

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 2015
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

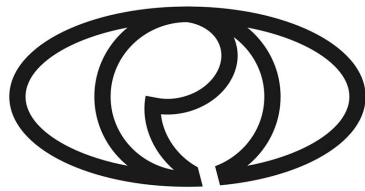
For Rasandik Engineering Industries India Limited

  
Shyam Sundar Sethi  
Chairman of Audit Committee

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

  
BRIJENDRA AGRAWAL  
Partner  
Membership No. 87787





**RASANDIK**  
Passion For Excellence

**Annual Report 2014-2015**

**RASANDIK ENGINEERING  
INDUSTRIES INDIA LIMITED**



<b>Board of Directors</b>	Mr. S. C. Kapoor, Chairman Mr. Rajiv Kapoor, Managing Director Mrs. Deepika Kapoor, Director Dr. Shyam S. Sethi, Independent Director Mr. M. S. Ramaprasad, Independent Director
<b>Company Secretary</b>	Mr. Pradeep Chandra Nayak
<b>Auditors</b>	M/s. Awatar & Co., Chartered Accountants 1203, Rohit House,3, Tolstoy Marg New Delhi - 110 001
<b>Bankers</b>	Oriental Bank of Commerce Allahabad Bank
<b>Registered Office</b>	14, Roz-Ka-Meo Industrial Area Sohna, Distt. Gurgaon Haryana - 122 103
<b>Corporate Office</b>	525, Udyog Vihar, Phase-V Gurgaon, Haryana - 122016

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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, Haryana - 122016

Phone No.: 0124 - 4373116, 4373118, Fax: 0124 - 4373117 Web: www.rasandik.com Email: cs@rasandik.com

**NOTICE**

To the Shareholders

Notice is hereby given that the 31st Annual General Meeting of the Shareholders of the Company will be held on Wednesday, the 30th September, 2015 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 2015, 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. Suresh Chandra Kapoor, having directors identification number 00892934, 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. Suresh Chandra Kapoor (holding DIN 00892934), 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, 142 and Audit and Auditors Rules, 2014, (the rules), ( including any statutory modification(s) or re-enactment(s) thereof for the time being in force M/s. Awatar & Co. Chartered Accountants, New Delhi (Firm Registration Number 000726N with the Institute of Chartered Accountants of India), who have offered themselves for re appointment and have confirmed their eligibility to be appointed as Auditors, in terms of provisions of section 141 of the Act, and rule 4 of the rules, be and are hereby re-appointed as Statutory Auditors of the company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be agreed upon by the Audit committee/ Board of Directors in consultation with the Auditors.

**SPECIAL BUSINESS**

**4. Re-Appointment of Mr. Rajiv Kapoor as Managing Director of the Company**

In this matter, to consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution;

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (erstwhile section 198, 269, 309 and any other applicable provisions of the Companies Act, 1956 read with schedule XIII to the Companies Act, 1956), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modifications or re-enactment(s) thereof for the time being in force), and subject to approval of the members in the Annual General Meeting and subject to approval of central government if any and such other consents and permission as may be necessary, and subject to such modifications, variations as may be approved and acceptable to the appointee, the consent of the Members be and is hereby accorded to the re-appointment and terms of remuneration Mr. Rajiv Kapoor, DIN: 00054659, as the Managing Director of the Company for a period of three years with effect from October 1, 2014 to September 30, 2017 and payment of remuneration on the terms as mentioned in the Explanatory Statement annexed hereto.

FURTHER RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and subject to the approval of Central Government or other Government authority/agency/board, if any, approval of the Company be and is hereby accorded to pay a remuneration of Rs. 3,000,000 per annum and commission upto 5% of Net Profits of the Company, payable for financial year in which adequate profits is earned to Mr. Rajiv Kapoor, Managing Director of the Company, the details of which are given in the Explanatory Statement annexed hereto.

RESOLVED FURTHER that the Board of Directors (which term shall always be deemed to include any Committee constituted or to be constituted to exercise the powers including its powers conferred under this resolution) be and is hereby authorised to vary or increase the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, is within the overall limits specified under the relevant provisions of the Companies Act, 2013 and/ or as approved by the Central Government or any such other competent authority.

**RESOLVED FURTHER** that in the event in any financial year during the tenure of the Managing Director, the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013, the Company may pay to the Managing Director, the above remuneration, excluding commission amount payable on profits earned, as the minimum remuneration by way of salary and allowances as specified above and subject to receipt of the requisite approvals, if any."

**FURTHER RESOLVED THAT** the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/ consent from the government departments, as may be required in this regard."

#### 5. Appointment of Mrs. Deepika Kapoor as Wholetime Director of the Company

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution;

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and subject to the approval of Central Government or other Government authority/agency/board, if any, the consent of the shareholders of the Company in the Annual General Meeting be and is hereby accorded to appoint Mrs. Deepika Kapoor as Whole Time Director of the Company for a period of one year with effect from April 01, 2015.

**FURTHER RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and subject to the approval of Central Government or other Government authority/agency/board, if any, approval of the Company be and is hereby accorded to pay a remuneration of Rs. 2,400,000 per annum and commission upto 5% of Net Profits of the Company, payable for financial year in which adequate profits is earned to Mrs. Deepika Kapoor, Wholetime Director of the Company, the details of which are given in the Explanatory Statement annexed hereto.

**RESOLVED FURTHER** that the Board of Directors (which term shall always be deemed to include any Committee constituted or to be constituted to exercise the powers including its powers conferred under this resolution) be and is hereby authorised to vary or increase the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, is within the overall limits specified under the relevant provisions of the Companies Act, 2013 and/ or as approved by the Central Government or any such other competent authority.

**RESOLVED FURTHER** that in the event in any financial year during the tenure of the Wholetime Director, the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013, the Company may pay to the Wholetime Director, the above remuneration, excluding commission amount payable on profits earned, as the minimum remuneration by way of salary and allowances as specified above and subject to receipt of the requisite approvals, if any."

**FURTHER RESOLVED THAT** the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/ consent from the government departments, as may be required in this regard."

#### 6. Alteration of Articles of Association

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution;

**"RESOLVED** that pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the existing Articles of Association of the Company be and are hereby replaced by the new draft Articles of Association submitted to this meeting and such new draft Articles of Association be and are hereby approved and adopted as the Articles of Association of the Company in substitution, and to the entire exclusion, of the existing Articles of Association of the Company.

**RESOLVED** further that the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall unless repugnant to the context or meaning thereof, be deemed to include a duly constituted committee of the Board or any person(s) authorized by the Board in this behalf) be and is hereby authorised to do all such acts, deeds and things, including filing of necessary forms/returns with the Registrar of Companies, NCT of Delhi & Haryana and execute all such documents, instruments and writings and take all such steps as the Board may deem necessary or expedient to give effect to this resolution."

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

**Pradeep Chandra Nayak**  
 Company Secretary

Place: Gurgaon  
 Date : 13.08.2015

**Registered Office:**  
 14, Roj-ka-Meo Industrial Area,  
 Sohna, Gurgaon, Haryana-122103

**NOTES:**

1. 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.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER 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. A Proxy Form is annexed to this report.**

Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting along with the Proxy Form.

In case of joint holders attending the Meeting, the joint holder who is higher in the order of names under a given Folio / DP ID - Client ID (in respect of dematerialized shares) will be entitled to vote.

Members are requested to bring the attendance slip enclosed herewith, duly completed and signed mentioning therein their DP ID and Client ID details in case they hold shares in dematerialized form whilst those members who hold shares in physical form should mention their Folio No. The attendance slip should be presented at the venue of the meeting.

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.

3. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from 24.09.2015 to 30.09.2015 (both days inclusive).
5. 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.
6. Pursuant to Section 125 of the Companies Act, 2013 corresponding to Section 205A of the Companies Act, 1956, all unclaimed dividends up to the financial year ended 31st March, 2008, 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
31.03.2008	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.

7. 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).
8. 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.
9. Notice of the meeting has been sent electronically to those members who have registered their Email ID with the Company under the Green Initiative launched by the Ministry of Corporate Affairs. In case any member who has received the Notice electronically desires to have a physical copy of the same, he/she may write to the Company or send an Email to cs@rasandik.com in this regard. Members may kindly note that the Notice of the Meeting will also be available on the Company's website, www.rasandik.com and can be downloaded, if required, by the Member.
10. 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.
11. 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.

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

Place: Gurgaon  
Date: 13.08.2015

**Explanatory Statement**  
**(Pursuant to section 102 of the Companies Act, 2013)**

As required by Section 102 of the Companies Act, 2013 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 Members of the Company at the Annual General Meeting held on September 30, 2011 had approved the remuneration payable to the Managing Directors of the Company and the Board of Directors were authorized to revise the same within the overall limits prescribed in this regard. The Compensation/Remuneration Committee in its meeting held on November 14, 2014 had reviewed the remuneration of the Managing Directors of the Company and recommended the remuneration. The remuneration as set out below was approved by the Board and Compensation/Remuneration Committee at its meeting held on November 14, 2014.

**I. REMUNERATION**

- (a) SALARY: Rs.3,000,000 (Rupees Thirty Lakhs only) per annum.
- (b) INCENTIVE/COMMISSION: Equivalent to 5% of the net profit of the Company

**II. PERQUISITES**

In addition to above, he shall be entitled to receive the following:-

- (a) GRATUITY AND/OR CONTRIBUTION TO GRATUITY FUND: As per the Rules of the Company.
- (b) LEAVE AND ENCASHMENT OF LEAVE: As per the Rules of the Company.
- (c) USE OF CAR AND TELEPHONE: Company maintained car with driver for use on Company's business, a telephone at residence and cellular phone provided by the Company will not be considered as perquisite. However, personal long distance calls and use of car for private purpose shall be borne by Director.
- (d) REIMBURSEMENT OF EXPENSES: Reimbursement of entertainment, traveling, hotel and all other expenses incurred for the business of the Company as per the Rules of the Company.

**III. REMUNERATION IN THE EVENT OF LOSS OR INADEQUACY OF PROFITS**

Where in any financial year, the Company has no profits or its profits are inadequate, the foregoing amount of remuneration and benefits shall be paid, subject to applicable provisions of Schedule - V of the Companies Act, 2013.

**Notes :**

- (a) Net Profit for this purpose shall be as per computation of net profits under Section 198 of the Companies Act, 2013.
- (b) The remuneration package is well within the overall limit prescribed under schedule V to the Companies Act, 2013, which permits the Company to provide for an overall remuneration, not exceeding 10% of the net profits in any year, to all its Directors.

Except Mr. Suresh Chandra Kapoor, Mrs. Deepika Kapoor and her relatives, none of the Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4. The Board recommends the Special Resolution for your approval.

**Item No 5:**

Mrs. Deepika Kapoor is a Director of the Company. The Board of Directors considers that for smooth and efficient running of the administrative affairs of the Company, the services of Mrs. Deepika Kapoor should be available to the Company for a period of one years with effect from April 01, 2015.

In terms of the provisions of the Companies Act, and the Articles of Association, of the Company, the Nomination and Remuneration Committee of the Board and the Board of Directors have, at their meeting held on May 28, 2015, appointed her as a Whole Time Director of the Company for a period of one year with effect from April 01, 2015 on the current remuneration of Rs. 24,00,000 (Rupees Twenty Four Lacs only) per annum. In case, the Company has no profits or its profits are inadequate, then the remuneration shall be paid to her with the prior approval of the Central Government or in accordance with the provisions of the Companies Act, 2013 read with Schedule V of the Act.

Following are the details of the annual salary proposed to be paid to Mrs. Deepika Kapoor, Whole Time Director w.e.f. April 01, 2015.

**I. REMUNERATION**

- (a) SALARY: Rs.2,400,000 (Rupees twenty four lakhs only) per annum
- (b) INCENTIVE/COMMISSION: Equivalent to 5% of the net profit of the Company

**II. PERQUISITES**

In addition to the above, she shall be entitled to receive the following:-

- (a) Provision of car for use on Company's business.
- (d) Free landline telephone facility at residence along with free mobile telephone facility. Long distance personal calls to be recovered by the Company



(e) She shall also be entitled to reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company.

### III. REMUNERATION IN THE EVENT OF LOSS OR INADEQUACY OF PROFITS

Where in any financial year, the Company has no profits or its profits are inadequate, the foregoing amount of remuneration and benefits shall be paid, subject to applicable provisions of Schedule - V of the Companies Act, 2013.

#### Notes:

- (a) Net Profit for this purpose shall be as per computation of net profits under Section 198 of the Companies Act, 2013.
- (b) The remuneration package is well within the overall limit prescribed under schedule V to the Companies Act, 2013, which permits the Company to provide for an overall remuneration, not exceeding 10% of the net profits in any year, to all its Directors.

Except Mr. Suresh Chandra Kapoor, Mr. Rajiv Kapoor and her relatives, none of the Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5. The Board recommends the Special Resolution for your approval.

#### Item No 6:

The existing Articles of Association ("AoA") are based on the Companies Act, 1956 and several provisions of the existing AoA contain references to specific sections of the Companies Act, 1956 and some provisions of the existing AoA are no longer in conformity with the Companies Act, 2013 ("the Act"). With the coming into force of the Act, several provisions of the existing AoA of the Company require alteration or deletion. Accordingly, it is considered expedient to wholly replace the existing AoA with a new set of Articles.

The proposed new draft Articles of Association has been uploaded on the Company's website at [www.rasandik.com](http://www.rasandik.com). The above document is also available for inspection at the Registered Office of the Company situated at 14, Roj-Ka-Meo Industrial Area, Sohna, District - Mewat, Haryana - 122103 and also at the Corporate Office of the Company situated at 525, Udyog Vihar, Phase-V, Gurgaon, Haryana - 122016 during 11:00 A.M. to 1:00 P.M. on all working days up to the date of the AGM and also at the AGM.

As per the provisions of Section 14 of the Act, any alteration/amendment to the Articles of Association of the Company requires the approval of members pursuant to a special resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 6 of the Notice.

The Board recommends the Special Resolution at Item No. 6 for approval of the members.

