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23rd ANNUAL-REPORT 2015-2016

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Rathi Graphic Technologies Limited

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BOARD OF DIRECTORS:	Shri Raj Kumar Rathi (DIN: 00009569) Shri Vinod Somani (DIN: 00327231) Shri Sandesh Kumar Jain (DIN: 00318479) Shri Adarsh Kumar Aggarwal (DIN:00126105) Shri Anurag Yadav (DIN: 00087197) Smt. Anita Chopra (DIN: 07219670)	Managing Director Non-Executive Independent Director Non-Executive Director Non-Executive Independent Director Non-Executive Independent Director Non-Executive Independent Director
CHIEF FINANCIAL OFFICER:	Shri Mukesh Sharma	
COMPANY SECRETARY:	Mrs. Neha Chaudhary	
AUDITORS :	M/s. A.K. Maheshwari & Associates Chartered Accountants 4G, 4th Floor, Uppal, M-6 Plaza, Jasola District Centre, New Delhi-110025 (FRN No. 500106N)	
BANKERS :	State Bank of Bikaner & Jaipur Chandni Chowk Delhi-110006	
REGISTERED OFFICE :	D-12A, Sector-9, New Vijay Nagar, Ghaziabad-201009 (U.P.) Ph.: (0120) 2840364 - 51 Fax : (0120) 2840352 - 53	
CORPORATE & MARKETING : OFFICE	24/1A Mohan Cooperative Industrial Estate, Mathura Road, New Delhi-110 044 Ph.: 011-45002400 Fax: 011-45002410	
WORKS:	SP-921, RIICO Industrial Area Phase - III, Bhiwadi-301019 (Rajasthan)	
REGISTRAR & SHARE TRANSFER AGENT :	MAS Services Limited T-34, IInd Floor, Okhla Ind. Area Phase- II, New Delhi- 110020 Ph: 011-26387281-82-83 Fax: 011-26387284	
SUBSIDIARY COMPANY :	RGTL Industries Limited 24/1A Mohan Cooperative Industrial Estate, Mathura Road, New Delhi-110 044 Ph.: 011-45002400 Fax: 011-26991061	

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NOTICE

NOTICE IS HEREBY GIVEN THAT THE 23rd ANNUAL GENERAL MEETING OF THE MEMBERS OF RATHI GRAPHIC TECHNOLOGIES LIMITED WILL BE HELD ON WEDNESDAY, THE 07TH DAY OF SEPTEMBER, 2016 AT 10.00 A.M. AT A-3, INDUSTRIAL AREA, SOUTH OF G.T. ROAD, GHAZIABAD (U.P.)-201009 TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2016 and the Profit and Loss Account for the year ended as on that date together with the Report of Director's and Auditor's thereon.
2. To appoint a Director in place of Shri Sandesh Kumar Jain (DIN: 00318479), who retires by rotation and being eligible, offer himself for reappointment.
3. Ratification of Appointment of Auditors

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 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the appointment of A. K. Maheshwari & Associates, Chartered Accountants (Firm Registration No. 500106N), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the twenty-fourth AGM of the Company to be held in the year 2017 to examine and audit the accounts of the Company at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **SPECIAL RESOLUTION:**

"Resolved That Pursuant to the provision of Section 180(1)(c) and such other applicable provision, if any, of the Companies Act, 2013 and the rules framed there-under, as amended from time to time and pursuant to the consent of the shareholders, In supersession of the resolution passed at the 11th Annual General Meeting of the company held on 20th July 2004 concerning borrowing powers of the company be and is hereby proposed to extend from Rupees 30 crore (Rupees Thirty Crore) to Rupees 100 crore (Rupees One Hundred Crore) for the purpose of business and operations of the company and the money to be borrowed, together with the money already borrowed by the company (apart from temporary loans obtained from the company's bankers in the ordinary course of business) shall not at any time exceed Rupees 100 crore (One Hundred Crore Rupees) or of its paid-up share capital and free

reserves which ever is higher ".

5. **To consider and if thought fit, to pass with or without modification(s), the following Resolution as an SPECIAL RESOLUTION:**

"Resolved that Pursuant to the applicable provisions of the Companies Act, 2013 and the rules framed there-under, as amended from time to time and pursuant to the Regulation 16(1) (c) & 24(5) of SEBI listing regulations the Chairman informed the meeting that the Company is in requirement of funds for repayment of its debts and for running day to day operations of the company. For this purpose the company is using its investments to raise funds for the repayment of debt and for running of business operations of the company. The company is having investment in form of equity shares in its Subsidiary company i.e M/s RGTL Industries Limited and desirous to sell the investment to raise funds. The company may sell up-to amounting 10,00,000 equity shares at a fair market value as decided by the valuer of shares. The Board of Directors unanimously has approved the resolution in its meeting and after due consideration of all the aspects the following Resolution which is to be passed as special resolution is placed before you."

"Resolved that the company may sell and transfer up to amounting upto 10,00,000 equity shares fully paid up at a fair market value as decided by the valuer of its subsidiary company i.e M/s RGTL Industries Ltd held by the company."

