASH EQUIVALENTS

Cash and cash equivalents comprise cash and cash on deposit with banks. The Company considers all investments that are readily convertible to known amounts of cash to be cash equivalents.

14) USE OF ESTIMATES

The preparation of the financial statements in conformity with GAAP requires the Management to Make estimates and assumptions that affect the reported balances of assets and Liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and reported amounts of revenues and expenses for the year. Actual results could differ from these estimates. Any revision is recognized prospectively in current and future period.

15) CASH FLOW STATEMENT

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

Notes on Financial Statements for the year ended 31st March, 2014

2. Share Capital

	As at 31st March, 2014 (Rs.)		As at 31st March, 2013 (Rs.)	
	Number	(Rs.)	Number	(Rs.)
a Authorised Equity Shares of Rs.10/- each	10,000,000	100,000,000	10,000,000	100,000,000
b Issued, subscribed and fully paid Equity Shares of Rs.10/- each	4,725,000	47,250,000	4,725,000	47,250,000
Total	4,725,000	47,250,000	4,725,000	47,250,000

2.1 Reconciliation of the number of equity shares

	As at 31st March, 2014 (Rs.)		As at 31st March, 2013 (Rs.)	
	Number	(Rs.)	Number	(Rs.)
Equity Shares.				
Number of shares outstanding as at beginning of the year	4,725,000	47,250,000	4,725,000	47,250,000
Add:				
Number of shares allotted as fully paid-up bonus shares during the year	-	-	-	-
Number of shares allotted during the year as fully paid-up pursuant to a contract without payment being received in cash	-	-	-	-
Number of shares allotted to employees pursuant to ESOPs/ESPs	-	-	-	-
Number of shares allotted for cash pursuant to public issue	-	-	-	-
	4,725,000	47,250,000	4,725,000	47,250,000
Less:				
Number of shares bought back during the year	-	-	-	-
Number of shares outstanding as at end of the year	4,725,000	47,250,000	4,725,000	47,250,000

2.2 Shares in the company held by each shareholder holding more than 5% shares

Name of the shareholder	As at 31st March, 2014 (Rs.)		As at 31st March, 2013 (Rs.)	
	Number of Shares held in the company	% of shares held	Number of Shares held in the company	% of shares held
Rajiv Kapoor	809,447	17.13%	809,447	17.13%
Radhika Securities Pvt. Ltd	651,418	13.79%	651,418	13.79%
Ganesha Securities Pvt. Ltd	616,740	13.05%	616,740	13.05%
Total	2,077,605	43.97%	2,077,605	43.97%

2.3 The Company has one class of equity shares having a par value of Rs 10 Per share. Each holder of equity share is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees. The Dividend is proposed by Board of Directors and is subject to the approval of shareholders in the ensuing Annual General Meeting. In the event of liquidation of the company, the holder of equity share will be entitled to receive remaining assets of the company. The distribution shall be in proportion to the number of equity shares held by shareholder.

3. Reserves and Surplus

	As at 31st March, 2014 (Rs.)		As at 31st March, 2013 (Rs.)	
a Capital Reserves				
Opening balance	4,254,440		4,254,440	
Add: Additions during the year	-		-	
Less: Utilised / transferred during the year	-		-	
Closing balance	4,254,440		4,254,440	
b General Reserve				
Opening balance	75,587,847		75,587,847	
Add: Additions during the year	-		-	
Less: Utilised / transferred during the year	-		-	
Closing balance	75,587,847		75,587,847	
c Securities Premium Reserve				
Opening balance	7,500,000		7,500,000	
Add: Additions during the year	-		-	
Less: Utilised / transferred during the year	-		-	
Closing balance	7,500,000		7,500,000	
d Surplus / (Deficit) in Statement of Profit and Loss				
Opening balance	115,331,591		83,238,064	
Add: Additions during the year	(54,890,299)		32,093,527	
Less: Utilised / transferred during the year	-		-	
Closing balance	60,441,292		115,331,591	
Total	147,783,579		202,673,878	

4. Long-Term Borrowings

	As at 31st March, 2014 (Rs.)		As at 31st March, 2013 (Rs.)	
	(Rs.)	(Rs.)	(Rs.)	(Rs.)
Secured				
a Bonds / Debentures (with interest rate)		-		-
b Term loans				
- from banks	385,073,618		265,757,082	
- from other parties	-	385,073,618	-	265,757,082
c Long term maturities of finance lease obligations		-		-
Total Secured Loans		385,073,618		265,757,082
Unsecured				
a Bonds / Debentures (with interest rate)		-		-
b Term loans		-		-
- from banks	-		-	
- from other parties	46,022,431	46,022,431	23,375,491	23,375,491
c Deferred payment liabilities		-		11,532,762
d Public Deposits.		-		-
e Loans and advances from related parties		-		-
f Long term maturities of finance lease obligations		-		-
g Other loans and advances (specify nature)		-		-
Total Unsecured Loans		46,022,431		34,908,253
Grand Total -Long Term Borrowings		431,096,049		300,665,335