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

Name	: Mr. Rajiv Kapoor	Mrs. Deepika Kapoor	Mr. Suresh Chandra Kapoor
Date of Birth	: 4th November 1955	26th November' 1957	10th June' 1929
Date of Appointment	10/01/1984	10/01/1984	13/06/1992
Educational Qualification	: B.Tech. (Mechanical) IIT-Delhi, Graduated in 1977	Graduate	BE, IIT- Roorkee
Expertise in specific functional area	Mr Rajiv Kapoor a founder promoter of the company is a technocrat turned industrialist. After graduating from IIT Delhi, Mr. Kapoor joined F. L. Smidth and Company, a Copenhagen Denmark based company and worked with them for a period of about five years at their project sites. With project management skills coupled with great understanding of the auto component manufacturing and networking in automobile industry, Mr. Kapoor decided to venture in to auto component manufacturing. His drive and passion for the auto component business resulted in the formation of Rasandik Engineering Industries India Ltd in 1986. He is the key driver behind the success achieved by the Company. He is in day-to-day charge of the Company's operations and business. He, however, concentrates more on the product development, new business opportunities, technology up-gradation, and product quality and growth strategies. His continuous pursuit for timely supply of best quality products at competitive prices has made Rasandik a very dependable and preferred auto component supplier in the industry.	General Administration experience	Mr. Suresh Chandra Kapoor is a very dynamic highly qualified and experienced professional who brings with him experience of over two decades as a Chairman and Managing Director of National Building Const. Corporation limited a large public sector undertaking in the country. Mr Suresh Chandra Kapoor, a brilliant science graduate with a gold medal achieved the same feat as an engineering graduate from University of Roorkee. He has successfully completed Post Grad. Diploma course in housing in Holland and has also passed Post Grad. Diploma course in soil mechanics and foundations engineering in Canada. Till 1980 he worked with various reputed Companies/ corporate such as CPWD, Engineering Projects India Limited, Delhi Development Authority etc. He became the Chairman and Managing Director of National Building Const. Corporation limited in the year 1981 that he continued till 1987. As a CMD he was responsible for the successful running of the organisation. As a Chairman of the Board at Rasandik, he navigates the growth strategy of the company. The Company has been immensely benefited by his expertise and experience in corporate management in general and project management in particular.
List of other Companies in which Directorship held	: None	None	1. M/s. Kapoor & Budhwar Associates Pvt. Ltd. 2. M/s. Kapoor & Associates Consultants Pvt. Ltd.
Chairman / Member of the Committees of Board of Directors of Other Companies	: None	None	None
No of Shares Held in the Company	: 809,610	34,300	147,000

By Order of the Board  
**For Rasandik Engineering Industries India Limited**

Sd/-

**Pradeep Chandra Nayak**  
Company Secretary

Place: Gurgaon  
Date :13.08.2015

**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 31st Annual General Meeting to be held on Wednesday, the 30th September, 2015, 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, 2015.
- iii. The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
26th September, 2015, 9.00 A.M. IST	28th September, 2015, 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 (23rd September 2015), may cast their vote electronically. The e-voting module shall be disabled by CDSL after voting period ends.

- iv. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- v. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- vi. Click on Shareholders.
- 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](http://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:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAM	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
OR Date of Birth (DOB)	If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- xi. After entering these details appropriately, click on "SUBMIT" tab.
- xii. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- 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. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- xv. 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.
- xvi. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xvii. 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.
- xviii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

- xix. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xx. 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.
- xxi. Note for Non - Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. may follow the same instructions as mentioned above for e-Voting.
  - In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

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 23rd September 2015 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.

Mr. Awanish Kumar, Practicing Chartered Accountant (Membership No. FCS 510868) Partner M/s AKDC & Associates 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 23rd September 2015.

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](http://www.rasandik.com) and on the website of CDSL within two days the passing of the resolutions at the 31st Annual General Meeting of the Company on September 30, 2015, and communicated to the BSE Ltd. within the prescribed period.

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

**Pradeep Chandra Nayak**  
Company Secretary

Place: Gurgaon  
Date: 13th August, 2015

**DIRECTORS' REPORT**

**To The Members,**

Your Directors have pleasure in presenting the 31st Annual Report of your Company together with the Audited Statement of Accounts for the financial year ended 31st March, 2015.

<b>FINANCIAL RESULTS</b>	<b>(Rs in millions)</b>	
<b>PARTICULARS</b>	<b>2014-15</b>	<b>2013-14</b>
Total Income (Gross)	2537.05	2178.89
Profit Before Finance Cost, Depreciation and Taxation	333.06	217.40
Finance Cost	139.71	148.51
Depreciation	142.35	144.21
Profit Before Tax	51.00	(75.32)
LESS:		
Tax expense	(8.73)	(20.43)
Profit/Loss After Tax (Loss)	59.73	(54.89)
ADD:		
Balance in Profit and Loss Account	60.44	115.33
Amount Available for Appropriation	120.17	60.44

**OPERATING RESULTS AND THE STATE OF COMPANY'S AFFAIRS**

During the year under review, the overall performance of the Company showed upward movement as compared to the previous year. The total revenue (gross) of the company for the year ended 31st March, 2015 was Rs. 2537.05 millions as compared to Rs. 2178.89 millions in the previous year recorded a 16.80%. The profit before depreciation, finance cost, taxation is increased to Rs. 333.06 millions from Rs. 217.40 millions in the previous year. The net profit after depreciation and finance cost is Rs. 51.00 millions for the current financial year as compared to loss of Rs. 75.32 millions in the previous year. The profit after tax is Rs. 59.73 millions in comparison to loss of Rs. 54.89 millions in previous year.

**DIVIDEND**

The Directors express their inability to declare any dividend for the financial year ended March 31, 2015 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 2015-16.

**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.

**MANAGEMENT DISCUSSION & ANALYSIS REPORTS**

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

**CORPORATE GOVERNANCE**

The Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements set out by SEBI. The Company has also implemented several best corporate governance practices as prevalent globally. The report on Corporate Governance as stipulated under the Listing Agreement forms an integral part of this Report. The requisite certificate from the Auditors of the Company confirming compliance with the conditions of corporate governance is attached to the report on Corporate Governance.

**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 2014-15. 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. Suresh Chandra Kapoor, having director's identification number 00892934 retire by rotation at the ensuing Annual General Meeting and being eligible, offer himself for reappointment.

## CODE OF CONDUCT

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the company. The Company believes in "Zero Tolerance" against bribery, corruption and unethical dealings / behaviours of any form and the Board has laid down the directives to counter such acts. The code laid down by the Board is known as "code of business conduct" which forms an Appendix to the Code. The Code has been posted on the Company's website [www.rasandik.com](http://www.rasandik.com).

The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders. The Code gives guidance through examples on the expected behaviour from an employee in a given situation and the reporting structure.

All the Board Members and the Senior Management personnel have confirmed compliance with the Code. All Management Staff were given appropriate training in this regard.

## VIGIL MECHANISM / WHISTLE BLOWER POLICY AND SEXUAL HARASSMENT OF WOMEN

The Company has a vigil mechanism named Fraud and Risk Management Policy (FRM) to deal with instance of fraud and mismanagement, if any.

In staying true to our values of Strength, Performance and Passion and in line with our vision of being one of the most respected companies in India, the Company is committed to the high standards of Corporate Governance and stakeholder responsibility.

The Company has a Fraud Risk and Management Policy to deal with instances of fraud and mismanagement; if any. The FRM Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern.

A high level Committee has been constituted which looks into the complaints raised. The Committee reports to the Audit Committee and the Board.

No case filed under Section 22 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

## DIRECTOR'S RESPONSIBILITY STATEMENT

In terms of Section 134 (5) of the Companies Act, 2013, the directors would like to state that:

- a) in the preparation of the annual accounts for the year ended March 31, 2015, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- b) the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2015 and of the profit of the Company for the year ended on that date;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors have prepared the annual accounts on a 'going concern' basis;
- e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively

## CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large.

## SUBSIDIARY COMPANIES:

The Company does not have any subsidiary.

#### **STATUTORY AUDITORS**

The Auditors, M/s Awatar & Co., Chartered Accountants, New Delhi (Firm Registration No. 000726N), retire at the conclusion of the ensuing Annual General Meeting and being eligible offer themselves for re-appointment.

#### **SECRETARIAL AUDIT:**

Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the company has appointed M/s. Arun Gupta & Associates, a firm of company Secretaries in practice to undertake the Secretarial Audit of the Company. The Secretarial Audit report is annexed herewith as "Annexure D"

#### **EXTRACT OF ANNUAL RETURN:**

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as "Annexure B".

#### **BUSINESS RISK MANAGEMENT:**

Pursuant to section 134(3) (n) of the Companies Act, 2013 & Clause 49 of the listing agreement, the company has constituted a business risk management committee. The details of the committee and its terms of reference are set out in the corporate governance report forming part of the Boards report. At present the company has not identified any element of risk which may threaten the existence of the company.

#### **Cost Auditors**

The board, subject to the approval of the Central Government, has re-appointed M/s. Jitender Navneet & Co., Cost Accountants, as a Cost Auditor for conducting Cost Audit for the financial year 2015-16, in terms of the Companies (Cost Records and Audit) Amendment Rules, 2014.

The Company has also received necessary certificate under Section 141 of the Act 2013 from him conveying his eligibility. A sum of Rs.3 lakhs has been fixed by the board as remuneration in addition to reimbursement of service tax, travelling and out-of-pocket expenses payable to him and is also required to be ratified by the members, at the ensuing AGM as per Section 148(3) of the Act 2013. The Company does not require to carry out Cost Audit for the year 2014-15 and thereby filing of Cost Audit Report does not arise.

As required under the Cost (Cost Accounting Records) Rules, 2011, the Company has filed the Cost Audit Report for the year 2013-14 in XBRL format along with cost compliance Report.

#### **PUBLIC DEPOSITS**

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 for the year ended 31st March, 2015.

#### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:**

The company has not given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013. The details of the investments made by company is given in the notes to the financial statements.

#### **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is defined in the Internal Audit Manual. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board & to the Chairman & Managing Director.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

#### **INSURANCE**

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

#### **PREVENTION OF INSIDER TRADING:**

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

All Board Directors and the designated employees have confirmed compliance with the Code.

#### **PARTICULARS OF EMPLOYEES:**

The information required pursuant to Section 197 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the reports and accounts are being sent to the members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the members at the Registered office of the company during business hours on working days of the company up to the date of ensuing Annual General Meeting. If any member is interested in inspecting the same, such member may write to the company secretary in advance.

#### **ENERGY, TECHNOLOGY AND FOREIGN EXCHANGE**

The particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under the Act, are provided in Annexure A 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 observation made in the Auditors' Report read together with relevant notes thereon are self explanatory and hence, do not call for any further comments under Section 134 of the Companies Act, 2013.

#### **TRANSFER TO INVESTORS EDUCATION AND PROTECTION FUND**

The Company has transferred a sum of Rs.153,337 during the financial year 2014-15 to the Investor Education and Protection Fund established by the Central Government, in compliance with Provision of the Companies Act, 2013. 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/-

Place: Gurgaon  
Date : 13.08.2015

**(S. C. KAPOOR)**  
CHAIRMAN



**Annexure - A to Directors' Report to the shareholders  
Information pursuant to Section 134(3)(m) of the Companies Act, 2013**

**A. CONSERVATION OF ENERGY**

**i. Measures taken in the year 2014-15**

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.

**ii. Steps taken for utilizing alternate sources of energy**

The Company has been continuously thriving to optimize energy consumption levels by selecting energy efficient and environment friendly technologies for its plants. Utilisation of already existing low cost source of energy for plant and administrative area is under evaluation. Further the Company uses LPG gas for its paint shop.

**iii. Capital investment in energy conservation equipment**

Energy conservation measures have been taken by process optimization without any major capital investment.

**B. TECHNOLOGY ABSORPTION FOR 2014-15**

**(i) Efforts made towards technology absorption**

Highly automated and advance machinery has been introduced in the company.

**(ii) The benefit derived like production improvement, cost reduction, product development or import substitution**

The introduction of modern technologies has resulted in improvement of productivity and reduction in process cost alongwith improvement and consistency in product quality and operational efficiency.

(iii) Data relating to imported technology Nil

(iv.) Expenditure on Research and Development Nil

**C. FOREIGN EXCHANGE EARNINGS AND OUTGO**

<b>Total foreign exchange earned and used (actual)</b>	<b>(Rs.)</b>
Foreign exchange used	7,282,173
Foreign exchange earned	29,297,095

**Annexure - B**

Form No. MGT-9

**EXTRACT OF ANNUAL RETURN**

As on the financial year ended on 31st March 2015

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS**

i) CIN :	L74210HR1984PLC032293
ii) Registration Date :	10th January 1984
iii) Name of the Company:	Rasandik Engineering Industries India Limited
iv) Category / Sub-Category of the Company :	Public Company
v) Address of the Registered office and contact details :	14, Roj-Ka-Meo Industrial Area, Sohna, District - Mewat, Haryana - 122103 0124-2362646, 2362647
vi) Whether listed company Yes / No :	Yes
vii) Name, Address and Contact details of Registrar and Transfer Agent, if any:	Link Intime India Pvt. Ltd, 44, Community Centre, 2nd Floor, Naraina Industrial Area, Phase-I, New Delhi - 110 028 011-41410592, 41410593, 41410593

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the Company

Sl. No	Name and Description of main products / sevice	NIC code of the product / service	% to total turnover of the Company
1	Sheet Metal Components for Automobiles	25910	100 %

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -**

Sl. No.	Name and Address of the	CIN / GIN	Holding / Subsidiary / Associates	% of Share held	Applicable Section
N.A.					