"Further Resolved that Shri Raj Kumar Rathi, Director of the Company be and is hereby authorised to execute and sign the share transfer deed for and on behalf of Company to deliver the respective share certificates together with the duly executed and signed transfer deeds to the transferee to give effect to the transfer of shares in their favour."

Further Resolved that Shri Raj Kumar Rathi, Director of the Company be and is hereby authorised to do an such acts and deeds which may be necessary to give effect to this resolution.

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% (TEN PERCENT) OF THE TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN 10% (TEN PERCENT) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON CANNOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. THE PROXY TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED

OFFICE OF THE COMPANY NOT LATER THAN FORTY EIGHT HOURS (48 HRS) BEFORE THE COMMENCEMENT OF THE MEETING. A FORM OF PROXY AND ADMISSION SLIP IS ENCLOSED.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 which set out details relating to Special Businesses to be transacted at the meeting is annexed hereto. The relevant details as required under regulation 36(3) of SEBI (Listing Obligation And Disclosure Requirements), Regulation, 2015 ("SEBI Regulation"), of the person seeking to re-appointment as Director under Item No. 2 of the Notice, are also annexed.
3. Members are requested to bring their copy of the Annual Report along with the duly filled attendance slip.
4. Members holding in Electronic form are requested to bring their Client ID and DP ID at the meeting for easy identification.
5. The Register of Member and Share Transfer Books of the Company will remain closed from Thursday, September 01st 2016 to Wednesday, September 07th, 2016 (both days inclusive).
6. The Members who are interested to avail of nomination facility may obtain the necessary application Form from Registrar & Share Transfer Agent.
7. All correspondence relating to the transfer and transmission, sub-division of shares, issue of duplicate share certificate, change of address, dematerialization of share etc. will be attended at the registered office of the Company and shall be processed at the office of Registrar & Share Transfer Agent.
8. Annual Listing fee for the year 2016-17 has been paid to the Stock Exchange(s) wherein shares are listed.
9. Documents referred to in the accompanying Notice are available for inspection at the Registered Office of the Company on all working days between 10.00 a.m. to 1.00 p.m. Prior to the Annual General Meeting.
10. Members desirous of obtaining any information/ clarification(s) concerning the accounts and operations of the Company or intending to raise any query are requested to forward the same at least 10 days before the date of the meeting to Company Secretary/Secretarial Executives at the Registered Office of the Company, so that the same may be attended to appropriately.
11. Members holding Physical Shares in multiple folios in identical names are requested to send their share certificates to Company's Registrar and Transfer Agent, M/s MAS Services Limited for consolidation.
12. Pursuant to the recommendation of SEBI Committee on Corporate Governance regarding the re-appointment of retiring directors, the relevant details of the concerned directors are given in the report on Corporate Governance forming part of Directors Report.
13. The Ministry of Corporate Affairs (Ministry), Government of India, has taken a Green Initiative in Corporate Governance by allowing paperless compliance by Companies through electronic mode. As per the Circular No. 17/2011 dated 21.04.2011 and Circular No. 18/2011 dated 29.04.2011 issued by the Ministry of Corporate Affairs, Companies can now send various notices/documents (including notice calling Annual General Meeting, Audited Financial Statements, Directors Report, Auditors Report etc.) to their shareholders through electronic mode, to the registered email addresses of the shareholders.
14. In terms of Circular No. 17/2011 dated 21.04.2011 and Circular No. 18/2011 dated 29.04.2011 issued by the Ministry of Corporate Affairs, under Green initiative in the Corporate Governance all the members are requested to intimate their e-mail address to the Company's Registrar and Transfer Agents whose e-mail id is info@masserv.com mentioning the Company's name i.e. Rathi Graphic Technologies Limited, so as to enable the Company to send the Annual Report and Accounts, Notices and other documents through Electronic mode to their e-mail address. Notices/documents including the Annual Report are now being sent by electronic mode to the shareholders whose e-mail id address has been registered with the Company. Members who would like to receive such notices/documents in electronic mode in lieu of physical copy and who have not registered their e-mail addresses so far or who would like to update their e-mail addresses already registered, are requested to register/update their e-mail addresses:
 - a) in respect of electronic shareholding through their respective Depository Participants;
 - b) in respect of physical shareholding- by sending a request to the Company's Share Transfer Agent- M/s MAS Services Limited at T-34, IIInd Floor, Okhla Industrial Area, Phase-II, New Delhi-110020, mentioning therein the Company's name i.e. Rathi Graphic Technologies Limited, their folio number and e-mail address.
15. The route map showing directions to reach the venue of the 23rd Annual General Meeting is annexed.

I. Voting Through Electronic Means:

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the Company is pleased to offer e-voting facility as an alternative mode of voting which will enable the members to cast their votes electronically on the resolutions set forth in this notice for 23rd Annual General Meeting of the Company.