- 4.1 a) Term Loan of Rs. 36.00 Cr. taken from Bank during period April 2007 to 2009 is payable in 84 monthly installments of Rs. 0.43 Cr. from October, 2010 and carries interest rate @ 13.50% to 16.25%.
 b) Corporate Loan of Rs. 10.00 Cr. taken from bank in September 2012 is payable in 24 monthly installments of Rs. 0.416 Cr. and carried interest rate of 16.25%. The loans are secured by first Charge on the unencumbered fixed assets including immovable property of the company. Further the Loan has been guaranteed by personal guarantee of two Promoter Directors of the Company.
- 4.2 Interest free Trade Tax Loan is secured by way of Second Charge on the Fixed Assets including Plant & Machinery situated at A-1/2-2 and 2-3, Site B, Surajpur Industrial area, Distt Gautambudh Nagar, Uttar Pradesh. The Deferred Sales Tax due to be paid on 31-5-2014 - Rs. 1.15 Cr.
- 4.3 The company has taken Vehicles Loan from various banks during period 2012 to 2014. These carries interest rate @ 10% to 12% per annum. The loan are secured against hypothecation of Vehicles purchased. These Loans are taken for maximum three years and falls due for repayment in 2013-14, 2014-15, 2015-16.
- 4.4 Unsecured Loan from Others includes Loan from Life Insurance Corporation secured against Key Man Policy issued in the Name of Promoter Director, Mr Rajiv Kapoor. The loan carries interest @ 9% per annum.

5. Deferred Tax Liabilities- Net

	As at 31st March, 2013 (Rs.)	For the year (Rs.)	As at 31st March, 2014 (Rs.)
	(Rs.)		(Rs.)
Deferred Tax Liability :			
Depreciation	184,956,167	53,169,238	238,125,405
Less: Deferred Tax Assets			
Other timing differences			
Unabsorbed Depreciation (Include previous years)	-	(73,235,104)	(73,235,104)
Provision for Employees Benefits	(7,647,200)	(405,140)	(8,052,340)
Net Deferred Tax Liability	177,308,967	(20,471,007)	156,837,960

6. Other Long Term Liabilities

	As at 31st March, 2014 (Rs.)	As at 31st March, 2013 (Rs.)
	(Rs.)	(Rs.)
a Trade payables	-	3,520,677
b Advance from Customers	172,636,724	133,166,503
c Advance against Lease Rentals	53,774,222	-
d Security Retained	1,204,054	1,797,756
e Others	9,679,094	88,706,602
Total	237,294,094	227,191,538

7. Long-term provisions

	As at 31st March, 2014 (Rs.)	As at 31st March, 2013 (Rs.)
	(Rs.)	(Rs.)
a Provision for employee benefits :		
Gratuity	7,489,788	7,667,416
Leave Encashment	2,373,849	2,940,446
b Others (specify nature).	-	-
Total	9,863,637	10,607,862

8. Short-term borrowings

	As at 31st March, 2014 (Rs.)		As at 31st March, 2013 (Rs.)	
	(Rs.)	(Rs.)	(Rs.)	(Rs.)
Secured				
a Working Capital Loans		416,218,667		388,467,184
b Term loans				
- from banks		-		-
- from other parties		-		-
Total Secured Loans		416,218,667		388,467,184
Unsecured				
a Term loans				
- from banks			104,612,000	104,612,000
- from other parties	-	-		2,948,000
b Loans and advances from related parties		-		-
c Security Deposit from Dealers and Others		-		-
d Sales Tax Deferred		-		-
Total Unsecured Loans		-		107,560,000
Note: In case of continuing default as on the balance sheet date in repayment of loans and interest				
1. Period of default				
2. Amount				
Grand Total -Short Term Borrowings		416,218,667		496,027,184

8.1 Working Capital Loan (Cash Credit Facility) from Bank is secured by First Charge on Hypothecation of Stocks and Receivables and personal Guarantee of two Directors of the Company. The Cash Credit is repayable on demand. The same are also collaterally secured by First Charge on the unencumbered Fixed Assets including immovable property of the Company situated at Sohna, Haryana, Pune Maharashtra and Gautam Budh Nagar, Uttar Pradesh except the immovable property (Industrial Land only) charged to another bank for Loan against Property Facility. Further the Loan has been guaranteed by personal guarantee of two Promoter Directors of the Company.

8.2 Loan against Property taken from Bank is secured by First Charge (Equitable Mortgage) of unencumbered Industrial Land measuring located at Revenue Estate Village Kanwarsikka, Tehsil Nuh, Distt Mewat, Haryana. Further the Loan has been guaranteed by personal guarantee of one Promoter Director of the Company.