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

(A) Category-wise Share Holding

Sr. No.	Category of Shareholders	No. of Shares held at the beginning of the year [As on 1st April, 2014]			No. of Shares held at the end of the year [As on 31st March, 2015]			% Change during the year
		Demat	Physical	Total	Demat	Physical	Total	
(A)	<b>Shareholding of Promoter and Promoter Group</b>							
1	Indian							
(a)	Individuals/ Hindu Undivided Family	1063547	20000	1083547	1063694	20000	1083694	0.00
(b)	Central Government/ State Government(s)							
(c)	Bodies Corporate	1268158	197200	1465358	1465323	0	1465323	(0.00)
(d)	Financial Institutions/ Banks							
(e)	Any Others(Specify)							
	<b>Sub Total(A)(1)</b>	<b>2331705</b>	<b>217200</b>	<b>2548905</b>	<b>2529017</b>	<b>20000</b>	<b>2549017</b>	<b>0.00</b>
2	Foreign							
a	Individuals (Non-Residents Individuals/ Foreign Individuals)							
b	Bodies Corporate							
c	Institutions							
d	Qualified Foreign Investor							
e	Any Others(Specify)							
	<b>Sub Total(A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>-</b>
	<b>Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)</b>	<b>2331705</b>	<b>217200</b>	<b>2548905</b>	<b>2529017</b>	<b>20000</b>	<b>2549017</b>	<b>0.00</b>
(B)	<b>Public shareholding</b>							
1	Institutions							
(a)	Mutual Funds/ UTI	0	3100	3100	0	3100	3100	-
(b)	Financial Institutions / Banks							
(c)	Central Government/ State Government(s)							
(d)	Venture Capital Funds							
(e)	Insurance Companies							
(f)	Foreign Institutional Investors							
(g)	Foreign Venture Capital Investors							
(h)	Qualified Foreign Investor							
(i)	Any Other (specify)							
	<b>Sub-Total (B)(1)</b>	<b>0</b>	<b>3100</b>	<b>3100</b>	<b>0</b>	<b>3100</b>	<b>3100</b>	<b>-</b>
B 2	Non-institutions							
(a)	Bodies Corporate	287261	1100	288361	174703	1100	175803	(2.38)
(b)	Individuals							
I	Individuals -i. Individual shareholders holding nominal share capital up to Rs. 1 lakh	853331	210122	1063453	805998	196324	1002322	(1.29)
II	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	685255	10700	695955	837588	10700	848288	3.22
(c)	Qualified Foreign Investor							
(d)	Any Other (specify)							
(d-i)	Non Resident Indians	121181	0	121181	143718	0	143718	0.48
(d-ii)	Clearing Members	4045	0	4045	2752	0	2752	(0.03)
(d-iii)	Hindu Undivided Families	0	0	0				
	<b>Sub-Total (B)(2)</b>	<b>1951073</b>	<b>221922</b>	<b>2172995</b>	<b>1964759</b>	<b>208124</b>	<b>2172883</b>	<b>(0.00)</b>
(B)	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>1951073</b>	<b>225022</b>	<b>2176095</b>	<b>1964759</b>	<b>211224</b>	<b>2175983</b>	<b>(0.00)</b>
	<b>TOTAL (A)+(B)</b>	<b>4282778</b>	<b>442222</b>	<b>4725000</b>	<b>4493776</b>	<b>231224</b>	<b>4725000</b>	<b>-</b>
(C)	<b>Shares held by Custodians and against which Depository Receipts have been issued</b>							
1	Promoter and Promoter Group	0	0	0	0	0	0	
2	Public	0	0	0	0	0	0	
	<b>Sub-Total (C)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>-</b>
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>4282778</b>	<b>442222</b>	<b>4725000</b>	<b>4493776</b>	<b>231224</b>	<b>4725000</b>	<b>-</b>

**(B) Shareholding of Promoters-**

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year [As on 1st April, 2014]			Shareholding at the end of the year [As on 31st March, 2015]			% change in share holding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	RAJIV KAPOOR	809,447	17.13	0	809,610	17.13	8095	163
2	DEEPIKA KAPOOR	34,300	0.73	0	34,300	0.73		-
3	SURESH CHANDRA KAPOOR	147,000	3.11	0	147,000	3.11		-
4	KRISHNA KUMARI KAPOOR	67,000	1.42	0	67,000	1.42		-
5	MANMOHAN	5,800	0.12	0	5,784	0.12		(16)
6	JAGMOHAN	20,000	0.42	0	20,000	0.42		-
7	KAPOOR & BUDHWAR ASSOCIATES PVT. LTD.	197,200	4.17	0	197,200	4.17		-
8	RADHIKA SECURITIES PVT. LTD.	651,418	13.79	0	651,383	13.79		(35)
9	GANESHA SECURITIES PVT. LTD.	616,740	13.05	0	616,740	13.05		-
	<b>TOTAL</b>	<b>2,548,905</b>	<b>53.95</b>	<b>0</b>	<b>2,549,017</b>	<b>53.95</b>	<b>8095</b>	<b>112</b>

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

Sl. No.	Name	Shareholding		Date	Increase / Decrease in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of shares at the beginning (01.04.2014) / end of the year (31.03.2015)	% of total Shares of the Company				(01.04.14 to 31.03.15)	
1	RAJIV KAPOOR	809,447	17.13	01.04.2014	163	Buy	809,447	17.13
		809,610	17.13	31.03.2015			809,610	17.13
2	MANMOHAN	5,800	0.12	01.04.2014	(16)	sale	5,800	0.12
		5,784	0.12	31.03.2015			5,784	0.12
3	RADHIKA SECURITIES PVT. LTD.	651,418	13.79	01.04.2014	(35)	sale	651,418	13.79
		651,383	13.79	31.03.2015			651,383	13.79

\* There is no change in other promoters' shareholding other than those mentioned above.

**D) Shareholding Pattern of top ten Shareholders:  
(Other than Directors, Promoters and Holders of GDRs and ADRs):**

Sr. No	Name of Shareholders	Shareholding at the end (31.03.2015)		Shareholding at the beginning (01.04.2014)	
		No of Shares	% total Shares of the Company	No of Shares	% total Shares of the Company
1	AJAY KUMAR KAYAN	126,000	2.67	0	0
2	SANGEETHA S	118,330	2.50	118,330	2.50
3	HARSHA HITESH JAVERI	117,500	2.49	117,500	2.49
4	HITESH RAMJI JAVERI	117,500	2.49	117,500	2.49
5	MARS ASSOCIATES PRIVATE LIMITED	77,490	1.64	77,490	1.64
6	HMS PVT LTD	49,665	1.05	0	0
7	SOURABHDEEP SINGH KHANNA	49,000	1.04	0	0
8	VENKATA S. RAJU ALLURU	48,906	1.04	48,906	1.04

**E) Shareholding of Directors and Key Managerial Personnel:**

Sr. No	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total Shares of the Company	No of Shares	% of total Shares of the Company
1	Rajiv Kapoor, Managing Director: At the beginning of the year	809,447	17.13	809,447	17.13
	Sale/Purchase during the year	163	-	163	-
	At the end of the year	809,610	17.13	809,610	17.13
2	Gautam Bhattacharya, CFO: At the beginning of the year	200	0.00	200	0.00
	Sale/Purchase during the year	-	-	-	-
	At the end of the year	200	0.00	200	0.00
3	Pradeep Chandra Nayak, Company Secretary: At the beginning of the year	100	0.00	100	0.00
	Sale/Purchase during the year	-	-	-	-
	At the end of the year	100	0.00	100	0.00

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

(Rs. in Crores)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	100.84	1.40		102.25
ii) Interest due but not paid	0.42	0.61		1.03
iii) Interest accrued but not due	0.13	-		0.13
<b>Total</b>	<b>101.40</b>	<b>2.01</b>		<b>103.41</b>
Change in Indebtedness during the financial year				
- Addition	20.43	8.09		28.52
- Reduction				
<b>Net Change</b>	<b>20.43</b>	<b>8.09</b>		<b>28.52</b>
Indebtedness at the end of the financial year				
i) Principal Amount	121.06	9.49		130.55
ii) Interest due but not paid	0.77	0.61		1.38
iii) Interest accrued but not due	0.01	-		0.01
<b>Total</b>	<b>121.83</b>	<b>10.10</b>		<b>131.93</b>

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

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

(Rs. in Lacs)

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		Mr. Rajiv Kapoor, Managing Director	
1	Gross salary	0	0
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	0
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0
	(c) Proits in lieu of salary under section 17(3) Income- tax Act, 1961	0	0
2	Stock Option	0	0
3	Sweat Equity	0	0
4	Commission	0	0
	- as % of profit	0	0
	- others, specify...	0	0
5	Others, please specify	0	0
	Total (A)	0	

**B. Remuneration to other Directors**

(Rs. in Lacs)

Particulars of Remuneration	Name of Directors		Total Amount
Independent Directors:	<b>Dr. Shyam S. Sethi</b>	<b>Mr. M. S. Ramaprasad</b>	
Fee for attending board / committee meetings	0.2	0.2	0.4
Commission			
Others, please specify			
Total (B)	0.2	0.2	0.4
<b>Total Managerial Remuneration*</b>			<b>0.4</b>

\* Total Remuneration to the Chairman and Managing Director and other Directors (being the Total of A and B)

**C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD**

(Rs. in Lacs)

SN.	Particulars of Remuneration	Key Managerial Personnel		
		CFO	CS	Total
	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	27.60	6.00	33.60
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961			
	(c) Proits in lieu of salary under section 17(3) Income-tax Act, 1961			
	Stock Option			
	Sweat Equity			
	Commission			
	- as % of profit			
	Others, please specify (Provident Fund)			
	Total:	27.60	6.00	33.60

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

Type	Section of the Companies Act	Brief Description	Details of Penalty	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
			/ Punishment / Compounding fees imposed		
<b>A. COMPANY</b>					
Penalty					
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty					
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty					
Punishment					
Compounding					

**FORM No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015**

ANNEXURE - D

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

To,  
 The Members,  
 Rasandik Engineering Industries India Limited  
 14, Roj-Ka-Meo Industrial Area, Sohna, District - Mewat, Haryana - 122103

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Rasandik Engineering Industries India Limited. (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

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

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

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (Not applicable to the Company during the Audit Period)
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the Audit Period)
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the Audit Period) and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the Audit Period)
- (vi) Having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the following laws applicable specifically to the Company:
  - (a) The Companies Act, 1956 and the rules made there under (to the extent applicable);
  - (b) Income Tax Act, 1961;
  - (c) Central & State Excise Law/Service Tax.
  - (d) Central & State Sales Tax Law/VAT.
  - (e) Factories Act, 1948
  - (f) The Environment (Protection) Act, 1986
  - (g) The Hazardous Wastes (Management, Handling And Transboundary Movement) Rules, 2008
  - (h) The Water (Prevention & Control of Pollution) Act, 1974
  - (i) The Air (Prevention & Control of Pollution) Act, 1981 Read With The Air (Prevention & Control Of Pollution) Rules, 1982
  - (j) Employees Provident Fund and (Misc. Provisions) Act, 1952
  - (k) Payment of Wages Act, 1936
  - (l) Payment of Gratuity Act, 1972
  - (m) Payment of Bonus Act, 1965
  - (n) Workmen Compensation Act, 1923
  - (o) The Industrial Dispute Act, 1947

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India. **(Not applicable to the Company during the Audit Period)**
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange of India Limited.

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

**We further report that**

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

Adequate notice(s) of at least seven days is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

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

**We further report that** during the audit period the Company obtained consent of shareholders by way of Special resolution through postal ballot in respect of following matters:

- i. To borrow up to Rs. 200 Crores over and above the paid-up share capital and free reserves of the Company.
- ii. To Authorise the Board of Directors for creation of Charge/Mortgage on Assets of the Company.
- iii. To Authorise the Board of Directors for making investment/giving any loan or guarantee/ providing security.

For ARUN KUMAR GUPTA & ASSOCIATES  
COMPANY SECRETARIES

Sd/  
(ARUN KUMAR GUPTA)  
FCS: 5551  
CP: 5086

Place : Delhi  
Date : 28.05.2015

ANNEXURE - E

FORM NO. AOC -2  
(PURSUANT TO CLAUSE (H) OF SUB-SECTION (3) OF  
SECTION 134 OF THE ACT AND RULE 8(2) OF THE  
COMPANIES (ACCOUNTS) RULES, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

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

Sl. No.	Name (s) of the related party	Nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Justification for entering into such contracts or arrangements or transactions'	Date of approval by the Board/ Audit Committee	Amount paid as advances, if any	Date on which the special resolution was passed in General meeting as required under first proviso to section 188
-----Not Applicable-----									

2. Details of contracts or arrangements or transactions at Arm's length basis.  
(Exceeding 10% of the annual consolidated turnover of the Company)

Sl. No.	Name (s) of the related party	Nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date of approval by the Board / Audit Committee	Amount paid as advances, if any	Sane value during the year (Rs. In Crores)
NIL								

## ANNEXURE - C

**CORPORATE GOVERNANCE REPORT FOR THE YEAR 2014-15**  
 (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 30.05.2014, 14.08.2014, 14.11.2014 and 13.02.2015. 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, 2015, 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	NonIndependent	4	0	Yes	147,000
Mr. Rajiv Kapoor**	Managing Director	Promoter	4	0	Yes	809,610
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](http://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 2015. 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 board at its meeting held on 28th May, 2014 conferred certain additional terms of reference in writing as required under Section 177 of the Act 2013 and in terms of revised Clause 49 of the Listing Agreement.

#### 3.1 Brief description of terms of reference:

The Audit Committee is entrusted with the responsibility to supervise the Company's internal control and financial reporting process and inter alia performs the following functions:

- a. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- b. Recommending the appointment, remuneration and terms of appointment of auditors of the Company and approving the payment to statutory auditors for any other services rendered by the statutory auditors;
- c. Reviewing, with the management, the annual financial statements and auditors' report thereon before submission to the board for approval, with particular reference to:
  - Matters required to be included in the Directors' Responsibility Statement to be included in the Board's report in terms of Clause (c) of sub-section 3 of Section 134 of the Act 2013;
  - Changes, if any, in accounting policies and practices and reasons for the same;
  - Major accounting entries involving estimates based on the exercise of judgment by management;
  - Significant adjustments made in the financial statements arising out of audit findings;
  - Compliance with listing and other legal requirements relating to financial statements;
  - Disclosure of any related party transactions; and
  - Qualifications, if any, in the audit report,
- d. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- e. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- f. Approving or subsequently modifying any transactions of the Company with related parties;
- g. Scrutinizing the inter-corporate loans and investments;
- h. Reviewing valuation of undertakings or assets of the Company, wherever it is necessary;
- i. Evaluating internal financial controls and risk management systems;
- j. Reviewing with the management, performance of statutory and internal auditors and adequacy of the internal control systems;
- k. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit;
- l. Discussing with internal auditors of any significant findings and follow up thereon;
- m. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- n. Discussing with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- o. Reviewing the functioning of the Whistle Blower mechanism;
- p. Approving the appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications and experience; and
- q. In addition, reviewing of such other functions as envisaged under Section 177 of the Act 2013 and Clause 49 of the Listing Agreement.

The matters reviewed and recommended in the meetings of the Audit Committee were appraised to the board by the Chairman of the Audit Committee, for its approval. All the recommendations were accepted by the board.

**Composition of Audit Committee:**

The Committee's composition meets with requirements of Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement. Members of the Audit Committee possess financial / accounting expertise / exposure.

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: 30.05.2014, 14.08.2014, 14.11.2014 and 13.02.2015. 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 2015, 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: 30.05.2014, 14.08.2014, 14.11.2014 and 13.02.2015. The necessary quorum was present at all the meetings.

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

**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.

## 5. NOMINATION AND REMUNERATION COMMITTEE

During the year, the board constituted a Nomination and Remuneration Committee of directors (NRC) in terms of Section 178 of the Act 2013 and Clause 49 of the Listing Agreement. Only one meeting held during the year on 14.11.2014.

### (a) Composition, Category and Attendance record during the year

The composition of Nomination and Remuneration Committee, category and record of attendance is given below:

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

The constitution of Nomination and Remuneration Committee and terms of reference are in compliance with the provisions of the Companies Act, 2013 and Clause 49 of Listing Agreement with the Stock Exchanges. Mr. Pradeep Chandra Nayak, Company Secretary of the Company is Secretary of the Nomination and Remuneration Committee.