The procedure and instructions for e-voting as given in the Notice of the 23rd Annual General Meeting are again reproduced here under for easy reference:

- I. In case of Members receiving e-mail from NSDL (For those members whose e-mail addresses are registered with Company/Depositories):
 - a. Open e-mail and open PDF file viz. "RGTL-remote e-Voting.pdf" with your client ID or Folio No. as password containing your user ID and password for remote e-voting. Please note that the password is an initial password.
 - b. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>.
 - c. Click on Shareholder-Login.
 - d. Put user ID and password as initial password noted in step (i) above. Click Login.
 - e. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - f. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - g. Select "EVEN" of "**Rathi Graphic Technologies Limited**".
 - h. Now you are ready for remote e-voting as Cast Vote page opens.
 - i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - j. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - k. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - l. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to csmamtajain@gmail.com with a copy marked to evoting@nsdl.co.in.
 - II. In case of Members receiving Physical copy of Notice of 23rd Annual General Meeting (for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy)
 - a. Initial password is provided in the box overleaf.
 - b. Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote.
 - A. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
 - B. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
 - C. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - D. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 01st September, 2016.
 - E. Any person, who acquires shares and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 01st September, 2016, may also obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA, MAS Services Limited.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- F. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
 - G. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
 - H. Smt. Mamta Jain, Practicing Company Secretary (Membership No. FCS-2794 & CP No. 1686), Proprietor, M/s. Mamta Jain & Associates has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
 - I. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
 - J. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the

Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- K. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.rathitoner.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the BSE Limited.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISION OF SECTION 102(1) OF THE COMPANIES ACT, 2013

Items 1. In the view of the company's operation and requirement of money in future, it is proposed to increase the borrowing power of the company from Rs. 30 crore (Rupees Thirty crore) to Rs. 100 crore (Rupees One Hundred Crore) where the money to be borrowed, together with the money already borrowed by the company (apart from temporary loans obtained from the company's bankers in the ordinary course of business) shall not exceed in aggregate at any time Rupees 100 crore (Rupees One Hundred Crore) or of its paid-up share capital and free reserves, whichever is higher.

As per section 180(1)(c) of the Companies Act, 2013 read with other applicable provisions of the Companies Act, 2013 the borrowing power limit can be extended by the shareholders. Therefore the necessary resolution as per item no. 1 is being placed before you for your consideration and approval.

None of the directors of the company is in any way interested or concerned in the resolutions.

Item 2. As per Regulation 16(1) (C) & 24(5) of SEBI Listing Regulations subsidiary company i.e M/s RGTL Industries Ltd is termed as material subsidiary of M/s Rathi Graphic Technologies Limited. "Material subsidiary" shall mean a subsidiary, whose income or net worth exceeds twenty percent of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year. As M/s RGTL Industries Ltd income or net worth exceeds twenty percent of the consolidated income or net worth respectively, of M/s Rathi Graphic Technologies Limited therefore it is termed as material subsidiary of our company.

Therefore as per Regulation 24(5) of SEBI Listing Regulations it is mandatory to take shareholders approval

by way of special resolution in case divestment of share which result in disassociation of Holding Subsidiary relationship.

In view of the Board of Directors for repayment of debt and to run business operations of the company there is requirement of fund therefore company wants to raise funds through selling of its investments held in Subsidiary Company M/s RGTL Industries Limited in the form of equity share. The company may sell up to 10,00,000 (Ten Lakh) equity shares at fair market value as valuation report of shares by the valuer to be decided. This divestment may result in disassociation of holding subsidiary relationship, for doing so shareholders approval by way of special resolution is required.

Therefore the necessary resolution as per item no. 2 is being placed before you for your consideration and approval.

None of the directors of the company is in any way interested or concerned in the resolutions except Mr. Raj Kumar Rathi to the extent of his outstanding.

Point No. 2 of Ordinary Resolution- As per regulation 36(3) of SEBI Listing Regulations, 2015 Details of Director seeking to re-appointment at the Annual General Meeting

Particulars	Mr. Sandesh Kumar Jain
Date of Birth	3rd of July, 1964
Qualifications	Bachelor degree in Commerce from Delhi University Chartered Accountant (CA) from ICAI
Expertise in specific functional areas	Wide experience in Finance and Taxation.
Disclosure of Relationship between director and inter se	Non- Executive Director and relative of Mamta Jain & Associates (Practicing Company Secretary)
Directorship held in other listed entities	There is no directorship in other listed entities.
Membership of Committees of the Board	There is no membership of Committees of the board in other listed entities.
No. of shares held in the Company	730 Shares

Date: 06th August 2016
Place: New Delhi

Neha Chaudhary
Company Secretary
A34183

DIRECTOR'S REPORT

TO THE MEMBERS

Your Directors have pleasure in presenting the 23rd Annual Report together with the Audited Accounts of the Company for the year ended 31st March, 2016.

FINANCIAL SUMMARY

(In Lakhs)

Particulars	31.03.2016	31.03.2015
Revenue from Operation	3249.58	3156.90
Profit/Loss before Interest & Depreciation	391.21	392.26
Interest & Depreciation	207.14	226.61
Profit before Tax (PBT)	184.06	165.64
Net profit after tax (PAT)	121.22	134.88

BUSINESS UPDATES AND STATE OF COMPANY'S AFFAIRS

During the year under review, your company has achieved a turnover of Rs. 3249.58 Lakhs against Rs. 3156.90 Lakhs during the previous year. However the Net Profit during the year was 121.22 Lakhs as against Rs. 134.88 Lakhs during the previous year.