9. Other current liabilities

	As at 31st March, 2014 (Rs.)	As at 31st March, 2013 (Rs.)
a Current maturities of long-term debt;	175,163,497	168,000,459
b Current maturities of finance lease obligations;	-	-
c Interest accrued but not due on borrowings;	13,806,909	10,329,318
d Interest accrued and due on borrowings;	21,201	1,346,683
e Income received in advance;	-	-
f Unpaid/unclaimed dividends	262,924	416,447
g Application money received for allotment of securities (with full details) and due for refund and interest accrued thereon	-	-
h Unpaid matured deposits and interest accrued thereon	-	-
i Unpaid matured debentures and interest accrued thereon	600,900,000	544,000,000
j Security Deposits	4,083,008	2,463,122
k Sales Tax Payable	24,017,751	29,683,568
l Excise Duty & Service Tax Payable	4,787,953	8,169,107
m TDS Payable	1,308,836	1,426,956
n PF & ESI Payable	982,702	1,108,024
o Advance from Customers	12,252,379	44,153,407
p Advance against Lease Rentals	1,702,890	-
q Expenses payables	166,561,505	146,786,157
Total	1,005,851,555	957,883,248

10. Short Term Provisions

	As at 31st March, 2014 (Rs.)	As at 31st March, 2013 (Rs.)
a Provision for employee benefits.		
Gratuity	8,241,124	6,931,090
Leave Encashment	918,796	235,907
b Provision for dividends (including dividend tax)	-	-
c Provision for tax (including wealth tax)	45,200	8,812,678
d Others provisions	-	251,633
Total	9,205,120	16,231,308

11. FIXED ASSETS
 Reconciliation of the gross carrying amounts and net carrying amounts at the beginning and at the end of the year

(Amount in Rs)

DESCRIPTION	Gross Carrying Amount			Accumulated Depreciation			Accumulated Impairment			Net Carrying Amount				
	As at 31st March, 2013 (1)	Additional adjustment during the year (2)	Deductions during the year (3)	As at 31st March, 2014 (4)	As at 31st March, 2013 (5)	Provided during the year (6)	Deductions during the year (7)	As at 31st March, 2014 (8)	As at 31st March, 2013 (9)	Reversed during the year (10)	Provided during the year (11)	As at 31st March, 2014 (12)	As at 31st March, 2013 (13)=1-5-9	As at 31st March, 2014 (14)=4-8-12
i. Tangible Assets:														
(a) Land														
- Owned	23,701,828	-	-	23,701,828	-	-	-	-	-	-	-	-	23,701,828	23,701,828
- Leased	70,024,263	-	-	70,024,263	3,428,669	422,118	-	3,850,787	-	-	-	-	66,595,594	66,173,476
(b) Buildings (Owned)														
- Factory	329,949,186	15,702,609	-	345,651,795	76,743,462	11,049,256	-	87,792,718	-	-	-	-	253,205,724	257,859,077
- Administrative	7,102,010	-	-	7,102,010	1,512,624	222,060	-	1,734,684	-	-	-	-	5,589,386	5,367,326
(c) (i) Plant and Equipment (Owned)	1,735,631,736	77,147,761	-	1,812,779,497	579,588,787	97,942,280	-	677,541,067	-	-	-	-	1,156,032,949	1,135,238,430
(ii) Assets Given on Lease-Plant and Equipment														
(d) Dies, Jigs & Fixture (Owned)	10,139,425	-	-	10,139,425	10,139,425	-	-	10,139,425	-	-	-	-	-	-
(e) Furniture and Fixtures (Owned)	325,631,341	-	-	325,631,341	245,624,203	24,468,012	-	270,092,215	-	-	-	-	80,007,138	55,539,126
(f) Vehicles (Owned)	17,495,544	246,663	-	17,742,207	7,614,652	1,058,319	-	8,672,971	-	-	-	-	9,880,892	9,069,236
(g) Office equipment (Owned)	25,594,896	4,958,578	-	30,553,474	12,689,189	2,118,626	-	14,807,815	-	-	-	-	12,905,707	15,745,659
(h) Computers & Other Peripherals (Owned)	8,754,529	1,036,805	-	9,791,334	2,483,496	262,162	-	2,745,658	-	-	-	-	6,271,033	7,045,676
(i) Utilities (Owned)	34,280,964	700,147	-	34,981,111	30,128,668	2,213,887	-	32,342,555	-	-	-	-	4,152,296	2,638,556
(j) Total Current Year	2,695,918,873	107,223,948	-	2,743,142,821	1,012,174,035	144,209,648	-	1,156,383,683	-	-	-	-	1,623,744,838	1,586,759,138
iii. Capital work-in-progress	372,613,794	7,317,475	6,732,922	372,198,348	-	-	-	-	-	-	-	-	372,613,794	373,198,348
iv. Pre-operative Expenditure	13,890,860	-	-	13,890,860	-	-	-	-	-	-	-	-	13,890,860	13,890,860
TOTAL	386,504,654	7,317,475	6,732,922	387,089,208	1,012,174,035	144,209,648	-	1,156,383,683	-	-	-	-	386,504,654	387,089,208
v. Intangible assets under Development	-	-	-	-	-	-	-	-	-	-	-	-	-	-
TOTAL	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Previous Year	2,575,079,025	61,856,147	1,016,299	2,635,918,873	878,848,557	133,797,183	471,705	1,012,174,035	-	-	-	-	1,623,744,838	-

12. Non-Current Investments

	As at 31st March, 2014 (Rs.)	As at 31st March, 2013 (Rs.)
Trade investments and other investments	-	-
Total	-	-