### (b) Role and Responsibilities

The role of Nomination and Remuneration committee includes the following:

- To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and/or removal.
- To carry out evaluation of every Director's performance.
- To formulate the criteria for determining qualifications, positive attributes and independence of a Director, and recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees.
- To formulate the criteria for evaluation of Independent Directors and the Board.
- To devise a policy on Board diversity.
- To recommend/review remuneration of the Managing Director(s) and Whole-time Director(s) based on their performance and deined assessment criteria.
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notiication, amendment or modiication, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

Non-executive Directors / Independent Directors of the Company do not have any pecuniary relationship or transactions with the Company. They do not draw any remuneration, except sitting fees for attending the meetings of the Board of Directors.

## 6. 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.

## 7. GENERAL BODY MEETINGS

Year	Type	Date of Meeting	Venue of Meeting	Time	No. of Directors Present
2011-12	AGM	29.09.2012	Conference Hall, Saras Tourist Complex, Damdama, Sohna Haryana – 12210303	10 a.m.	2
2012-13	AGM	31.08.2013	Conference Hall, Saras Tourist Complex, Damdama, Sohna Haryana – 122103	10 a.m.	2
2013-14	AGM	30.09.2014	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. 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. Special Resolutions of Appointment of Independent Directors of the Company was passed during 2013-14. Special Resolutions passed through Postal Ballot on 01/01/2015 for various matters under Section 180(1)(c), Section 180(1)(a) and Section 186 of the Companies Act, 2013.

## 8. REMUNERATION TO DIRECTORS

None of the Directors is in receipt of any kind of remuneration during the financial year 2014-15. 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**

Sr. No	Name of the Director	No. of Meeting Attended.	Sitting Fee per Meeting (Rs.)	Sitting Fee Paid During 2014-15 (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

**9. 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.

**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:**

<b>Annual General Meeting Date &amp; Time Venue</b>	: Wednesday, September 30, 2014 at 10.00 a.m. Conference Hall, Saras Tourist Complex, Damdama, Sohna, Haryana
<b>Registered Office</b>	: 14, Roz-Ka-Meo Industrial Area, Sohna, Distt. Gurgaon, Haryana-122103
<b>Financial Calendar</b>	: 1st April 2015 - 31st March 2016
	Results for the Quarter ending: 30th June, 2015 - By 14th August, 2015 30th September, 2015 - By 14th November, 2015 31st December, 2015 - By 14th February, 2016 31st March, 2016 - By 30th May, 2016
<b>Results for the Year ending 31st March, 2015</b>	: Within 60 days from the end of financial year
<b>Book Closure Date</b>	: 24.09.2015 to 30.09.2015 (Both days inclusive)
<b>Listing on Stock Exchanges</b>	: 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 2014-15 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 2014-15. The application for voluntary delisting of Equity Shares made to the Stock Exchange at Kolkata is pending.
<b>Stock Code of BSE</b>	: 522207
<b>ISIN for NSDL &amp; CDSL</b>	: INE682D01011

## 12. SHAREHOLDER'S REFERENCE

**Unclaimed Dividends of the Company for previous years :** Pursuant to Section 125 of the Companies Act, 2013 corresponding to Section 205A of the Companies Act, 1956, all unclaimed dividends up to the financial year ended 31st March, 2008, 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.

### Unclaimed Dividend Amounts:

Financial Year	Dividend Identification No.	Rate of Dividend	Date of Declaration of Dividend	Unpaid Dividend as on 31.03.2015	Last date for claiming unpaid Dividend
2007-08	9 <sup>th</sup>	15%	12.09.2008	146,184	11.09.2015

### Registrar & Transfer Agent (STA):

The 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:

Investors may kindly take note that SEBI has mandated that in case of securities market transactions and off-market/private transactions involving transfer of shares of a listed company in physical mode, it shall be compulsory for the transferee(s) to furnish a copy of the PAN card to the Company/RTA, together with the transfer documents for registering transfer of such shares.

Link Intime India Pvt. Ltd. handles the investor services of the Company and also share transfer related work in respect of shares held in physical form. Such transfers are registered within the stipulated time prescribed under applicable laws, if the documents are found correct and valid in all respects.

As per the requirement of clause 47(c) of the listing agreement, company has regularly obtained the necessary certificate from a company secretary in practice and submitted the same to BSE Limited on half-yearly basis, confirming due compliance of share transfer related activities by the Company.

As per the requirement of SEBI guidelines, the Company's shares are to be traded only in dematerialized form.

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:

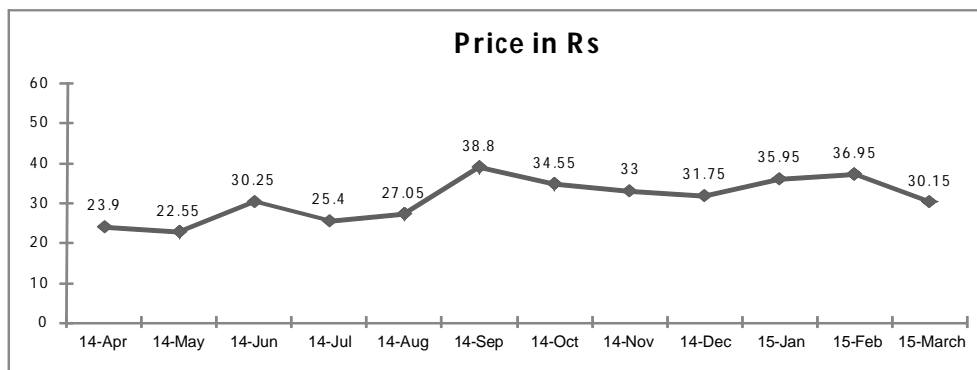
Month	Open	High	Low	Close	No. of Shares	No. of Trades	Total Turnover	Deliverable Quantity	% Deli. Qty to Traded Qty	* Spread	
										H-L	C-O
14-Apr	19.65	23.9	19.2	23.9	6,648	146	1,44,022	6,703	100.83	4.7	4.25
14-May	22.75	24.9	19.2	22.55	10,597	179	2,24,589	10,597	100	5.7	-0.2
14-Jun	23.6	30.6	21.05	30.25	20,367	174	5,02,475	20,367	100	9.55	6.65
14-Jul	28.75	30.15	25.2	25.4	10,062	141	2,80,089	10,062	100	4.95	-3.35
14-Aug	26.65	30	25	27.05	20,836	181	5,78,946	20,734	99.51	5	0.4
14-Sep	28.35	42	28.35	38.8	13,833	249	5,03,630	13,600	98.32	13.65	10.45
14-Oct	36.9	41	30.15	34.55	10,600	194	3,57,940	9,983	94.18	10.85	-2.35
14-Nov	32.05	46.9	31.15	33	12,904	254	4,75,520	12,177	94.37	15.75	0.95
14-Dec	31.45	35	28.6	31.75	22,740	200	7,05,815	20,901	91.91	6.4	0.3
15-Jan	32	42.65	32	35.95	13,521	268	4,95,161	12,984	96.03	10.65	3.95
15-Feb	33.35	41	26	36.95	19,369	266	6,65,761	9,227	47.64	15	3.6
15-Mar	38	38.95	29	30.15	27,671	118	8,96,799	25,800	93.24	9.95	-7.85

(Source: www.bseindia.com)

SHARE PRICE MOVEMENT GRAPH ON MUMBAI STOCK EXCHANGE 2014-15

(Face Value Rs. 10/-)

Month	Price in Rs
14-Apr	23.90
14-May	22.55
14-Jun	30.25
14-Jul	25.40
14-Aug	27.05
14-Sep	38.80
14-Oct	34.55
14-Nov	33.00
14-Dec	31.75
15-Jan	35.95
15-Feb	36.95
15-Mar	30.15



Shareholding:

Distribution of Shareholding as on March 31, 2015:

No. of Shares	No. of Shareholders As on 31.03.2015	%	Holding in Nos	%	No. of Shareholders As on 31.03.2014	%	Holding in Nos	%
1-500	4058	92.06	499786	10.58	4232	91.78	526508	11.14
501-1000	132	2.99	110057	2.33	160	3.47	130002	2.75
1001-2000	82	1.86	119068	2.52	82	1.78	120529	2.55
2001-3000	42	0.95	105636	2.23	39	0.85	98345	2.08
3001-4000	22	0.50	75878	1.61	25	0.54	84731	1.79
4001-5000	12	0.27	55880	1.18	14	0.30	65294	1.38
5001-10000	21	0.48	147889	3.13	20	0.43	146015	3.09
10001 & Above	39	0.89	3610806	76.42	39	0.85	3553576	75.21
<b>Total</b>	<b>4408</b>	<b>100.00</b>	<b>4725000</b>	<b>100.00</b>	<b>4611</b>	<b>100.00</b>	<b>4725000</b>	<b>100.00</b>

Categories of Shareholders as on March 31, 2015:

Category	2014-15		2013-14	
	No. of Shares	%	No. of Shares	%
Promoters and Promoters Group	2,549,017	53.95	2,548,905	53.95
Mutual Funds	3,100	0.07	3,100	0.07
Private Corporate Bodies	175,803	3.72	288,361	6.10
Indian Public	1,853,362	39.22	1,763,453	37.32
NRIs	143,718	3.04	121,181	2.56
<b>Total</b>	<b>4,725,000</b>	<b>100.00</b>	<b>4,725,000</b>	<b>100.00</b>

Top ten shareholders as on March 31, 2015:

Category	Name	No. of shares	%
Promoter	Rajiv Kapoor	809,610	17.13
Promoter Group	Radhika Securities Pvt. Ltd.	651,383	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	AJAY KUMAR KAYAN	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, 2015, 95.11 % of the Company's total ordinary shares representing 4,282,778 nos of shares were in dematerialised forms. 69.86 % is held by NSDL and 25.25 % 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 Maharashtra	Kanwarsika, Sohna District-Nuh, Haryana-122103

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

### 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.

### PARTICULARS OF UNCLAIMED/UNDELIVERED SHARES

The shareholders may kindly take note that as per Clause 5A of Listing Agreement with BSE, the Company has no shares to consolidated and transferred to the unclaimed/undelivered shares lying with the Company, in one folio in dematerialized mode.

The details of such unclaimed / undelivered shares are as follows:

Sr. rticulars	No. of Cases	No. of Shares
1 Status as on 01/04/2014		Nil
2 Total request received during the year, from shareholders for despatch of shares to them		Nil
3 Shares despatched in pursuance of valid requests received from shareholders		Nil
4 Undelivered / unclaimed shares lying with the Company as at 31/03/2015		Nil

### Familiarisation Programme for Independent Directors:

The Independent Directors are already conversant about their roles, rights, duties and responsibilities in the company, nature of industry in which the company operates, business model of the company etc., as they have been associated with the company for many years.

Further, various updations about Companies Act, 2013, changes in Listing Agreement along with changes proposed by SEBI, MCA through various circulars and notifications, industry status, business model etc. have been presented to directors by Managing Director, Company Secretary and Statutory Auditors of the company, from time-to -time.

### 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.

#### Shareholder rights:

The quarterly and 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 Company does not have any qualifications from the Auditors in its Financial Statements as on 31st March, 2015.

**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. Investors holding shares in demat form are advised to contact their DPs for making nominations.



**CEO & CFO Certification:**

The Board confirms that CEO & CFO certificate relating to the financial statements has been placed before it regularly.

To,  
The Board of Directors  
**Rasandik Engineering Industries India Ltd**

1. We have reviewed financial statements and the cash flow statement of Rasandik Engineering Industries India Ltd for the year ended 31st March, 2015 and to the best of our knowledge and belief:

- (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.

3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control systems pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.

4. We have indicated to the Auditors and the Audit Committee:

- (i) that there are no significant changes in internal control over financial reporting during the year;
- (ii) that there are no significant changes in accounting policies during the year; and
- (iii) that there are no instances of significant fraud of which we have become aware.

**For Rasandik Engineering Industries India Ltd**  
Sd/-  
**(Gautam Bhattacharya)**  
Chief Financial Officer

Sd/-  
**(Rajiv Kapoor)**  
Managing Director

Gurgaon, 28th May 2015

**Code of Conduct:**

The Company has formulated a Code of Conduct for its Board of Directors and members of the Senior Management. The Code of Conduct is available on the website of the Company.

**Declaration by the Managing Director:**

It is hereby declared that in terms of the requirements of Clause 49 of the Listing Agreement, the Code of Conduct for the Board of Directors and the Senior Members of the Management Team of the Company is available for reference of public at large, on the website of the Company [www.rasandik.com](http://www.rasandik.com)

Further, the Company has also obtained affirmation from each individual member of the Board of Directors and the Senior Members of the Management Team confirming compliance with the conditions of the said Code of Conduct.

**For Rasandik Engineering Industries India Ltd**  
Sd/-  
**Rajiv Kapoor**  
Managing Director

Gurgaon, 28th May 2015

**AUDITOR'S CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE**

To the Members,  
**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, 2015, 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.

Place : New Delhi  
Date : 28th May 2015

**for AWATAR & CO.**  
**Chartered Accountants**  
Sd/-  
**(Brijendra Agrawal)**  
Partner  
Membership No: 87787

### DIRECTORS' PROFILE

- Mr Suresh Chandra Kapoor (DIN: 00892934); the Chairman of the Company is a very dynamic highly qualified and experienced professional who brings with him experience of over two decades as a Chairman and Managing Director of National Building Const. Corporation limited a large public sector undertaking in the country. Mr Suresh Chandra Kapoor, a brilliant science graduate with a gold medal achieved the same feat as an engineering graduate from University of Roorkee. He has successfully completed Post Grad. Diploma course in housing in Holland and has also passed Post Grad. Diploma course in soil mechanics and foundations engineering in Canada. Till 1980 he worked with various reputed Companies/ corporate such as CPWD, Engineering Projects India Limited, Delhi Development Authority etc. He became the Chairman and Managing Director of National Building Const. Corporation limited in the year 1981 that he continued till 1987. As a CMD he was responsible for the successful running of the organisation. During his tenure thereat he had commissioned and completed projects in India and abroad. He had successfully laid down financial and personnel policies and corporate planning practices. As a Chairman of the Board at Rasandik, he navigates the growth strategy of the company. The Company has been immensely benefited by his expertise and experience in corporate management in general and project management in particular.
- Mr Rajiv Kapoor (DIN: 00054659); the Managing Director of the Company is a founder Promoter of the Company. He has been the Managing Director since inception of the Company. Mr Rajiv Kapoor is a technocrat turned industrialist. After graduating from IIT Delhi, a premier engineering institution in the world, Mr Rajiv Kapoor joined F.L. Smidth and Company a Copenhagen Denmark based Company and worked with them for a period of about five years at their project sites. The project management and implementation experience he gained thereat has contributed towards implementation product portfolio expansion initiatives at Rasandik. Mr Rajiv Kapoor thereafter worked with DCM group where in he looked after vendor development and indigenisation of components at DCM Toyota.