During the year under review the consolidated financial results including its subsidiary company were better i.e.

(Rs. in Lakhs)

	During the year	Previous year
Sales:	44657.73	54,081.49
PBT:	1285.95	1972.43
PAT:	976.98	1350.45

Unexpected and wide fluctuation in the foreign currency and tough competition in the international market will continue to be a challenge but your Company foresees better sales turnover and increased demand of laser printers toner and demand of its quality products.

Your Company is continuously emphasizing for economy of scale benefit as well as improvement in quality which would give competitive advantage. The company is hopeful in achieving better performance during the current year.

EXTRACT OF ANNUAL RETURN

Details forming part of the extract of the Annual Return in form MGT-9 is annexed with this report.

NUMBER OF MEETINGS OF THE BOARD

During the year under review, 10 (Ten) meetings of the Board of Directors were held, details of which are set out in the Corporate Governance Report which form a part of this report.

BOARD COMMITTEES

Detailed composition of the mandatory Board Committees namely Audit Committee, Nomination And Remuneration Committee and Stakeholders Relationship Committee, number of meetings held during the year under review and other related details are set out in the Corporate Governance Report which forms a part of this report.

There have been no situation where the Board has not accepted any recommendation of the Audit Committee.

DIRECTOR'S RESPONSIBILITY STATEMENT AS REQUIRED UNDER SECTION 134 OF THE COMPANIES ACT, 2013

The Directors confirm that-

- in the preparation of the annual accounts for the financial year ended 31st March, 2016, the applicable accounting standards had been followed.
- the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year as at 31st March, 2016 and of the profit and loss of the Company for that period.
- the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- the directors had prepared the annual accounts on a going concern basis;
- the directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

SUBSIDIARY COMPANY

The Company has one subsidiary as on March 31, 2016. There are no associate companies within the meaning of section 2(6) of the Companies Act, 2013 ("Act"). There has been no material change in the nature of the business of the subsidiaries.

Pursuant to provisions of section 129(3) of the Act, a statement containing salient features of the financial statements of the Company's subsidiaries in Form AOC-1 is attached to the financial statements of the Company. Further, pursuant to the provisions of section 136 of the Act, the financial statements of the Company, consolidated financial statements along with relevant documents and separate audited accounts in respect of subsidiaries, are available on the website of the Company.

STATEMENT ON DECLARATION "CERTIFICATE OF INDEPENDENCE" U/S 149 (6) FROM INDEPENDENT DIRECTORS

Pursuant to Schedule IV and Section 149(6) of the Companies Act, 2013, the Board has independent directors and there is appropriate balance of skills,

experience and knowledge in the Board so as to enable the Board to discharge its functions and duties effectively. The independent directors have submitted a declaration that the independent directors meet with the criteria of independence as required under Section 149(6) of the Companies Act, 2013.

NOMINATION AND REMUNERATION POLICY

The Company's policy on director's appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under section 178(3) is annexed with this report.

AUDITOR'S REPORT AND SECRETARIAL AUDITOR'S REPORT

The auditors' report and secretarial auditors' report does not contain any qualifications, reservations or adverse remarks. Report of the secretarial auditor is given as an annexure which forms part of this report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Full particulars of the loans granted are mentioned in the Note No.N.A of Notes to Accounts pursuant to Section 186 read with Companies (Meetings of Board and its Powers) Rules, 2014.

The details of guarantee given and security provided are mentioned in the Note No33(iii) of Notes to Accounts.

Full particulars of investments made are stated in Note No 12 in the Notes of Accounts.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

The particulars of every contract or arrangements entered into by the Company with related parties referred to in sub-section (1) of 188 of the Act and hereto disclosed in Form AOC-2 which is a part of Annual Report.

RIGHT ISSUE

We were planning right issue and has taken permission from the Board of Directors and shareholders as well through postal ballot for the revision of object of right issue. In that shareholders meeting we have passed the resolution that the object of proposed right issue will be to repay and adjust unsecured loans taken from the promoters of the company. We were planning right issue mainly to repay the unsecured loan, which were raised to invest in the capital of Subsidiary Company, however as those unsecured loan are being repaid, so there is no immediate proposal of right issue.

DIVIDEND

In view of need to conserve and plough back Company's resources to fund the future expansion plans, your Directors do not propose any dividend this year.

CONSERVATION OF ENERGY

The Company has a continuous monitoring systems to minimize the energy consumption per unit of toner and manufacturing.

TECHNOLOGY ABSORPTION

The Company has fully absorbed the technology for manufacturing toners used in three brands of photocopier Machines.

FOREIGN EXCHANGE EARNINGS & OUTGO

During the year under review, the Company has foreign exchange and Outgo as stipulated in Note No.37 and Note No. 30(B) to the Financial Statement of the Company..