13. Long Term Loans & Advances

	As at 31st March, 2014 (Rs.)	As at 31st March, 2013 (Rs.)
Secured / Unsecured, Considered good / doubtful		
a Capital Advances;	13,258,573	24,038,114
b Security Deposits;	11,564,152	11,473,829
c Loans and advances to related parties (giving details thereof);	-	-
d Other loans and advances (specify nature).		
Loan To Staff Agst.vehicles-secured	38,801	156,632
Advance for Tool Purchase	1,666,483	1,666,483
Advance to others	1,737,913	7,937,913
Advance to Staff	95,000	95,000
Total	28,360,922	45,367,971

14. Other Non Current Assets

	As at 31st March, 2014 (Rs.)	As at 31st March, 2013 (Rs.)
Deferred Revenue Expenditure	-	383,041
Total	-	383,041

15. Current Investments

	As at 31st March, 2014 (Rs.)	As at 31st March, 2013 (Rs.)
Total	-	-

16. Inventories

	As at 31st March, 2014 (Rs.)		As at 31st March, 2013 (Rs.)	
	(Rs.)	(Rs.)	(Rs.)	(Rs.)
a Raw materials	170,477,162		183,284,270	
Raw materials In transit	1,004,683	171,481,845	2,104,742	185,389,012
b Work-in-progress		102,725,857		114,396,683
c Finished goods	55,082,454		69,537,997	
Finished Goods In transit	-	55,082,454	-	69,537,997
d Stock-in-trade (in respect of goods acquired for trading)		-		-
e Stores and spares		31,302,384		29,725,999
f Loose tools		-		-
g Packing Material		102,203		135,801
Total		360,694,743		399,185,492

17. Trade Receivable

	As at 31st March, 2014 (Rs.)	As at 31st March, 2013 (Rs.)
Secured / Unsecured, Considered good / doubtful		
a Trade Receivable outstanding more than six months from the date they become due for payment:	29,797,993	31,311,607
b Trade Receivables (Others)	181,549,138	224,576,552
c Debts Considered doubtful	-	-
Less: Provision for doubtful debts	-	-
Total	211,347,131	255,888,159



18. Cash and bank balances

	As at 31st March, 2014 (Rs.)		As at 31st March, 2013 (Rs.)	
	(Rs.)	(Rs.)	(Rs.)	(Rs.)
A Cash and cash equivalents				
Balances with Scheduled Banks :				
i) In Current Accounts				
(a) In Indian Currency	3,915,519		2,898,947	
(b) In Foreign Currency	-	3,915,519	-	2,898,947
(ii) In Fixed Deposits with original maturity up to three months		-		-
(iii) Cheques, draft on hand		4,200,000		519,677
(iv) Cash In hand		556,208		507,288
Total "A"		8,671,727		3,925,912
B. Other bank balances :				
(i) Fixed Deposits having maturity of more than three months but less than twelve months		-		-
(ii) Fixed Deposits having maturity of more than twelve months		-		-
(iii) In Fixed Deposits pledged with Govt. Deptt./Banks :				
(a) having a maturity of less than twelve months	60,089,000		30,582,988	
(b) having a maturity of more than twelve months	-	60,089,000	-	30,582,988
(iv) Trust & Retention account				
(a) In Current Account	-		-	
(b) In Fixed Deposits having a maturity of less than twelve months	-		-	
(c) In Fixed Deposits having a maturity of more than twelve months	-		-	
(v) In Unclaimed Dividend account		262,924		416,461
Total "B"		60,351,924		30,999,449
C. Less: FDRs' having a maturity of more than twelve months (Non Current) (refer note no. below) :				
(a) In Current Account				
(b) Pledged with Govt. Deptt./Banks				
(c) In Trust & Retention Account				
Total "C"				
Total "A+B-C"		69,023,651		34,925,361

19. Short Term Loans & Advances

	As at 31st March, 2014 (Rs.)	As at 31st March, 2013 (Rs.)
Secured / Unsecured, Considered good / doubtful		
a Others (specify nature) :		
i) Security Deposit with various authorities (including Deposit with Govt. Authorities)	1,068,500	312,500
ii) Advance Payment of Tax	4,616,136	7,257,857
iii) Income Tax Refundable	15,958,252	15,947,203
iv) Advance to Suppliers	27,749,931	37,681,039
v) Advance to Employees	1,962,890	2,988,024
vi) Interest Accrued on FDR with Bank	70,963	111,809
vii) Balance with Excise Authorities	6,394,876	4,454,265
viii) Advance Recoverable in cash or in kind	9,826,070	6,856,345
Total	67,647,618	75,609,042

20. Other Current Assets

	As at 31st March, 2014 (Rs.)	As at 31st March, 2013 (Rs.)
i) Interest accrued and due on Investments/loans and advances	12,045,368	12,294,188
ii) Deferred Revenue Expenditure	383,044	383,045
iii) Cenvat Adjustable	5,446,678	7,228,972
Total	17,875,090	19,906,205