With visionary skills and foresight Mr. Rajiv Kapoor realised the potential for the Auto component manufacturing industry as the Government policy was for the indigenisation of the Auto components. With Project management skills coupled with great understanding of the Auto component manufacturing and networking in Automobile industry Mr. Kapoor decided to venture in to Auto component manufacturing. It is his drive and passion for Auto component business Rasandik was borne in 1986. Since then he is the main driving force behind the success achieved by the Company till date.

Today, being a Managing Director, he is overall in charge of the Company's operations and business. He however concentrates more on the product developments, new business opportunities, technology up-gradation, product quality and growth strategies. His continuous pursuit for timely supply of best quality products at competitive prices has made Rasandik a very dependable and preferred Auto component supplier in the industry.

- Mrs Deepika Kapoor, (DIN: 00054799) is a graduate and founder Promoter of the Company. with an experience in Company management is a Director on the Board.
- Mr Shyam Sunder Sethi, (DIN: 01394311) an independent non-executive Director on the board is an engineer by profession. 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 is teaching at IIT, Delhi.
- Mr. M S Ramaprasad, B. Sc., LLB, (DIN: 00842539) an independent non-executive Director on the board is an Industrialist by profession with an experience of over 30 years. 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 4 years. He has vast experience in Industrial management and possesses thorough knowledge of Factory Act, labour laws and industry related safety regulations.

### MANAGEMENT DISCUSSION AND ANALYSIS

#### Indian Scenario - An Overview

India is currently the sixth largest passenger car producer in the world and employs around 18.5 million people (directly and indirectly). Direct employment includes personnel working with automobile OEMs and auto component manufacturers (about 30% to 40%). Indirect employment includes personnel working in enabling industries, such as vehicle finance and insurance, vehicle repair, vehicle service stations, vehicle maintenance, vehicle and component dealers, drivers, cleaners, etc (about 60 to 70%). With 6.7% contribution to India's GDP, the automobile industry is one of the key manufacturing sectors in India.

- India's car market has the potential to grow to 6 Millions units annually by 2020.
- Over the next 20 years, India will be a part of the big global automotive triumvirate.
- Tractor sales in the country are expected to grow at CAGR of 8-9% in the next five years.
- Two-wheeler production has grown from 8.5 Million units annually to 15.9 Million units in the last seven years. Significant opportunities exist in rural markets.
- The emergence of large automotive clusters in the country:
  - Delhi-Gurgaon-Faridabad in the north,
  - Mumbai-Pune-Nashik- Aurangabad in the west,
  - Chennai-Bengaluru-Hosur in the south and
  - Jamshedpur-Kolkata in the east.
- Global car majors have been ramping up investments in India to cater to growing domestic demand. These manufacturers plan to leverage India's competitive advantage to set up export-oriented production hubs.
- Electric cars are likely to be a sizeable market segment in the coming decade.

#### GROWTH DRIVERS

- Passenger vehicles are to increase at a CAGR of 16% between 2013-2020.

- Two-wheelers and three-wheelers are projected to expand at a CAGR of 9% between 2013-2020.
- A growing working population and an expanding middle class are expected to remain key demand drivers.
- India has the world's 12th largest number of high net worth individuals, with a growth of 20.8%, the highest among the top 12 countries.
- Increasing disposable incomes in the rural agri-sector.
- The presence of a large pool of skilled and semi-skilled workers and a strong educational system.
- A large number of products are available to consumers across various segments. With the entry of a number of foreign players and reduced overall product lifecycle, quicker product launches have become the order of the day.
- The availability of a variety of vehicle models meet diverse needs and preferences.
- Easy finance schemes, owing to which the auto finance industry has grown.
- Favourable government policies like lower excise duties, automotive mission plans, the constitution of NATRiP etc.
- Automatic approval for foreign equity investment up to 100% with no minimum investment criteria.
- Manufacturing and imports in this sector are exempt from licensing and approvals.
- The encouragement of R&D by offering rebates on R&D expenditure.

## 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:

The rapidly globalising world is opening new avenues for the transportation industry, generating the need for more efficient, safe and reliable modes of transportation, which is subsequently adding to the auto component industry's growing opportunities. According to a report by the Confederation of Indian Industry (CII), the Indian auto component industry is set to become the third largest in the world by 2025. Also, by that time, newer verticals and opportunities for component manufacturers will open up as the automobile market will shift towards electric, electronic and hybrid cars and newer technologies will have to be adopted via systematic research and development.

Indian auto component makers are well positioned to benefit from the globalisation of the sector as exports potential could be increased by up to four times to US\$ 40 billion by 2020.

### The National Mission for Electric Mobility 2020:

The objective of this body is to encourage reliable, affordable and efficient EVs (hybrid and electric vehicles) that meet consumer performance and price expectations through government-industry collaboration, for the promotion and development of indigenous manufacturing capabilities, required infrastructure, consumer awareness and technology - thereby helping India emerge as a leader in the two-wheeler and four-wheeler EV market in the world by 2020, with total EV sales of 6-7 Million units thus enabling the Indian automotive industry to achieve global EV manufacturing leadership and contributing towards national fuel security.

### Pilot electric vehicle projects:

The Department of Heavy Industry(DHI) is launching pilot projects on electric vehicles in Delhi and subsequently, other metros and cities all across the country under The National Mission for Electric Mobility 2020 (NEMPP 2020) with a dual purpose - demonstrating and disseminating the benefits of adopting cleaner, greener modes of transportation as also to explore the viable operational modalities.

The DHI will provide viability gap funding through subvention to support the extra cost of acquisition and operation of these vehicles by state governments or designated bodies. In the first phase, a pilot project to provide last mile connectivity to the Delhi Metro through electric passenger vehicles has been approved. All the other states have been brought on board and different states have already appointed nodal officers to co-ordinate with DHI and vehicle manufacturers for the implementation of those pilot projects.

The uptake of electric vehicles will depend in large part on the adequate deployment of Electric Vehicle Supply Equipment (EVSE) needed to recharge electric vehicles.

### 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**

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

**PRODUCT ANALYSIS & REVIEW**

Your company caters to the following Product Sectors:

- Sheet Metal Components for Cars, Trucks, Tractors, Two Wheelers
- Three Wheeler
- Die & Tools
- TWB

**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.139.72 millions in the year 2014-15 as against Rs.148.51 millions in the year 2013-14.

**Depreciation:** Depreciation was at Rs. 142.35 millions in comparison to Rs. 144.21 millions in previous year.

**Tax:** Tax Expenses for current year is Rs. 21.91 millions (Deferred Tax) as compared to Rs. 20.41 millions (including deferred tax) in the previous year.

**Net Profit:** Net Profit after tax for the year 2014-15 is Rs. 59.73 millions as compared to Net Loss of Rs. 54.86 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, 2015, 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 matters stated in Section 134(5) of the Companies Act, 2013 (the Act) with respect to the preparation of these Standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### Auditor's Responsibility

Our responsibility is to express an opinion on these Standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

#### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- (b) in the case of the Statement of Profit and Loss, of the Profit 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, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the said Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - a. we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b. in our opinion 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 specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e. on the basis of written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors except Mr. M. S. Ramprasad is qualified as on March 31, 2015, from being appointed as a director in terms of Section 164 (2) of the Act.
- f. with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to explanations given to us:
  - i. the Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note 27 to the financial statements.
  - ii. the Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses - Refer Note 27 to the financial statements.
  - iii. there have been no delays in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Company.

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

**Sd/-**  
**Brijendra Agrawal**  
Partner  
Membership No. : 087787

Place : New Delhi  
Date : May 28, 2015

**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. 2015-16, as per Company's practice.
  - (b) 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.
- (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) 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) On the basis of our examination of the records of inventory, we are of the opinion that the Company is maintaining proper records of inventories. The discrepancies noticed on verification between the physical stocks and the book records were not material.
- (iii) The Company has not granted loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act 2013. Therefore, the provisions of clause (iii) of the para 3 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 inventory, fixed assets and with regards to the sale of goods and services. During the course of our audit, no major weakness has been noticed in the internal controls.
- (v) 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 (v) of the para 3 of the Order are not applicable to the Company.

(vi) It has been explained that books of account relating to materials, labour and other items of cost pursuant to the Rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013 are in the process of being made for the year covered under this report.

- (vii)(a) According to the records of the Company, the Company is regular in depositing with the appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, value added tax, wealth tax, customs duty, excise-duty, service tax, cess and other material statutory dues applicable to it.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of income-tax, wealth tax, sales tax, value added tax, service tax, customs duty and excise duty were outstanding, as at March 31, 2015 for a period of more than six months from the date they became payable.
- (c) According to the records of the Company, details of dues of Income 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 2008-09	Commissioner of Income Tax-Appeals	105.35
Income Tax	AY 2009-10	Commissioner of Income Tax-Appeals	5.70

- (d) The amounts required to be transferred to the Investor Education and Protection Fund in accordance with the provisions of the Companies Act, 1956(1of 1956) and rules made thereunder have been transferred to such fund within time.
- (viii) The Company has no accumulated losses at the end of the financial year. The Company has not incurred any cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (ix) Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to a financial institution or bank. However, the Foreign Currency Convertible Bonds aggregating to US\$ 2 Million (Rs. 9.158 crores at issue) that matured for repayment on April 8, 2009 and the interest accruing thereon have not been repaid by the Company. The Company has not raised any monies against issue of debentures.
- (x) The Company has not given any guarantee for loans taken by others from bank or financial institutions. Therefore, the provisions of clause (x) of the para 3 of the Order are not applicable to the Company.
- (xi) The term loans have been applied for the purpose for which they were raised.
- (xii) Based upon the audit procedures performed and as per the information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the course of our audit.

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

**Sd/-**  
**Brijendra Agrawal**  
Partner  
Membership No. : 087787

Place : New Delhi  
Date : May 28, 2015

## BALANCE SHEET AS AT 31ST MARCH,2015

Particulars	Note No.	As at 31st March,2015 (Rs.)	As at 31st March,2014 (Rs.)
<b>I EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	2	47,250,000	47,250,000
(b) Reserves and Surplus	3	204,398,074	147,783,579
(c) Money received against share warrants		-	-
		<b>251,648,074</b>	<b>195,033,579</b>
<b>(2) Share Application Money Pending Allotment</b>			
		-	-
<b>(3) Non Current Liabilities</b>			
(a) Long- Term Borrowings	4	670,933,269	431,096,049
(b) Deferred Tax Liabilities (Net)	5	137,190,978	156,837,960
(c) Other Long -Term Liabilities	6	217,365,523	237,294,094
(d) Long Term Provisions	7	12,813,661	9,863,637
		<b>1,038,303,431</b>	<b>835,091,740</b>
<b>(4) Current Liabilities</b>			
(a) Short -Term Borrowings	8	516,711,009	416,218,667
(b) Trade Payables	9	223,180,574	267,396,840
(c) Other Current Liabilities	10	591,591,231	1,005,851,555
(d) Short-Term Provisions	11	21,044,966	9,205,120
		<b>1,352,527,780</b>	<b>1,698,672,182</b>
<b>Total</b>		<b>2,642,479,285</b>	<b>2,728,797,501</b>
<b>II ASSETS</b>			
<b>(1) Non- current Assets</b>			
(a) Fixed Assets	12		
(i) Tangible Assets		1,436,468,311	1,586,759,138
(ii) Intangible Assets		-	-
(iii) Capital work- in- progress		373,788,497	387,089,208
(iv) Intangible assets under development		-	-
(b) Non- current investments		-	-
(c) Deferred Tax Assets (Net)		-	-
(d) Long term loans and advances	13	39,862,755	28,360,922
(e) Other non current assets	14	-	-
		<b>1,850,119,563</b>	<b>2,002,209,268</b>
<b>(2) Current Assets</b>			
(a) Current investments		-	-
(b) Inventories	15	436,919,049	360,694,743
(c) Trade Receivables	16	192,514,078	211,347,131
(d) Cash and cash equivalents	17	67,335,184	69,023,651
(e) Short term loans and advances	18	78,666,937	67,647,618
(f) Other current assets	19	16,924,474	17,875,090
		<b>792,359,722</b>	<b>726,588,233</b>
<b>Total</b>		<b>2,642,479,285</b>	<b>2,728,797,501</b>

Statement of Significant Accounting Policies 1  
 Notes to Accounts 2 to 42

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

**S C KAPOOR**  
 Chairman

**RAJIV KAPOOR**  
 Managing Director

**BRIJENDRA AGRAWAL**  
 Partner  
 M.No.87787

**DEEPIKA KAPOOR**  
 Director

**SHYAM S. SETHI**  
 Director

**M S RAMAPRASAD**  
 Director

Place: Gurgaon  
 Date :28-05-2015

**PRADEEP CHANDRA NAYAK**  
 Company Secretary

**GAUTAM BHATTACHARYA**  
 CFO



**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH,2015**

	Particulars	Note No.	Year Ended 31st March,2015 (Rs.)	Year Ended 31st March,2014 (Rs.)
<b>I</b>	Revenue from Operations (Gross)	<b>20</b>	2,375,127,454	2,172,380,002
	Less: Excise Duty		306,778,919	270,198,875
	Revenue from Operations (Net)		2,068,348,535	1,902,181,127
<b>II</b>	Other Income	<b>21</b>	161,915,204	6,512,310
<b>III</b>	<b>Total Revenue (I + II)</b>		<b>2,230,263,739</b>	<b>1,908,693,437</b>
<b>IV</b>	<b>EXPENSES</b>			
	Cost of Materials Consumed	<b>22</b>	1,459,421,235	1,223,467,985
	Purchases of trade goods		-	-
	Changes in inventories of finished goods, trade goods and work in progress		(78,069,823)	26,126,368
	Manufacturing and Operating Expenses	<b>23</b>	208,445,879	163,023,646
	Employee benefit expenses	<b>24</b>	193,795,035	167,274,957
	Other expenses	<b>26</b>	113,608,815	111,399,355
	<b>Total Expenses</b>		<b>1,897,201,141</b>	<b>1,691,292,311</b>
<b>V</b>	<b>Profit before finance cost,depreciation and tax (EBITDA) (III-IV)</b>		333,062,598	217,401,126
<b>VI</b>	Finance costs	<b>25</b>	139,714,742	148,507,584
<b>VII</b>	<b>Profit before depreciation and tax (PBDT) (V-VI)</b>		193,347,856	68,893,542
<b>VIII</b>	Depreciation and amortisation expense	<b>12</b>	142,347,823	144,209,648
<b>IX</b>	Profit before exceptional and extraordinary items and tax (VII-VIII)		51,000,033	(75,316,106)
<b>X</b>	Exceptional items		-	-
<b>XI</b>	Profit / (loss) before extraordinary items and tax (IX - X)		51,000,033	(75,316,106)
<b>XII</b>	Extraordinary items		-	-
<b>XIII</b>	Profit / (loss) before tax (XI-XII)		51,000,033	(75,316,106)
<b>XIV</b>	Tax expense :			
	(1) Current tax		10,841,000	-
	(2) Deferred tax		(19,646,982)	(20,471,007)
	(3) Wealth tax		78,100	45,200
<b>XV</b>	Profit / (loss) for the year (XIII-XIV)		59,727,915	(54,890,299)
<b>XVI</b>	Earning per equity share			
	(1) Basic		12.64	(11.62)
	(2) Diluted		12.64	(11.62)

Statement of Significant Accounting Policies 1  
Notes to Accounts 2 to 42

Notes referred to above form an integral part of the Statement of Profit & Loss.