RISK MANAGEMENT

A detailed report on Risk Management is included in Management Discussion And Analysis which forms a part of this report. The report clearly states development and implementation of a risk management policy for the Company including identification therein of elements of risk along with risk mitigation plan.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Pursuant to the provision of Section 149 of the Act, Mr. Vinod Somani, Mr. Adarsh Kumar Aggarwal, Mr. Anurag Yadav and Mrs. Anita Chopra were appointed as Independent Directors at the Annual General Meeting of the Company held on September, 28, 2015. They have submitted a declaration that each of them meets the criteria of independence laid down in section 149 (6) and there has been no change in the circumstances which may effect their status as independent director.

During the year under review, Mrs. Neha Chaudhary, Company Secretary was designated as Key Managerial Personnel within the meaning of Section 203 of the Companies Act, 2013.

In accordance with the provisions of Companies Act, 2013 and Memorandum and Articles of Association of the Company, Shri Sandesh Kumar Jain, Director of the Company retires by rotation at the ensuing Annual General Meeting and, being eligible, offers himself for re-appointment.

CONSOLIDATED FINANCIAL STATEMENTS

Pursuant to the Regulation 34 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015. Your Company has prepared Consolidated Financial Statements as per the Accounting Standards applicable to the Consolidated Financial Statements issued by the Institute of Chartered Accountants of India, form part of the Annual Report and are reflected in the Consolidated Financial Statements of the Company along with the Auditor's Report are annexed with this Report.

PUBLIC DEPOSITS

The Company has not accepted and invited any deposits from public under Chapter V of the Companies Act, 2013

INTERNAL FINANCIAL CONTROL

Details in respect of adequacy of internal financial controls with reference to the Financial Statements are stated in Management Discussion and Analysis which forms a part of this report.

INFORMATION PURSUANT TO SECTION 197 (12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

1.	the ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;	21.82
2.	the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;	-
3.	the percentage increase in the median remuneration of employees in the financial year:	5%
4.	the number of permanent employees on the rolls of company	71
5.	the explanation on the relationship between average increase in remuneration and company performance	-
6.	comparison of the remuneration of the Key Managerial Personnel against the performance of the company	-

7.	variations in the market capitalisation of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year	-
8.	average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;	-
9.	comparison of the each remuneration of the Key Managerial Personnel against the performance of the Company	-
10.	the key parameters for any variable component of remuneration availed by the directors	-
11.	the ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year; and	-
12.	affirmation that the remuneration is as per the remuneration policy of the company.	Yes

VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Audit Committee's terms of reference inter-alia include vigil mechanism which also incorporates a Whistle Blower Policy in terms of Section 177 (10) of the Companies Act, 2013 and Schedule V of SEBI Listing Regulations. The Company has Whistle Blower Policy. The Whistle Blower mechanism provides for Directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of Company's Code of Governance

and ethics. The Whistle Blower Policy is uploaded on the website of the Company i.e. www.rathitoner.com

FAMILIARISATION PROGRAMMES FOR INDEPENDENT DIRECTORS

The Company has familiarization programmes is uploaded on the website of the Company i.e. www.rathitoner.com

FORMAL ANNUAL EVALUATION OF BOARD AND ITS COMMITTEES

The board of directors has carried out an annual evaluation of its own performance, board committees and individual directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 ("SEBI Listing Regulations"), the Nomination and Remuneration Committee laid down a criteria for evaluating Board effectiveness by assessing performance of the Board as a whole, performance of individual Director and Committees of the Board i.e. Audit Committee, Nomination And Remuneration Committee and Stakeholders Relationship Committee. The Board approved the criteria laid down by Nomination And Remuneration Committee for evaluating Board effectiveness.

MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion and Analysis in terms of Regulation 34 of SEBI Listing Regulations, 2015 forms a part of this report and is annexed to this report.

AUDITORS

Statutory Auditor & their Report:

In the Annual General Meeting (AGM) held on 29th September, 2014 M/s A.K. Maheshwari & Associates, Practicing Chartered Accountant (Firm Registration Number 500106N) have been appointed Statutory Auditor's of the Company for a period of 3 years. Ratification of appointment of Statutory Auditor is being sought from the members of the Company at this AGM. Further, M/s A.K. Maheshwari & Associates have under Section 139(1) of the Act and rules framed there under furnished a certificate of their eligibility and consent for appointment.

Further, the report of the Statutory Auditor alongwith notes to schedules is enclosed to this report. The observations made in the Auditor's Report are self explanatory and therefore do not call for any further comments.

The Auditor's Report does not contain any qualification, reservation or adverse remark.

Secretarial Auditor & their Report:

Pursuant to the provision of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board had appointed Mr. Manish Garg, M/s Manish Garg & Associates, Practicing Company Secretaries,

New Delhi (Membership No. 26934) , a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit in Form MR-3 is annexed herewith.

The Board has further appointed Mr. Manish Garg, M/s Manish Garg & Associates, Practicing Company Secretaries, New Delhi (Membership No. 26934), to undertake the Secretarial Audit of the Company for the Financial Year 2016-17

Internal Auditor & their Report:

The Board had appointed Mr. Suresh Kumar Somani, M/s HUMS & Associates (FRN: 022230N) as Internal Auditor for the financial year 2015-16 under section 138 of the Companies Act, 2013 and they have completed the internal audit as per scope given by the Audit Committee for the financial year 2015-16.