21. Revenue from Operations

	As at 31st March, 2014 (Rs.)		As at 31st March, 2013 (Rs.)	
	(Rs.)	(Rs.)	(Rs.)	(Rs.)
a Sale of products:				
Domestic Sales-Sheet Metal	1,910,027,516		2,499,667,641	
Domestic Sales-Tools & Dies	104,095,862		34,375,180	
Domestic Sales- 3 Wheeler Auto	21,414,631		49,362,761	
Export Sales-Sheet Metal	2,777,644		28,006,615	
Export Sales-3 Wheeler Auto	1,639,460	2,039,955,113	2,263,090	2,613,675,287
b Sale of services:				
Job Work -Sheet Metal	13,893,273		11,781,802	
Job Work -Tools & Dies	-	13,893,273	1,268,600	13,050,402
c Other operating revenues:				
Scrap Sales	119,007,867		142,114,636	
Net gain on foreign exchange fluctuation	(789,350)		2,122,124	
Others (specify nature)	313,099	118,531,616	754,183	144,990,943
Total		2,172,380,002		2,771,716,632

22. Other Income

	As at 31st March, 2014 (Rs.)		As at 31st March, 2013 (Rs.)	
	(Rs.)	(Rs.)	(Rs.)	(Rs.)
a Interest Income :				
from Bank	2,226,530		3,451,002	
on Loans to bodies Corporate	-		803,712	
from others	322,037	2,548,567	210,802	4,465,516
b Foreign Exchange Fluctuation-Gain		73,851		21,739
c Other non-operating income (net of expenses directly attributable to such income).		3,889,892		789,652
Total		6,512,310		5,276,907

23. Cost of Material Consumed

	As at 31st March, 2014 (Rs.)		As at 31st March, 2013 (Rs.)	
	(Rs.)	(Rs.)	(Rs.)	(Rs.)
a Raw Material Consumed				
i) Sheet Metals:				
Opening Stock	182,408,333		166,958,467	
Add: Purchase	1,199,129,875		1,584,852,148	
Less: Closing Stock	(169,452,011)	1,212,086,197	(182,408,331)	1,569,402,284
ii) Others				
Opening Stock	875,938		1,015,868	
Add: Purchase	11,531,002		62,957,428	
Less: Closing Stock	(1,025,152)	11,381,788	(875,938)	63,097,358
b Change in inventories of Finished Goods,WIP and Stock in Trade:				
Opening Stock of WIP	114,396,681		103,600,252	
Opening Stock of FG	69,537,998		40,399,155	
Opening Stock of Stock in Trade	-		-	
Less:				
Closing Stock of WIP	(102,725,857)		(114,396,683)	
Closing Stock of FG	(55,082,454)		(69,537,997)	
Closing Stock of Stock in Trade	-	26,126,368	-	(39,935,273)
Total		1,249,594,353		1,592,564,369



24. Manufacturing & Operating Expenses

	As at 31st March, 2014 (Rs.)		As at 31st March, 2013 (Rs.)	
	(Rs.)	(Rs.)	(Rs.)	(Rs.)
a Power & Fuel		81,414,822		80,591,334
b Stores & Spares Consumed		40,208,007		53,842,748
c Processing Charges		12,814,351		16,628,407
d Repairs to :				
Plant & Machinery	17,817,615		20,544,336	
Building	2,765,908		10,093,917	
Others	8,422,290	29,005,813	13,789,741	44,427,994
e Provision of Excise Duty on Finished Goods		(1,682,413)		4,513,719
f Line Rejections Claims etc.		1,263,066		675,571
g Others		-		-
Total		163,023,646		200,679,773

25. Employee Benefit Expenses

	As at 31st March, 2014 (Rs.)	As at 31st March, 2013 (Rs.)
a Salaries and wages, bonus, gratuity and allowances	158,055,764	168,847,747
b Contribution to PF, ESIC and other funds	5,701,097	6,343,883
c Director's Remuneration	-	-
d Staff welfare expenses	3,518,096	4,055,317
Total	167,274,957	179,246,947

26. Finance Cost

	As at 31st March, 2014 (Rs.)	As at 31st March, 2013 (Rs.)
a Interest expense	137,867,665	144,434,415
b Other borrowing costs	4,045,421	1,037,964
c Net gain/(loss) on foreign currency transactions and translation	6,594,498	5,281,833
Total	148,507,584	150,754,212

27. Other Expenses

	As at 31st March, 2014 (Rs.)	As at 31st March, 2013 (Rs.)
a Rent	9,949,000	13,224,000
b Rates and taxes	2,211,517	8,535,055
c Insurance	2,679,810	8,978,581
d Lease Rentals	244,230	303,761
e Transportation and Forwarding Charges	23,380,499	27,286,481
f Traveling & Conveyance	14,724,464	15,478,486
g Legal, Professional and Consultancy Charges	10,458,202	4,915,669
h Communication Expenses	2,432,082	2,483,830
i Sales Promotion Expenses-Auto	127,128	25,710
j Payment to Statutory auditors:		
- as auditors	1,300,000	1,300,000
- for tax audit	300,000	300,000
- for taxation matters	300,000	300,000
- for certification & others	315,000	300,000
- reimbursement of expenses (out of pocket expenses)	3,045	4,185
k Loss on sale of fixed assets	-	94,594
l Bad & Doubtful Debts Written Off	-	18,876
m Deferred Revenue Expenditure Written off	383,042	1,630,138
n Bank Charges	8,078,612	11,583,147
o Cash Discount	9,385,745	9,031,733
p Net gain/(loss) on foreign currency transactions and translation	4,899,090	2,943,316
q Miscellaneous expenses	20,227,889	20,401,748
Total	111,399,355	129,139,310