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 :28-05-2015

**PRADEEP CHANDRA NAYAK**  
Company Secretary

**GAUTAM BHATTACHARYA**  
CFO

<b>CASH FLOW STATEMENT FORMING PART OF THE BALANCE SHEET FOR THE YEAR ENDED 31ST MARCH, 2015</b>
--

(Amount in Rupees)

	For the Year ended 31st March, 2015	For the Year ended 31st March, 2014
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before taxation	51,000,033	(75,316,106)
<b>Adjustments for:</b>		
Depreciation	142,347,823	144,209,648
(Profit) /Loss on sale of assets	(291,428)	-
Interest Income	(7,152,425)	(2,548,567)
Excess Liabilities and Unclaimed Balances written back	(143,077,875)	(1,164,328)
Interest and Finance Charges	139,714,742	148,507,584
Deferred Revenue Expenditure ( Net)	383,044	383,042
Exchange Fluctuation	(891,742)	12,209,087
Others	3,915,970	1,248,697
	<b>134,948,109</b>	<b>302,845,163</b>
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>	<b>185,948,142</b>	<b>227,529,057</b>
<b>Adjustments for:</b>		
Trade and other receivables	793,875	71,614,466
Inventories	(76,224,304)	38,490,751
Trade payables and other liabilities	(213,541,164)	(221,252,778)
<b>Cash generated from operations</b>	<b>(103,023,451)</b>	<b>116,381,496</b>
Direct Taxes paid	(3,413,484)	(6,167,588)
	<b>(106,436,935)</b>	<b>110,213,909</b>
<b>CASH FLOW BEFORE EXTRA ORDINARY ITEMS</b>	<b>(106,436,935)</b>	<b>110,213,909</b>
Prior Period Adjustments (Net)	-	-
<b>NET CASH FLOW FROM OPERATING ACTIVITIES (A)</b>	<b>(106,436,935)</b>	<b>110,213,909</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Investments	-	-
Purchase of Fixed Assets	(45,740,250)	(38,335,869)
Proceed from sales of fixed Assets	135,950	-
Interest received	7,152,425	2,548,567
<b>NET CASH USED IN INVESTING ACTIVITIES (B)</b>	<b>(38,451,875)</b>	<b>(35,787,302)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from Long Term Borrowings	313,251,790	249,004,000
Repayment of Long Term Borrowings	(130,829,047)	(146,262,113)
Interest & Finance Charges paid	(139,714,742)	(148,507,584)
Borrowings/(Repayment) from/to Bank	52,956,342	27,751,483
Sales Tax and other loans (Net of repayments)	47,536,000	(22,314,102)
<b>NET CASH USED IN FINANCING ACTIVITY (C)</b>	<b>143,200,343</b>	<b>(40,328,317)</b>
<b>Net Increase in cash and cash equivalents (A+B+C)</b>	<b>(1,688,467)</b>	<b>34,098,290</b>
<b>CASH &amp; CASH EQUIVALENTS AS AT :</b>		
Opening Balance 01.04.2014	69,023,651	34,925,361
Closing Balance 31.03.2015	<b>67,335,184</b>	<b>69,023,651</b>

**Notes:**

- 1 Above statement has been prepared in indirect method.
- 2 Cash and cash equivalents consists of cash on hand and balance with banks
- 3 Trade and other receivables include other current assets and loans and advances.
- 4 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.
- 5 Previous Year's figures have been regrouped/rearranged wherever necessary.

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

**DEEPIKA KAPOOR**  
Director

**SHYAM S. SETHI**  
Director

**RAJIV KAPOOR**  
Managing Director

**M S RAMAPRASAD**  
Director

Place: Gurgaon  
Date :28-05-2015

**PRADEEP CHANDRA NAYAK**  
Company Secretary

**GAUTAM BHATTACHARYA**  
CFO

## 1. SIGNIFICANT ACCOUNTING POLICIES

### 1) BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The financial statements are prepared on a going concern basis under the historical cost convention on accrual basis of accounting in accordance with the generally accepted accounting principles and Accounting Standards notified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules 2014.

### 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 pro-rata basis on the straight line method over the estimated useful lives of the fixed assets as the manner prescribed in Schedule II to the Companies Act, 2013.
- 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, 2015**

2. Share Capital		As at 31st March,2015		As at 31st March,2014	
		Number	Rs.	Number	Rs.
<b>a</b>	<b><u>Authorised</u></b>				
	Equity Shares of Rs.10/- each	10,000,000	100,000,000	10,000,000	100,000,000
<b>b</b>	<b><u>Issued, subscribed and fully paid</u></b>				
	Equity Shares of Rs.10/- each	4,725,000	47,250,000	4,725,000	47,250,000
<b>Total</b>		<b>4,725,000</b>	<b>47,250,000</b>	<b>4,725,000</b>	<b>47,250,000</b>

**2.1 Reconciliation of the number of equity shares**

Particulars	As at 31st March,2015		As at 31st March,2014	
	No	Rs.	No	Rs.
<b>Equity Shares.</b>				
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
<b>Less:</b>				
Number of shares bought back during the year				
<b>Number of shares outstanding as at end of the year</b>	<b>4,725,000</b>	<b>47,250,000</b>	<b>4,725,000</b>	<b>47,250,000</b>

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

Particulars	As at 31st March,2015		As at 31st March,2014	
	Number of Shares held in the company	% of shares held	Number of Shares held in the company	% of shares held
<i>Name of the shareholder</i>				
Rajiv Kapoor	809,447	17.13%	809,447	17.13%
Radhika Securities Pvt. Ltd	651,418	13.79%	651,418	13.78%
Ganesha Securities Pvt. Ltd	616,740	13.05%	616,740	13.05%
<b>Total</b>	<b>2,077,605</b>	<b>43.97%</b>	<b>2,077,605</b>	<b>43.96%</b>

2.3 The Company has one 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, 2015		As at 31st March, 2014
			Rs		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		3,113,420		-
	Closing balance		72,474,427		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		60,441,292		115,331,591
	Add: Additions during the year		59,727,915		-
	Less: Utilised / transferred during the year		-		54,890,299
	Closing balance		120,169,207		60,441,292
	<b>Total</b>		<b>204,398,074</b>		<b>147,783,579</b>

4. Long-Term Borrowings			As at 31st March, 2015		As at 31st March, 2014
		Rs	Rs	Rs	Rs
	<b>Secured</b>				
a	Bonds / Debentures (with interest rate)		-		-
b	Term loans				
	- from banks.	579,215,073		385,073,618	
	- from other parties	44,384,000	623,599,073	44,384,000	429,457,618
c	Long term maturities of finance lease obligations				
	<b>Total Secured Loans</b>		<b>623,599,073</b>		<b>429,457,618</b>
	<b>Unsecured</b>				
a	Bonds / Debentures (with interest rate)		-		-
b	Term loans				
	- from banks.	-		-	
	- from other parties	47,334,196	47,334,196	1,638,431	1,638,431
c	Deferred payment liabilities.		-		-
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).		-		-
	<b>Total Unsecured Loans</b>		<b>47,334,196</b>		<b>1,638,431</b>
	<b>Grand Total -Long Term Borrowings</b>		<b>670,933,269</b>		<b>431,096,049</b>

- 4.1 a) Corporate Loan-2 of Rs 57.00 Cr sanctioned from Bank during period March,2014 to 2015 is payable in 24 quarterly ballooning installments of Rs 0.64 Cr from June, 2015 to April,2021 and carries interest rate @ 13.25%. b) Term Loan-1 of Rs 20.00 Cr taken from Bank in July,2013 is payable in 24 monthly installments of Rs 0.39 Cr and carries interest rate @ 14.75% c) Demand Loan for Working Capital of Rs 10.00 Cr taken from Bank in July, 2013 is payable in 24 monthly installments of Rs 0.28 Cr and carried interest rate of 13.25%.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 The company has taken Vehicles Loan from various banks which 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 2015-16, 2016-17 and 2017-18.
- 4.3 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 @ 10.50% per annum.

5. Deferred Tax Liabilities- Net		As at 31st March,2014	For the year	As at 31st March,2015
		Rs	Rs	Rs
<b>Deferred Tax Liability :</b>				
Depreciation		238,125,405	(30,652,802)	207,472,603
<b>Less: Deferred Tax Assets</b>		-	-	-
<b>Other timing differences</b>				
Unabsorbed Depreciation (Include previous years)		(73,235,104)	12,181,802	(61,053,303)
Provision for Employees Benefits		(8,052,340)	(1,175,983)	(9,228,323)
<b>Net Deferred Tax Liability</b>		156,837,960	(19,646,983)	137,190,978
(Decrease)/Accretion in Deferred Tax Liability				
Deferred Tax Liability provided during the year				

6. Other Long Term Liabilities			As at 31st March,2015		As at 31st March,2014
		Rs.	Rs.	Rs.	Rs.
a	Trade payables		-		-
b	Advance from Customers		173,227,981		172,636,724
c	Advance against Lease Rentals		37,502,659		53,774,222
d	Security Retained		1,183,415		1,204,054
e	Others		5,451,468		9,679,094
<b>Total</b>			<b>217,365,523</b>		<b>237,294,094</b>

7. Long-Term Provisions			As at 31st March, 2015		As at 31st March, 2014
		Rs.	Rs.	Rs.	Rs.
a	Provision for employee benefits :				
	Gratuity		9,620,163		7,489,788
	Leave Encashment		3,193,498		2,373,849
b	Others (specify nature).		-		-
<b>Total</b>			<b>12,813,661</b>		<b>9,863,637</b>

8. Short-Term Borrowings			As at 31st March, 2015		As at 31st March, 2014
		Rs.	Rs.	Rs.	Rs.
a	<b>Secured</b>				
b	Working Capital Loans		469,175,009		416,218,667
	Term loans				
	- from banks.	-	-	-	-
	- from other parties	-	-	-	-
	<b>Total Secured Loans</b>		<b>469,175,009</b>		<b>416,218,667</b>
a	<b>Unsecured</b>				
b	Term loans				
	- from banks.	-	-	-	-
	- from other parties	-	-	-	-
	Loans and advances from related parties.		47,536,000		-
	<b>Total Unsecured Loans</b>		<b>47,536,000</b>		<b>-</b>
Note:	In case of continuing default as on the balance sheet date in repayment of loans and interest				
	1. Period of default				
	2. Amount				
	<b>Grand Total -Short Term Borrowings</b>		<b>516,711,009</b>		<b>416,218,667</b>

- 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. Trade Payables			As at 31st March,2015		As at 31st March,2014
		Rs.	Rs.	Rs.	Rs.
a.	Trade Payables		223,180,574		267,396,840
	<b>Total</b>		<b>223,180,574</b>		<b>267,396,840</b>

10. Other Current Liabilities			As at 31st March, 2015		As at 31st March, 2014
		Rs.	Rs.	Rs.	Rs.
a	Current maturities of long-term debt;		117,821,677		175,163,497
b	Interest accrued but not due on borrowings;		17,974,242		13,806,909
c	Interest accrued and due on borrowings;		7,904,085		21,201
d	Unpaid/unclaimed dividends		146,184		262,924
e	Unpaid matured debentures and interest accrued thereon		175,252,000		600,900,000
f	Security Deposits		6,943,961		4,083,008
g	Sales Tax Payable		7,821,126		24,017,751
h	Excise Duty & Service Tax Payable		14,971,371		4,787,953
i	TDS Payable		1,688,943		1,308,836
j	PF & ESI Payable		989,713		982,702
k	Advance from Customers		118,867,270		12,252,379
l	Advance against Lease Rentals		9,288,913		1,702,890
m	Expenses payables		111,921,746		166,561,505
	<b>Total</b>		<b>591,591,231</b>		<b>1,005,851,555</b>

11. Short Term Provisions			As at 31st March, 2015		As at 31st March, 2014
		Rs.	Rs.	Rs.	Rs.
a	Provision for employee benefits.				
	Gratuity		9,100,537		8,241,124
	Leave Encashment		1,025,329		918,796
b	Provision for dividends (including dividend tax)		-		-
c	Provision for tax		10,919,100		45,200
	<b>Total</b>		<b>21,044,966</b>		<b>9,205,120</b>



**RASANDIK ENGINEERING INDUSTRIES INDIA LIMITED.**

**12. 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				Net Carrying Amount			
	As at 31st March, 2014	Additions/adjustment during the year	Deductions during the year	As at 31st March, 2015	As at 31st March, 2014	Adjustment of Depreciation on Expired Life of Fixed Assets to General Reserve	Provided during the year	Deductions during the year	As at 31st March, 2015	As at 31st March, 2014	
	(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(13)=1-5-9	(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	3,850,787		590,548		4,441,335	66,173,476	65,582,928
(b) Buildings. (Owned)											
-Factory	345,651,795	18,367,112	12,110,219	351,908,688	87,792,718		7,460,936		95,253,654	257,859,077	256,655,034
-Administrative	7,102,010			7,102,010	1,734,684		319,848		2,054,532	5,367,326	5,047,478
(c) (i) Plant and Equipment (Owned)	1,767,596,645	12,806,821	50,910,105	1,729,493,361	635,119,288	187,276	123,709,693		759,016,257	1,132,477,357	970,477,104
(ii) Assets Given on Lease-Plant and Equipment	55,322,277			55,322,277	52,556,163		-		52,556,163	2,766,114	2,766,114
(d) Dies, Jigs & Fixture (Owned)	325,631,341	21,046,298		346,677,639	270,092,216		4,557,160		274,649,376	55,539,125	72,028,263
(e) Furniture and Fixtures (Owned)	18,434,286	54,338		18,488,624	8,678,012	118,961	2,173,994		10,970,967	9,756,274	7,517,657
(f) Vehicles (Owned)	30,553,474	4,379,440	502,815	34,430,099	14,807,815	181,336	3,084,787	293,889	17,780,049	15,745,659	16,650,050
(g) Office equipment (Owned)	9,099,254	39,820		9,139,074	2,745,657	1,509,866	3,158,266		7,413,789	6,353,597	1,725,285
(h) Computers & Other Peripherals (Owned)	34,981,111	514,047	2,759,204	32,735,954	32,342,555	1,027,164	(477,082)		30,774,728	2,638,556	1,961,226
(i) Utilities (Owned)	55,044,536	1,833,086		56,877,622	46,663,788	88,817	(2,230,327)		44,522,278	8,380,748	12,355,344
Depreciation Capitalized during the year											
Total Current Year	2,743,142,820	59,040,962	66,282,343	2,735,901,439	1,156,383,683	3,113,420	142,347,823	2,411,798	1,299,433,128	1,586,759,137	1,436,468,311
ii. Capital work-in-progress	373,198,348	(13,300,711)	-	359,897,637	-	-	-	-	-	373,198,348	359,897,637
iii. Pre-operative Expenditure	13,890,860	-	-	13,890,860	-	-	-	-	-	13,890,860	13,890,860
TOTAL	387,089,208	(13,300,711)	-	373,788,497	-	-	-	-	-	387,089,208	373,788,497
iv. Intangible assets under Development	-	-	-	-	-	-	-	-	-	-	-
TOTAL	-	-	-	-	-	-	-	-	-	-	-
Previous Year	2,635,918,873	107,223,948	-	2,743,142,821	1,012,174,035		144,209,648		1,156,363,683	1,623,744,838	1,586,759,138