CORPORATE GOVERNANCE

Your Company has complied with regulations provided in Regulation 27 of SEBI (LODR) Regulations, 2015 with the Stock Exchanges. A certificate from the Auditors of the Company M/s A.K. Maheshwari & Associates, Chartered Accountants, confirming compliance with conditions of Corporate Governance as annexed herewith.

SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

LISTING WITH STOCK EXCHANGE

The Company confirms that it has paid the Annual Listing Fees for the year 2016-17 to BSE where the Company shares are listed.

ACKNOWLEDGEMENTS

Your Directors would like to express their sincere appreciation of the co-operation and assistance received from investors, vendors, consumers, bankers and regulatory authorities and other stakeholders towards the performance of the Company during the year under review.

For and on behalf of the Board

Raj Kumar Rathi
Managing Director
DIN: 00009569

Sandesh Kumar Jain
Director
DIN: 00318479

Place: New Delhi
Dated: 06.08.2016

REPORT ON CORPORATE GOVERNANCE FOR THE YEAR 2015-16

The Company's Corporate Governance Philosophy

Corporate Governance is a set of systems, policies and practices deep rooted in the Company to ensure that the affairs are being managed in a way which ensures accountability, transparency, fairness in all its transactions with all its stakeholders. Effective Corporate Governance is the strong foundation on which commercial enterprises are built and succeed. The Company's philosophy of Corporate Governance that of timely disclosures, transparent, accounting policies and a strong and Independent Board goes a long way in preserving all stakeholder's interest, while maximizing long-term shareholder worth. Strong leadership and effective Corporate Governance practice have been the Company's plus point.

The Company aims at conducting its business efficiently, by following professionally acknowledged good governance policies, thus meeting its obligations to all stakeholders in a balanced and accountable manner and its policies are towards creation of Shareholders value in terms of long term sustainability of the Company's business.

Pursuant to Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 ("SEBI Listing Regulation") the Company has executed fresh Listing Agreements with the Stock Exchange.

The Company is in compliance with the requirements stipulated in Clause 49 of the Listing Agreement and Regulation 17 to 27 read with schedule V and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI Listing Regulation, as applicable, with regard to Corporate Governance Report for the year ended 31st March, 2016.

1. Board of Directors

a) Size and Composition of Board

The composition of the Board of Directors of the Company represents the optimum combination of knowledge, experience and professionalism in total conformity with Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board of Directors of the Company comprises of distinguished personalities, who have acknowledged in their respective fields.

As per Statutory requirements, Company has duly constituted Board consisting an optimum combination of Executive, Non-Executive and Independent Directors. As on 31st March, 2016, the Board comprises of Four out of six Directors are non-executive and Independent Directors, three out of six directors are Independent. All Independent Directors comply with the requirements of the BSE Listing Regulations for being an Independent Directors and also have affirmed to this effect.

None of the Directors on the Board is a member of more than 10 committees or Chairman of more than 5 Committees across all Companies in which he is Director. Further, none of the Independent Directors on the Board is serving as Independent Director in more than seven listed Companies. The detailed agenda papers containing all information relevant for discussion at the meeting are sent to the Directors in advance so that each Director has enough time to prepare himself for a meaningful discussion items at the Board Meeting. Besides the business items included in the agenda are required to be considered by the Board of Directors as per Listing Regulation.

Independent director are non-executive director as defined under regulation 16(1)(b) of the SEBI Listing Regulation read with section 149(6) of the Act. The maximum tenure of independent directors is in compliance with the Act. All the independent directors have confirmed that they meet the criteria as stipulated under regulation 16(1)(b) of SEBI Listing Regulation read with Section 149(6) of the Act.

b) Board Meeting

I. The Board of Directors of the Company met Ten times during the Financial Year 2015-16 and the gap between two meetings did not exceed four months. The dates on which the Board Meetings were held as follows:

02/05/2015, 30/05/2015, 15/06/2015, 11/08/2015, 27/08/2015, 25/09/2015, 09/11/2015, 23/11/2015, 12/02/2016, 12/02/2016.

II. Composition of the Board and other Directorship/ Membership of Committees held as on 31st March, 2016 along-with Attendance of Board Meeting/AGM during the year are given below:

S. No.	Name of Director	Designation	Category	Date of Appointment	No. of Board Meeting attended during the year		Whether attended in Last AGM	No. of Directorship in other Public Companies	No. of Committee positions held in other Public Companies	
					Held	Attended				
1	Sh. Raj Kumar Rathi (DIN: 00009569)	Managing Director	Executive & non-independent (Promoter)	02/12/1991	09	09	Yes	1	1	Nil
2	Sh. Vinod Somani (DIN: 00327231)	Director	Non-Executive & Independent	14/08/2010	10	10	Yes	1	Nil	Nil