28. Contingent Liabilities and Commitments

Contingent Liabilities not provided for: -

- Letters of credit opened by Bank – Rs. 3,46,92,507/- (Previous Year Rs. 17,72,24,099/-)
- Bank Guarantees given by the bank on behalf of Company - Rs. 1,49,45,000/- (Previous year - Rs. 1,97,60,000/-)
- Export Obligation under EPCG License- Rs. 8,32,81,420/-(Previous Year Rs. 8,38,33,558/-)
- Guarantees given by the Company on behalf of loan of employees - Rs. 1,25,235/-(Previous Year Rs. 1,57,074/-)

Commitments: -

Estimated amount of contracts remaining to be executed on Capital Account and not provided for Rs 4,27,000/- (Previous year – Rs. 7,25,000/-)

29. Unclaimed dividend of Rs. 2,62,924/-(Previous Year Rs. 4,16,447.00) shown under Current Liabilities does not include any amount due and outstanding to be credited to "Investor Education and Protection Fund".

30. The Company has issued 10,000 3% Foreign Currency Convertible Bonds (FCCBs) of US\$ 1000 each aggregating to US\$ 10 Million (Rs.45.79 Crores at issue) on 07th Apr-2006. These Bonds have matured on 8th April, 2009 and are due for payment. In view of the expiry of contract with Bondholders and pending settlement with them, the interest on Bonds for the financial years 2009-10 2010-11, 2011-12, 2012-13 and 2013-14 has not been provided. However premium on redemption of Bonds for USD 861,000.00 equivalent to Rs.5,17,37,490/- has been accounted for and included in Other Payable under Other Current Liabilities

31. The financial effects of changes in Foreign Exchange rates are as under:-

Net Loss of Rs. 7,89,350/- (Previous Year Net Gains Rs. 21,22,126/-) for the year on account of exchange difference related to Exports of Goods, Raw Material and Spares purchased, has been included in "Operating Income". The Exchange Fluctuation on Borrowing has been separately disclosed in Note No 26 on Finance Cost.

The company has changed the policy for accounting the exchange differences arising on long term foreign currency monetary items in accordance with the Companies (Accounting Standards) Amendment Rules on AS 11 notified by Government of India on March, 31, 2009. Accordingly, the net loss arising from the effect of changes in foreign currency rates on foreign currency loans relating to acquisition of depreciable capital assets amounting to Rs. 683.04 lacs has been added to the cost of Assets. The corresponding impact for previous year was Rs. 321.72 lacs towards the addition in the cost of Assets due to Net Loss arising from the effect of changes in foreign currency.

32. Foreign Currency Exposure:

	2013-14		2012-13	
Not Hedged				
i) Receivables	USD	37,985.92	USD	1,31,859
ii) Payables	USD	1,12,78,936	USD	1,12,78,936
	CHF	3,74,871	CHF	11,24,673
Hedged -				
i) Receivables		Nil	USD	Nil
ii) Payables		Nil	USD	5,450,000

33. Related Party Disclosures

a) Related parties and their relationship

Key Management Personnel	Mr. Rajiv Kapoor (Managing Director)
Relatives of Key Management Personnel	Ms. Radhicka Kapoor (Daughter)
Associates	N.A.
Enterprises over which Key Managerial Personnel are able to exercise significant influence	N.A.

b) Transaction with Related parties -

	Key Management Personnel Rs.	Relatives of Key Management Personnel Rs.
Loan Received	Nil	Nil
Remuneration Paid	Nil	30,00,000

34. Disclosure pursuant to Accounting Standard-15 (Revised) "Employee Benefits"

Effective 1st April, 2007, the Company has adopted Accounting Standard 15 (Revised) "Employee Benefits" issued by ICAI. The Company has classified the various benefits provided to employee as under:-

- Long term compensated absences are provided for based on actuarial valuation at the end of each financial year.
- Provided Fund is a defined contribution scheme and the same is administered through contributions to Regional Provident Fund. Contribution to the said Fund paid/payable during the year is recognized in the Profit and Loss account
- Gratuity liability is defined benefit obligation and is fully provided for on the basis of actuarial valuation made at the end of each financial year. The actuarial valuation is made on the Projected Unit Credit method.
- Actuarial gains/losses are immediately recognized and are not deferred.

The following table setout the status of the non funded gratuity plan and on fund loan term compensated absences and the amount recognized in Company financial statement as at 31st March, 2014.