13. Long Term Loans & Advances			As at 31st March, 2015		As at 31st March, 2014
		Rs.	Rs.	Rs.	Rs.
	Secured / Unsecured, Considered good / doubtful				
a	Capital Advances;		22,367,976		13,258,573
b	Security Deposits;		14,041,722		11,564,152
c	Loans and advances to related parties (giving details thereof);		-		-
d	Other loans and advances (specify nature).				
i)	Loan to Staff against Vehicle-Secured		-		38,801
ii)	Advance for Tool Purchase		1,691,483		1,666,483
iii)	Advance to Others		1,666,574		1,737,913
iv)	Advance to Employees		95,000		95,000
	<b>Total</b>		<b>39,862,755</b>		<b>28,360,922</b>

14. Other Non Current Assets			As at 31st March,2015		As at 31st March,2014
		Rs.	Rs.	Rs.	Rs.
	Deferred Revenue Expenditure		-		-
	<b>Total</b>		<b>-</b>		<b>-</b>

15. Inventories			As at 31st March, 2015		As at 31st March, 2014
		Rs.	Rs.	Rs.	Rs.
a	Raw materials	164,752,154		170,477,162	
	Raw materials In transit	1,125	164,753,279	1,004,683	171,481,845
b	Work-in-progress		88,723,088		102,725,857
c	Finished goods	147,155,045		55,082,454	
	Finished Goods In transit	-	147,155,045	-	55,082,454
d	Stock-in-trade (in respect of goods acquired for trading)		-		-
e	Stores and spares		36,072,360		31,302,384
f	Loose tools		-		-
g	Packing Material		215,277		102,203
	<b>Total</b>		<b>436,919,049</b>		<b>360,694,743</b>

16. Trade Receivable			As at 31st March, 2015		As at 31st March, 2014
		Rs.	Rs.	Rs.	Rs.
	Secured / Unsecured, Considered good / doubtful				
a	Trade Receivable outstanding more than six months from the date they become due for payment:		28,713,611		29,797,993
b	Trade Receivables (Others)		163,800,467		181,549,138
	<b>Total</b>		<b>192,514,078</b>		<b>211,347,131</b>

17. Cash and Bank Balances			As at 31st March, 2015		As at 31st March, 2014
		Rs.	Rs.	Rs.	Rs.
<b>a</b>	<b>Cash and cash equivalents</b>				
	Balances with Scheduled Banks :				
(i)	In Current Accounts				
	(a) In Indian Currency	6,520,527		3,915,519	
	(b) In Foreign Currency	-	6,520,527	-	3,915,519
(ii)	In Fixed Deposits with original maturity up to three months		-		-
(iii)	Cheques, draft on hand		-		4,200,000
(iv)	Cash In hand		1,153,929		556,208
<b>Total "A"</b>			<b>7,674,456</b>		<b>8,671,727</b>
<b>B.</b>	<b>Other bank balances :</b>				
(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	59,514,544		60,089,000	
	(b) having a maturity of more than twelve months	-	59,514,544	-	60,089,000
(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	-		-	
(vi)	In Unclaimed Dividend account		146,184		262,924
<b>Total "B"</b>			<b>59,660,728</b>		<b>60,351,924</b>
	<b>C.Less: FDRs' having a maturity of more than twelve months (Non Current) (refer note no. below) :</b>				
	(a) In Current Account	-		-	
	(b) Pledged with Govt. Deptt./Banks	-		-	
	(c) In Trust & Retention Account	-		-	
<b>Total "C"</b>			<b>-</b>		<b>-</b>
<b>Total "A+B-C"</b>			<b>67,335,184</b>		<b>69,023,651</b>

18. Short Term Loans & Advances			As at 31st March, 2015		As at 31st March, 2014
		Rs.	Rs.	Rs.	Rs.
<b>a</b>	<b>Secured/Unsecured, Considered good/doubtful Others (specify nature) :</b>				
(i)	Security Deposit with various authorities (including Deposit with Govt.Authorities)		-		1,068,500
(ii)	Advance Payment of Tax		4,933,088		4,616,136
(iii)	Income Tax Refundable		13,791,515		15,958,252
(iv)	Advance to Suppliers		27,441,719		27,749,931
(v)	Advance to Employees		1,926,962		1,962,890
(vi)	Interest Accrued on FDR with Bank		4,717,950		70,963
(vii)	Balance with Excise Authorities		4,723,872		6,394,876
(viii)	Advance Recoverable in cash or in kind		21,131,831		9,826,070
<b>Total</b>			<b>78,666,937</b>		<b>67,647,618</b>

19. Other Current Assets			As at 31st March, 2015		As at 31st March, 2014
		Rs.	Rs.	Rs.	Rs.
i)	Interest accrued and due on Investments/loans and advances		12,069,625		12,045,368
ii)	Deferred Revenue Expenditure		-		383,044
iii)	Cenvat Adjustable		4,854,849		5,446,678
	<b>Total</b>		<b>16,924,474</b>		<b>17,875,090</b>

20. Revenue from Operations			As at 31st March, 2015		As at 31st March, 2014
		Rs.	Rs.	Rs.	Rs.
a	<u>Sale of products:</u>				
	Domestic Sales-Sheet Metal	2,158,006,512		1,910,027,516	
	Domestic Sales-Tools & Dies	41,520,055		104,095,862	
	Domestic Sales- 3 Wheeler Auto	10,017,802		21,414,631	
	Export Sales-Sheet Metal	26,630,854		2,777,644	
	Export Sales-3 Wheeler Auto	2,817,865	2,238,993,088	1,639,460	2,039,955,113
b	<u>Sale of services:</u>				
	Job Work -Sheet Metal	20,348,657		10,896,973	
	Job Work -Tools & Dies	-	20,348,657	2,996,300	13,893,273
c	<u>Other operating revenues:</u>				
	Scrap Sales	114,463,467		119,007,867	
	Net gain on foreign exchange fluctuation	1,322,242		(789,350)	
	Others (specify nature).	-	115,785,709	313,099	118,531,616
	<b>Total</b>		<b>2,375,127,454</b>		<b>2,172,380,002</b>

21. Other Income			As at 31st March, 2015		As at 31st March, 2014
		Rs.	Rs.	Rs.	Rs.
a	<u>Interest Income :</u>				
	from Bank	6,777,578		2,226,530	
	on Loans to bodies Corporate	-		159,552	
	from others	374,847	7,152,425	162,485	2,548,567
b	Liabilities/Excess Liabilities and Unclaimed Balances Written back		143,077,875		-
c	Profit on sale of fixed assets		473,463		-
d	Foreign Exchange Fluctuation-Gain		-		73,851
e	Other non-operating income (net of expenses directly attributable to such income).		11,211,441		3,889,892
	<b>Total</b>		<b>161,915,204</b>		<b>6,512,310</b>

22. Cost of Material Consumed			As at 31st March, 2015		As at 31st March, 2014
		Rs.	Rs.	Rs.	Rs.
<b>a</b>	<b>Raw Material Consumed</b>				
<b>i)</b>	<b>Sheet Metals:</b>				
	Opening Stock	169,452,010		182,408,333	
	Add: Purchases	1,436,108,349	1,441,594,364	1,199,129,875	1,212,086,197
	Less: Closing Stock	(163,965,995)		(169,452,011)	
<b>ii)</b>	<b>Others</b>				
	Opening Stock	1,025,152		875,938	
	Add: Purchase	17,587,877	17,826,871	11,531,002	11,381,788
	Less: Closing Stock	(786,158)		(1,025,152)	
<b>b</b>	<b>Change in inventories of Finished Goods, WIP and Stock in Trade:</b>				
	Opening Stock of WIP	102,725,855		114,396,681	
	Opening Stock of FG	55,082,454		69,537,998	
	Opening Stock of Stock in Trade	-		-	
	<b>Less:</b>				
	Closing Stock of WIP	(88,723,088)		(78,381,296)	
	Closing Stock of FG	(147,155,044)		(79,427,015)	
	Closing Stock of Stock in Trade	-	(78,069,823)	-	26,126,368
	<b>Total</b>		<b>1,381,351,412</b>		<b>1,249,594,353</b>

23. Manufacturing & Operating Expenses			As at 31st March, 2015		As at 31st March, 2014
		Rs.	Rs.	Rs.	Rs.
<b>a</b>	Power & Fuel		94,284,733		81,414,822
<b>b</b>	Stores & Spares Consumed		54,984,433		40,208,007
<b>c</b>	Processing Charges		24,030,864		12,814,351
<b>d</b>	Repairs to :				
	Plant & Machinery	14,773,112		17,817,615	
	Building	2,335,514		2,765,908	
	Others	7,536,465	24,645,091	8,422,290	29,005,813
<b>e</b>	Provision of Excise Duty on Finished Goods		10,375,916		(1,682,413)
<b>f</b>	Line Rejections Claims etc.		124,842		1,263,066
	<b>Total</b>		<b>208,445,879</b>		<b>163,023,646</b>

24. Employee Benefit Expenses			As at 31st March, 2015		As at 31st March, 2014
		Rs.	Rs.	Rs.	Rs.
<b>a</b>	Salaries and wages,bonus,gratuity and allowances		183,742,580		158,055,764
<b>b</b>	Contribution to PF,ESIC and other funds,		5,936,678		5,701,097
<b>c</b>	Staff welfare expenses		4,115,777		3,518,096
	<b>Total</b>		<b>193,795,035</b>		<b>167,274,957</b>

25. Finance Cost			As at 31st March, 2015		As at 31st March, 2014
		Rs.	Rs.	Rs.	Rs.
a	Interest expense		139,143,795		137,867,665
b	Other borrowing costs		570,947		4,045,421
c	Net gain/(loss) on foreign currency transactions and translation		-		6,594,498
<b>Total</b>			<b>139,714,742</b>		<b>148,507,584</b>

26. Other Expenses			As at 31st March, 2015		As at 31st March, 2014
		Rs.	Rs.	Rs.	Rs.
a	Rent.		8,827,100		9,949,000
b	Rates and taxes		1,401,011		2,211,517
c	Insurance		1,737,585		2,679,810
d	Lease Rentals		272,188		244,230
e	Transportation and Forwarding Charges		27,404,471		23,380,499
f	Traveling & Conveyance		14,355,034		14,724,464
g	Legal, Professional and Consultancy Charges		14,233,835		10,458,202
h	Communication Expenses		2,477,626		2,432,082
i	Sales Promotion Expenses-Auto		146,500		127,128
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		321,000		315,000
	-reimbursement of expenses (out of pocket expenses)		19,388		3,045
k	Loss on sale of fixed assets		182,035		-
l	Deferred Revenue Expenditure Written off		383,044		383,042
m	Bank Charges		7,255,221		8,078,612
n	Cash Discount		9,603,547		9,385,745
o	Net gain/(loss) on foreign currency transactions and translation		430,500		4,899,090
p	Miscellaneous expenses		22,658,730		20,227,889
<b>Total</b>			<b>113,608,815</b>		<b>111,399,355</b>

**Notes to Financial Statements for the Year Ended 31st March, 2015.**

**27) Contingent Liabilities not provided for : -**

- a) Letters of credit opened by Bank - Rs 4,56,91,864 /- (Previous Year Rs. 3,46,92,507/-)
- b) Bank guarantees given by the bank on behalf of Company - Rs. 1,40,00,000 /- (Previous year - Rs. 1,49,45,000/-)
- c) Export obligation under EPCG License- Rs 7,96,00.330/- (Previous Year Rs. 8,32,81,420/-)
- d) Guarantees given by the Company on behalf of loan of employees- Rs -NIL- (Previous Year Rs. 1,25,235/-)

**Commitments:** - Estimated amount of contracts remaining to be executed on Capital Account and not provided for Rs Nil (Previous year - Rs. 4,27,000/-)

28) Unclaimed dividend of Rs. 1,46,184/- (Previous Year Rs. 2,62,924/-) shown under Current Liabilities does not include any amount due and outstanding to be credited to "Investor Education and Protection Fund".

29) The Company had 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 7th Apr-2006. As per negotiations with the FCCB Bondholders a settlement with the major bond holder representing 80% of the Bonds has been reached. The settled amount has been paid and profits arising out of the settlement have been booked as income and carrying cost of the assets have been adjusted appropriately in the current year.

30) The financial effects of changes in Foreign Exchange rates are as under:-

Net Gains of Rs 13,22,242/- ( Previous Year Net Loss of Rs 7,89,350/-) 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 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.275.92 lacs has been added to the cost of Assets. The corresponding impact for previous year was Rs 683.04 lacs towards the addition in the cost of Assets due to Net Loss arising from the effect of changes in foreign currency.

**31) Foreign Currency Exposure:**

	2014-15		2013-14	
Not Hedged				
i) Receivables	USD	NIL	USD	37,985.92
ii) Payables	USD	33,90,136.00	USD	1,12,78,936.00
	CHF	NIL	CHF	3,74,871.00
Hedged -				
i) Receivables		NIL		NIL
ii) Payables		NIL		NIL

**32) Related Party Disclosures**

a) Related parties and their relationship

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

b) Transaction with Related parties -

Transactions	Key Management Personnel		Relatives of Key Management Personnel
	Rs.		
	Managing Director	CFO	
Loan Received	3,66,36,000/-	Nil	1,09,00,000/-
Remuneration Paid	Nil	2760000	24,00,000/-

**33) 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:-

- i) Long term compensated absences are provided for based on actuarial valuation at the end of each financial year.
- ii) 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
- iii) 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.
- iv) Actuarial gains/losses are immediately recognized and are not deferred.

The following table set out the status of the non funded gratuity plan and on fund long term compensated absences and the amount recognized in Company financial statement as at 31st March, 2015.