S. No.	Name of Director	Designation	Category	Date of Appointment	No. of Board Meeting attended during the year		Whether attended in Last AGM	No. of Directorship in other Public Companies	No. of Committee positions held in other Public Companies	
3	Sh. Sandesh Kumar Jain (DIN: 00318479)	Director	Non-Executive Director	06/03/2003	09	09	Yes	3	2	1
4	Sh. Adarsh Kumar Aggarwal (DIN: 00126105)	Director	Non-Executive & Independent Director	27/03/2006	10	10	Yes	Nil	Nil	Nil
5	Sh. Anurag Yadav (DIN: 00087197)	Director	Non-Executive & Independent Director	27/03/2006	10	10	Yes	Nil	Nil	Nil
6	Mrs. Anita Chopra	Director	Non-Executive & Independent Director	30/05/2015	09	09	Yes	Nil	Nil	Nil

* Represents Chairmanships/Memberships of Audit Committee, Stakeholder's Relationship Committee and Nomination & Remuneration Committee.

III. Represents Chairmanship/Membership of Audit Committee, Shareholder's Relationship Committee and Nomination & Remuneration Committee

IV. All the meetings were held personally.

V. The necessary quorum was present for all the meetings.

VI. During the year 2015-16, information as mentioned in Schedule II Part A of the SEBI Listing Regulations, has been placed before the Board for its consideration.

VII. The terms and conditions of appointment of the Independent Directors are disclosed on the website of the Company.

VIII. During the year, one meetings of the Independent Directors were held on 12/02/2016. The Independent Directors, inter-alia, reviewed the performance of non-independent directors, Chairman of the Company and the Board as a whole.

IX. The Board periodically reviews the compliance reports of all laws applicable to the Company, prepared by the Company.

X. Details of equity shares of the Company held by the Directors as on March 31, 2016 are given below:

Name	Category	Number of Equity Shares
Mr. Raj Kumar Rathi	Non-Independent, Executive	3173462
Mr. Sandesh Kumar Jain	Independent, Non-executive	730

The Company has not issued any convertible instruments.

XI. The details of the familiarisation programme of the Independent Director are available on the website of investor@rathitoner.com.

2. AUDIT COMMITTEE

A. COMPOSITION

The audit committee of the Company is constituted in

line with the provisions of Regulation 18 of SEBI Listing Regulations read with section 177 of the Companies Act, 2013. All the members have relevant finance and audit exposure. The Chairman of the Committee was present at the last Annual General Meeting of the Company to answer the queries of the Shareholders.

The gist of terms of reference of the Audit Committee is as follows:

1. Regular review of accounts, accounting policies, disclosures, etc. and to ensure that the Financial Statement are correct, sufficient and credible.
2. Appointment and remuneration of Statutory and Internal Auditors.
3. Review of the major accounting entries based on exercise of judgment by management and review of significant adjustments arising out of audit.
4. Qualifications in the draft audit report.
5. Establishing and reviewing the scope of the independent audit including the observations of the auditors and review of the quarterly, half yearly and annual financial statements before submission to the Board.
6. Conducting post audit discussions with the independent auditors to ascertain any area of concern.
7. Establishing the scope of and frequency of internal audit, reviewing the findings of the internal auditors and ensuring the adequacy of internal control systems.
8. To look into the matters pertaining to the Directors' Responsibility Statement with respect to compliance with Accounting Standards and accounting policies.
9. Compliance with Stock Exchange legal requirements concerning financial statements, to the extent applicable.
10. The Committee shall look into any related party transactions i.e., transactions of the Company of material nature, with promoters or management their

subsidiaries or relatives etc. that may have potential conflict with the interests of Company at large.

11. Such other matters as may from time to time be required by any statutory, contractual or other regulatory

The composition of the Audit Committee and details of meeting attended by the Directors are given below:

Sr. No.	Name of Members	Category	No. of meeting attended during the year 2015-16
1.	Sh. Adarsh Kumar Aggarwal (DIN: 00126105)	Independent Director & Chairman	6
2	Sh. Raj Kumar Rath (DIN: 00009569)	Executive & Non-Independent (Promoter)	6
3	Sh. Sandesh Kumar Jain (DIN: 000318479)	Non-Executive Director	6
4	Sh. Anurag Yadav (DIN: 00087197)	Independent Director	6
5.	Sh. Vinod Somani (DIN: 00327231)	Independent Director	5

Six Audit Committee Meetings were held during the year 2015-16. The dates on which the said meetings were held as follows:

30/05/2015, 15/06/2015, 11/08/2015, 27/08/2015, 09/11/2015, 12/02/2016

3. NOMINATION AND REMUNERATION COMMITTEE

During the year under review, the Company has changed nomenclature of Remuneration Committee to Nomination And Remuneration Committee in terms of Section 178 of the Companies Act, 2013

The gist of terms of reference of the Nomination And Remuneration Committee is as follows:

1. Recommend to the Board the setup and composition of the Board and its committees, including the "formulation of the criteria for determining qualifications, positive attributes and independence of a director." The committee will consider periodically reviewing the composition of the Board with the objective of achieving an optimum balance of size, skills, independence, knowledge, age, gender and experience.
2. Recommend to the Board the appointment or reappointment of directors.
3. Devise a policy on Board diversity.
4. Recommend to the Board appointment of Key Managerial Personnel ("KMP" as defined by the Act) and executive team members of the Company (as defined by this Committee).
5. Carry out evaluation of every director's performance and support the Board and Independent Directors in evaluation of the performance of the Board, its committees and individual directors. This shall include

"Formulation of criteria for evaluation of Independent Directors and the Board". Additionally the Committee may also oversee the performance review process of the KMP and executive team of the Company.