Change in Benefit Obligation	Gratuity	Compensated Absences
	Non -Funded	Non-Funded
	Rs	Rs.
Liability at the beginning of the year 1st April'13	1,45,31,918	31,44,929
Interest cost	13,07,873	2,83,044
Current Service Cost	14,31,284	5,56,159
Benefit Paid	(5,74,508)	(1,40,816)
Actuarial (gain) / Loss on obligation	(10,32,243)	(5,82,095)
Liability at the end of the year	1,56,64,324	32,61,221
Changes in the Fair Value of Plan Assets		
a) Present Value of Plan Assets as at 1st April, 2013	-	-
b) Expected Return on Plan Assets	-	-
c) Actuarial (Gain)/Loss	-	-
d) Employers' Contributions	-	-
e) Benefits Paid	-	-
f) Present Value of Planned Assets as at 31st March, 2014	-	-
Amount Recognized in the Balance Sheet including a reconciliation of the Present Value of Defined Benefit Obligation and the Fair Value of Assets		
a) Present Value of Defined Benefit Obligation as at 31st March, 2014	-	-
b) Fair Value of Plan Assets as at 31st March, 2014	-	-
c) Net Liability recognized in the Balance Sheet (as at 31st March,2014)	-	-
Expenses Recognized in the Profit and Loss Account		
a) Service Cost	14,31,284	5,56,159
b) Interest Cost	13,07,873	2,83,044
c) Expected Return on Plan Assets	-	-
d) Curtailment Cost/(Credit)	-	-
e) Settlement Cost/(Credit)	-	-
f) Net Actuarial (Gain)/Loss	(10,32,243)	(1,40,816)
g) Total Expenses recognized in the Profit and Loss A/c	17,06,914	2,57,108

Actuarial Assumptions		
Retirement age	58	58
Discount rate	9.00%	9.00%
Mortality	LIC (1994-96) DULY MODIFIED	
Withdrawal rate	1% - 3%	1% - 3%
Salary escalation	-	-

35) Disclosure under Micro, Small and Medium Enterprises Development Act, 2006:

The company has a system of obtaining periodical written confirmations from the suppliers to identify micro enterprises or small enterprises. Based on such identification company makes provision for unpaid statutory interest under Sec 16 of the Micro, Small and Medium Enterprises Development Act, 2006 and disclosures required by Sec 22 of the said Act.

	Year ended March 31,2014	Year ended March 31, 2013
1 Amount outstanding on account of		
- Principal amount	Nil	Nil
- Interest Due	Nil	Nil
2 - Total Interest paid on all delayed payments during the year under the provisions of the Act	Nil	Nil
- Payment made to suppliers beyond the appointed day	Nil	Nil
3 Interest due on principal amounts paid beyond the due date during the year but without the interest amounts under this Act.	Nil	Nil
4 Interest accrued but not paid	Nil	Nil

The above information has been determined to the extent such parties have been identified on the basis of information available with the Company.

36) Value of Imports on CIF basis in respect of

	2013-14 Rs.	2012-13 Rs.
Raw Materials	1,13,49,505	2,73,54,812
Stores & Spares	16,99,345	63,17,980
Plant & Machinery	Nil	Nil
TOTAL	1,30,48,850	3,36,72,792

37. Expenditure in Foreign Currency

	2013-14 Rs.	2012-13 Rs.
Travelling Expenses	3,40,885	58,290
Professional Charges	20,63,055	99,11,727
TOTAL	24,03,940	99,70,017

38. Earnings in Foreign Currency

	2013-14 Rs.	2012-13 Rs.
F.O.B.Value of Exports	44,16,926	3,02,69,705
TOTAL	44,16,926	3,02,69,705

39. Value of Raw Material Consumed.

	2013-14		2012-13	
	Value (Rs.)	%	Value (Rs.)	%
Imported	1,90,17,854	1.55	1,96,77,864	1.24
Indigenous	120,44,50,131	98.45	156,26,51,136	98.76
TOTAL	122,34,67,985	100	158,23,29,000	100

40. Value of Stores & Spares Consumed

	2013-14		2012-13	
	Value (Rs.)	%	Value (Rs.)	%
Imported	20,01,030	4.98	1,23,766	0.23
Indigenous	3,82,06,977	95.02	5,37,18,982	99.77
TOTAL	4,02,08,007	100	5,38,42,748	100

41. Debtors and Creditors Balances are subject to confirmation/ reconciliations.

42. Investment made in Singur Plant for Tata Motors Ltd. (TML) for the small car project "Nano" has been treated as Capital Work in Progress. TML has abandoned the project in Singur due to various uncontrollable factors.

The company shall relocate the assets along with apportionment of pre-operative expenditure outstanding in accordance with the decision of the Board of Directors.

43. Figures of the previous year have been regrouped /recast wherever necessary so as to conform to current year's classification/ disclosure.

Notes referred to above form an integral part of the Balance Sheet.

for and on behalf of the Board

As per our report of even date.
for **A W A T A R & C O.**
Chartered Accountants
Firm Registration No.000726N

S C KAPOOR
Chairman

RAJIV KAPOOR
Managing Director

DEEPIKA KAPOOR
Director

SHYAM S. SETHI
Director

M S RAMAPRASAD
Director

BRIJENDRA AGRAWAL
Partner
M.No.87787

PRADEEP CHANDRA NAYAK
Company Secretary

GAUTAM BHATTACHARYA
CFO

Place: Gurgaon
Date : 28-05-2014

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Rasandik Engineering Industries India Limited

(CIN: L74210HR1984PLC032293)

Reg. Off: 14, Roj-Ka-Meo Industrial Area, Sohna, District – Mewat, Haryana – 122103

Corporate Off: 525, Udyog Vihar, Phase-V, Gurgaon - 122016

Phone No.: 0124 - 4373116, 4373118, Fax: 0124 - 4373117

Web: www.rasandik.com, **Email:** cs@rasandik.com

ATTENDANCE SLIP

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

DP ID & Client ID / Folio No.....