1	Change in Benefit Obligation	Gratuity	Compensated Absences
		Non -Funded	Non -Funded
		Rs.	Rs.
	Liability at the beginning of the year 1st April'14	1,56,64,324	32,61,221
	Interest cost	12,17,118	2,53,397
	Current Service Cost	17,99,302	7,63,219
	Benefit Paid	(3,66,559)	(89,741)
	Actuarial (gain) / Loss on obligation	(4,06,515)	30,731
	Liability at the end of the year	1,87,20,700	42,18,827
	<b>Changes in the Fair Value of Plan Assets</b>		
a)	Present Value of Plan Assets as at 1st April, 2014	-	-
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, 2015	-	-
	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, 2015	-	-
b)	Fair Value of Plan Assets as at 31st March, 2015	-	-
c)	Net Liability recognized in the Balance Sheet (as at 31st March,2015)	-	-
	<b>Expenses Recognized in the Profit and Loss Account</b>		
a)	Service Cost	17,99,302	7,63,219
b)	Interest Cost	12,17,118	2,53,397
c)	Expected Return on Plan Assets		-
d)	Curtailment Cost/(Credit)		-
e)	Settlement Cost/(Credit)		-
f)	Net Actuarial (Gain)/Loss	(4,06,515)	(89,741)
g)	Total Expenses recognized in the Profit and Loss A/c	34,22,935	10,47,347

Actuarial Assumptions			
	Retirement age	58	58
	Discount rate	7.77%	7.77%
	Mortality	LIC (1994-96) DULY MODIFIED	
	Withdrawal rate	1% - 5%	1% - 5%
	Salary escalation	-	-

**34) 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.



	Particulars	Year ended March 31,2015	Year ended March 31,2014
		Rs	Rs
1	Amount outstanding on account of -Principal amount -Interest Due	Nil Nil	Nil Nil
2	<b>-Total Interest paid on all delayed payments</b> during the year under the provisions of the Act  Payment made to suppliers beyond the appointed day	Nil Nil	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.

35) Value of Imports on CIF basis in respect of

Particulars	2014-15	2013-14
	Rs.	Rs
Raw Materials	46,77,852	1,13,49,505
Stores & Spares	13,20,126	16,99,345
Plant & Machinery	-	NIL
<b>TOTAL</b>	<b>59,97,978</b>	<b>1,30,48,850</b>

36) Expenditure in Foreign Currency

Particulars	2014-15	2013-14
	Rs	Rs
Travelling Expenses	8,70,630	3,40,885
Professional Charges	4,13,565	20,63,055
<b>TOTAL</b>	<b>12,84,195</b>	<b>24,03,940</b>

37) Earnings in Foreign Currency.

Particulars	2014-15	2013-14
	Rs	Rs
F.O.B.Value of Exports	2,92,97,095	44,16,926
<b>TOTAL</b>	<b>2,92,97,095</b>	<b>44,16,926</b>

38) Value of Raw Material Consumed.

Particulars	2014-15		2013-14	
	Value (Rs.)	%	Value (Rs.)	%
Imported	54,99,005	0.38	1,90,17,854	1.55
Indigenous	145,39,22,230	99.62	120,44,50,131	98.45
<b>TOTAL</b>	<b>145,94,21,235</b>	<b>100</b>	<b>122,34,67,985</b>	<b>100</b>

39) Value of Stores & Spares Consumed

Particulars	2014-15		2013-14	
	Value (Rs.)	%	Value (Rs.)	%
Imported	12,87,560	2.34	20,01,030	4.98
Indigenous	5,36,96,873	97.66	3,82,06,977	95.02
<b>TOTAL</b>	<b>5,49,84,433</b>	<b>100</b>	<b>4,02,08,007</b>	<b>100</b>

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

- 42) 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 & Statement of Profit & Loss.**

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

**S C KAPOOR**  
Chairman

**RAJIV KAPOOR**  
Managing Director

**BRIJENDRA AGRAWAL**  
Partner  
M.No.87787

**DEEPIKA KAPOOR**  
Director

**SHYAM S. SETHI**  
Director

**M S RAMAPRASAD**  
Director

Place: Gurgaon  
Date :28-05-2015

**PRADEEP CHANDRA NAYAK**  
Company Secretary

**GAUTAM BHATTACHARYA**  
CFO

**FORM NO. SH-13  
NOMINATION FORM**

[Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014]

To  
The Company Secretary,  
Rasandik Engineering Industries India Limited  
14, Roj-Ka-Meo Industrial Area, Sohna, Haryana - 122103

I / We \_\_\_\_\_ the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my / our death.

1. PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

Nature of securities	Folio No.	No. of securities	Certificate No.	Distinctive No.

2. PARTICULARS OF NOMINEE /S -

- a. Name:
- b. Date of Birth:
- c. Father's / Mother's /Spouse's name:
- d. Occupation:
- e. Nationality:
- f. Address:
- g. E-mail id:
- h. Relationship with the security holder:

3. IN CASE NOMINEE IS A MINOR -

- a. Date of Birth:
- b. Date of attaining majority:
- c. Name of guardian:
- d. Address of guardian:

4. PARTICULARS OF NOMINEE IN CASE MINOR NOMINEE DIES BEFORE ATTAINING AGE OF MAJORITY -

- a. Name:
- b. Date of Birth:
- c. Father's / Mother's /Spouse's name:
- d. Occupation:
- e. Nationality:
- f. Address:
- g. E-mail id:
- h. Relationship with the security holder:
- i. Relationship with the minor nominee

Name:  
Address:

Name of the Security Holder(s)	Signature	Witness with name and address
1.		
2.		
3.		

**FORM NO. SH-14**

Cancellation or variation of Nomination

[Pursuant to sub- section (3) of section 72 of the Companies Act, 2013 and rule 19(9) of the Companies (Share Capital and Debentures) Rules 2014]

To  
The Company Secretary,  
Rasandik Engineering Industries India Limited  
14, Roj-Ka-Meo Industrial Area, Sohna, Haryana - 122103

I / We \_\_\_\_\_ hereby cancel the nomination(s) made by me/us in favor of \_\_\_\_\_  
(name and address of nominee) in respect of below mentioned securities.

Or

I / We \_\_\_\_\_ hereby nominate the following person in place of \_\_\_\_\_ as nominee in respect of the  
below mentioned securities in whom shall vest, all the rights in the event of my / our death.

1 PARTICULARS OF THE SECURITIES (in respect of which nomination is being cancelled / varied)

Nature of securities	Folio No.	No. of securities	Certificate No.	Distinctive No.

2 (a) PARTICULARS OF THE NEW NOMINEE:

- i. Name:
- ii. Date of Birth:
- iii. Father's / Mother's /Spouse's name:
- iv. Occupation:
- v. Nationality:
- vi. Address:
- vii. E-mail id:
- viii. Relationship with the security holder:

(b) IN CASE NEW NOMINEE IS A MINOR -

- i. Date of Birth:
- ii. Date of attaining majority:
- iii. Name of guardian:
- iv. Address of guardian:

3 PARTICULARS OF NOMINEE IN CASE MINOR NOMINEE DIES BEFORE ATTAINING AGE OF MAJORITY -

- a. Name:
- b. Date of Birth:
- c. Father's / Mother's /Spouse's name:
- d. Occupation:
- e. Nationality:
- f. Address:
- g. E-mail id:
- h. Relationship with the security holder:
- i. Relationship with the minor nominee:

Name of the Security Holder(s):

Signature:

Witness with name and address:

**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, Haryana - 122016

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

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

**FORM NO. MGT-12**

[Pursuant to Section 109(5) of the Companies Act, 2013 and Rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

**POLLING PAPER**

(For the 31st Annual General Meeting of the Members Dated Wednesday, September 30, 2015 at CONFERENCE HALL, SARAS TOURIST COMPLEX, DAMDAMA, SOHNA, HARYANA)

S No	Particulars	Details
1.	Name of the First Named Shareholder (In block letters)	
2.	Postal address	
3.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	

I hereby exercise my vote in respect of Ordinary/ Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

No	Item No.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
	<b>ORDINARY BUSINESS</b>			
1	Adoption of Audited Financial Statement for the year ended March 31, 2015			
2	Re-appointment of Mr. Suresh Chandra Kapoor (DIN 00892934), 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			
	<b>SPECIAL BUSINESS - SPECIAL RESOLUTION</b>			
4	To Re-Appoint of Mr. Rajiv Kapoor as Managing Director of the Company			
5	To Appoint Mrs. Deepika Kapoor as Wholetime Director of the Company			
6	To Alter Articles of Association			

Place:

Date:

(Signature of the shareholder)

**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, Haryana - 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.	
Number of Shares held	

Please complete this attendance slip and hand it over at the entrance of the meeting hall. Joint shareholders may obtain additional slip on request.

**Name and Address of the Shareholder :**

I hereby record my presence at the 31st Annual General Meeting of the Company, held on Wednesday, 30th September 2015, at 10 A.M. AT CONFERENCE HALL, SARAS TOURIST COMPLEX, DAMDAMA, SOHNA, HARYANA

Signature of the Shareholder/Proxy\*

\*Strike-out whichever is not applicable

.....  
To  
The Company Secretary,  
Rasandik Engineering Industries India Limited  
14, Roj-Ka-Meo Industrial Area, Sohna, District - Mewat, Haryana - 122103

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.

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

**Rasandik Engineering Industries India Limited**

(CIN: L74210HR1984PLC032293)

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

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**31st Annual General Meeting - September 30, 2015**

Name of Member(s):
Registered Address:
E-mail Id:
Folio No. / DP ID:-Client 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;

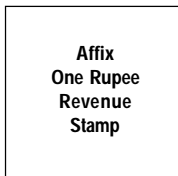
as my/our proxy to attend and vote (on a poll) for me/ us and on my/our behalf at the 31st Annual General Meeting of the Members of Rasandik Engineering Industries India Limited to be held on Wednesday, September 30, 2015 at 10.00 A.M. at **CONFERENCE HALL, SARAS TOURIST COMPLEX, DAMDAMA, SOHNA, HARYANA** and at any adjournment thereof in respect of such resolutions as are indicated below:

DESCRIPTION OF RESOLUTIONS	FOR*	AGAINST*
<b>ORDINARY BUSINESS</b>		
1. Adoption of Audited Financial Statement for the year ended March 31, 2015		
2. Re-appointment of Mr. Suresh Chandra Kapoor (DIN 00892934), 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		
<b>SPECIAL BUSINESS - SPECIAL RESOLUTION</b>		
4. To Re-Appoint Mr. Rajiv Kapoor as Managing Director of the Company		
5. To Appoint Mrs. Deepika Kapoor as Wholetime Director of the Company		
6. To Alter Articles of Association		

Signed this .....day of .....2015

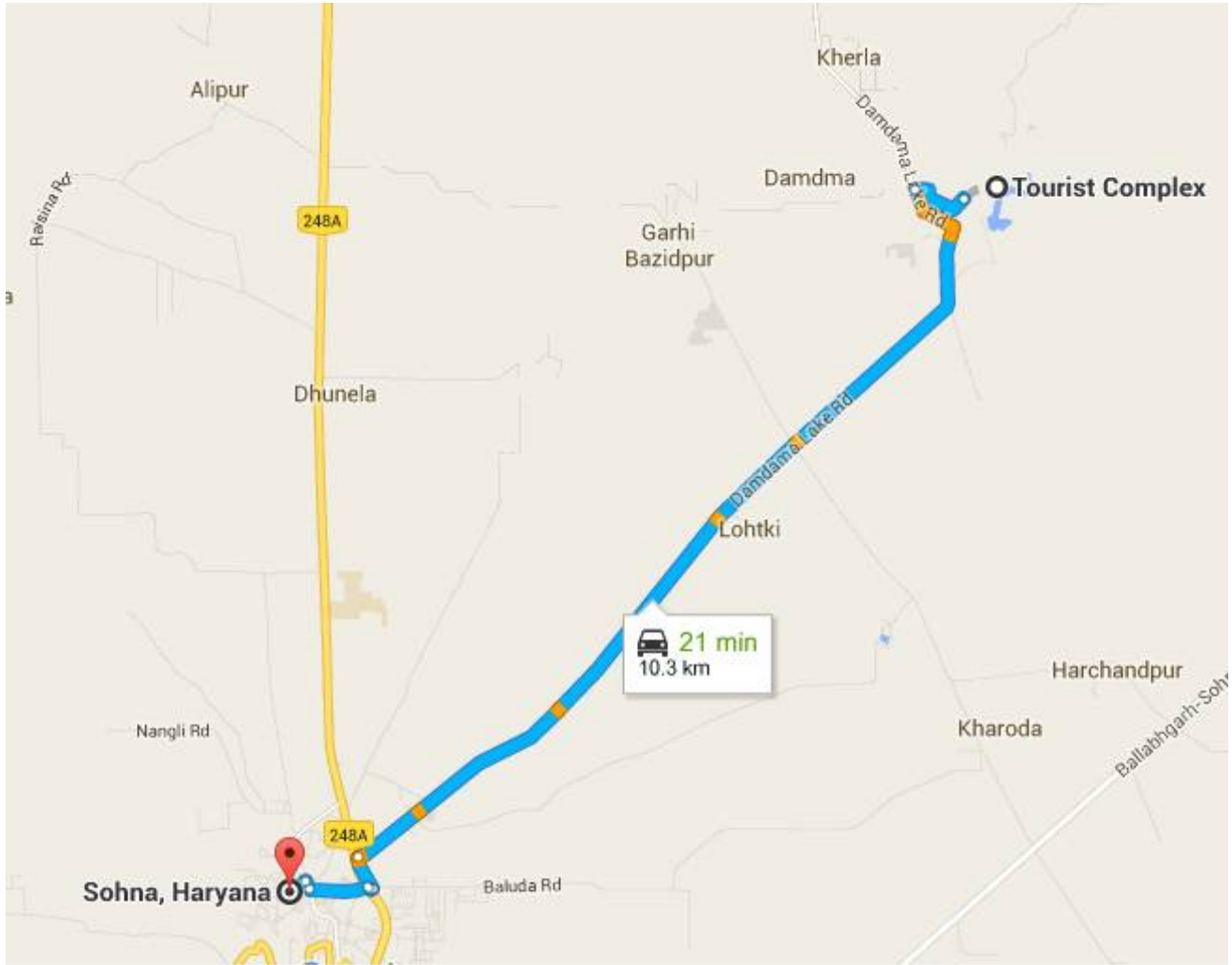
Signature of shareholder .....

Signature of proxy holder(s) .....



**Note:**

- \*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.
- 3. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 31st Annual General Meeting.
- 4. Please complete all details including detail of member(s) in above box before submission.



**ROUTE MAP - VENUE OF AGM  
(TOURIST COMPLEX - DAMDAMA)**



*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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