No. of Shares.....

I/WE HEREBY RECORD MY/OUR PRESENCE AT THE 30TH ANNUAL GENERAL MEETING OF RASANDIK ENGINEERING INDUSTRIES INDIA LIMITED TO BE HELD ON TUESDAY, SEPTEMBER 30, 2014 AT 10.00 A.M. AT CONFERENCE HALL, SARAS TOURIST COMPLEX, DAMDAMA, SOHNA, HARYANA

.....
Member's Folio/DP ID-Client-ID

.....
Member's/ Proxy's name in Block Letters

.....
Member's/Proxy's Signature

Note:

1. Please complete the Folio/ DP ID-Client ID No. and name, sign this attendance Slip and hand it over at the Attendance Verification Counter at the entrance of the meeting hall.
2. Electronic copy of the Annual Report for 2013-2014 and Notice of the Annual General Meeting (AGM) alongwith Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company/Depository participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy of the Annual Report for 2013-2014 and the Notice of the Annual General Meeting alongwith Attendance Slip and Proxy form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.

To
The Company Secretary,
Rasandik Engineering Industries India Limited
525, Phase-V, Udyog Vihar, Gurgaon
Haryana - 110 057

I agree to receive all documents / notices from the Company in electronics mode. Please register my email id in your records for sending for sending communication through e-mail. The required details are as under.
Folio No: (For Physical Shares) :

DP ID.....

Client ID.....

PAN No.....

Name of 1st Registered Holder.....

Registered address of Shareholder.....

Email Id.....

Contact No.....

Date:.....**Signature of First Holder**.....

Important Communication to Shareholders

Green Initiative

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to send e-mail at cs@rasandik.com to update their e-mail address.

Demat Your Shares

Members are requested to convert their physical holding to demat form through any of the nearest depository participant (DPs) to avoid hassles involved with physical shares such as possibility of loss, mutilation, and to ensure safe and speedy transaction in securities.

Register Your National Electronic Clearing Services (NECS) Mandate

RBI has initiated NECS for credit of Dividend directly to the Bank Account of shareholders. Members holding shares in electronic mode are requested to register their latest Bank Account details (Core Banking Solutions enabled account number, 9 digit MICR and 11 digit IFS Code details) with their Depository Participant. Members holding shares in physical form are requested to register their latest Bank Account details (Core Banking Solutions enabled account number, 9 digit MICR and 11 digit IFS Code details) to the Company's R & T Agent.

PROXY FORM

Rasandik Engineering Industries India Limited

(CIN: L74210HR1984PLC032293)

Reg. Off: 14, Roj-Ka-Meo Industrial Area, Sohna, District – Mewat, Haryana – 122103

Corporate Off: 525, Udyog Vihar, Phase-V, Gurgaon - 122016

Phone No.: 0124 - 4373116, 4373118, Fax: 0124 - 4373117

Web: www.rasandik.com, **Email:** cs@rasandik.com

Name of the member (s):.....

Registered address:.....

E-mail Id:

Folio No/ Client Id:.....

DP ID:.....

I/ We being the member(s) of Shares of the above named Company hereby appoint:

1. Name : E-mail Id:.....Signature:.....or failing him;

2. Name : E-mail Id:.....Signature:.....or failing him;

3. Name : E-mail Id:.....Signature:.....or failing him;

as my/our proxy to attend and vote (on a poll) for me/ us and on my/our behalf at the 30th Annual General Meeting of the Members of Rasandik Engineering Industries India Limited to be held on Tuesday, September 30, 2014 at 10.00 A.M. at CONFERENCE HALL, SARAS TOURIST COMPLEX, DAMDAMA, SOHNA, HARYANA and at any adjournment thereof in respect of such resolutions as are indicated below:

DESCRIPTION OF RESOLUTIONS	FOR*	AGAINST*
ORDINARY BUSINESS 1. Adoption of Audited Financial Statement for the year ended March 31, 2014 2. Re-appointment of Mr. M S Ramaprasad (DIN 01567595), Director who retires by rotation 3. Re-appointment of M/s AWATAR & Co., Chartered Accountants, the retiring Auditors, as Auditors of the Company and fixing their remuneration SPECIAL BUSINESS - ORDINARY RESOLUTION 4. Approval of remuneration of Cost Auditors. 5. To Appoint Mr. Shyam Sundar Sethi (DIN 01394311) as an Independent Director of the Company 6. To Appoint Mr. Mysore Siddappa Ramaprasad (holding DIN 00842539) as an Independent Director of the Company		

Signed this..... day of _____ 2014.

Affix
One Rupee
Revenue
Stamp

.....
Signature of shareholder

.....
Signature of Proxy holder(s)

NOTES:

This form of Proxy 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.

*1. Please put 'x' in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

2. This form of proxy 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.

COURIER

If undelivered, please return to:

Rasandik Engineering Industries India Limited

Reg. Off: 14, Roj-Ka-Meo Industrial Area, Sohna, District – Mewat, Haryana - 122103

Corporate Off: 525, Udyog Vihar, Phase-V, Gurgaon, Haryana -122016

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