6. On an annual basis, recommend to the Board the remuneration payable to the directors and
7. oversee the remuneration to executive team or Key Managerial Personnel of the Company.
8. Provide guidelines for remuneration of directors on material subsidiaries.
9. Performance Evaluation Criteria for Independent Directors:

The performance evaluation criteria for independent directors is determined by the Nomination and Remuneration committee. An indicative list of factors that may be evaluated include participation and contribution by a director, commitment, effective deployment of knowledge and expertise effective management of relationship with stakeholders, integrity and maintenance of confidentiality and independence of behaviour and judgement.

A. Composition

The Nomination and Remuneration Committee is constituted in line with the provision of Regulation 19 of SEBI Listing Regulation, read with Section 178 of the Act.

The composition of the Nomination and Remuneration Committee and details of meeting attended by the Directors are given below:

Sr. No.	Name of Members	Category	No. of meeting during the financial year 2015-16	
			Held	Attended
1.	Shri Anurag Yadav (DIN: 00087197)	Independent Director & Chairman	3	3
2.	Shri Adarsh Kumar Aggarwal (DIN: 00126105)	Independent Director	3	3
3.	Sh. Sandesh Kumar Jain (DIN: 000318479)	Non-Executive Director	3	3

B. Meetings

During the Financial Year 2015-16 following meetings were held and attended by all the members:-

30/05/2015, 15/06/2015, 23/11/2015

C. Nomination And Remuneration Policy

The Board approved the Nomination And Remuneration Policy as recommended by Nomination And Remuneration Committee which forms a part of Director's Report.

4. REMUNERATION OF DIRECTORS

During the year 2015-16 the Company was to pay sitting fees of Rs. 750/- per meeting which is due for payment to its Non-Executive Directors for attending the meeting of the board and meeting of committees of the board.

Name of Director and period of appointment	Salary (Lakhs)	Benefits Perquisites and Allowances (Rs. Lakhs)	Commission (Rs. Lakhs)	ESPS	Sitting Fees
Raj Kumar Rathi* (w.ef. 01st of April, 2012 for a period of 5 years)	28,80,000	-	-	-	-
Vinod Somani (w.e.f. 28th September, 2015 for a period of 5 years)	Nil	Nil	Nil	Nil	Nil
Sh. Sandesh Kumar Jain (w.ef. 28th of September, 2015 for a period of 1 years).	Nil	Nil	Nil	Nil	Nil
Sh. Adarsh Kumar Aggarwal (w.ef. 28th of September, 2015 for a period of 5 years)	Nil	Nil	Nil	Nil	Nil
Sh. Anurag Yadav (w.e.f. 28th of September, 2015 for a period of 5 years)	Nil	Nil	Nil	Nil	Nil
Mrs. Anita Chopra (w.e.f. 30th of May 2015 for a period of 5 years)	Nil	Nil	Nil	Nil	Nil

* Managing Director and Chairman

4. STAKEHOLDER'S RELATIONSHIP COMMITTEE

The Stakeholder's Relationship Committee is constituted in line with the provision of Regulation 20 of SEBI Listing Regulations read with section 178 of the Act. During the year under review, the Company has changed nomenclature of Shareholder's Grievance Committee to Stakeholder's Relationship Committee in terms of Section 178 of the Companies Act, 2013

A. The gist of terms of reference of the Stakeholder's Relationship Committee as given below:-

1. Consider and Resolve the grievances of the Stakeholder's of the Company including redressal of investor complaints such as transfer of shares, rematerialisation, dematerialation of shares, non-receipt of notice, Annual Report etc.
2. Consider and approve issue of Share Certificate (including renewed and duplicate share certificates), transfer and transmission of shares.

B. Composition

The Stakeholder's Relationship Committee is comprised of Shri Anurag Yadav (DIN: 00087197), Shri Sandesh Jain (DIN: 000318479), Shri Adarsh Kumar Aggarwal (DIN: 00126105) and Shri Raj Kumar Rathi (DIN:00009569), Mr. Anurag Yadav is designated as Compliance Officer.

C. Meetings

During the Financial Year 2015-16 following meetings were held and attended by all the members:-

30/05/2015, 31/08/2015, 26/10/2015, 02/11/2015, 15/02/2016, These meetings were attended by all the members of the committee.

D. Name and Designation of Compliance Officer

Mrs. Neha Chaudhary

Compliance Officer cum Company Secretary

E. Details of Complaint received and redressed

Opening Balance	Received during the year	Resolved during the year	Closing Balance
Nil	5	5	Nil

5. GENERAL BODY MEETINGS

(A) Annual General Meeting

No. of AGM	Year Ended	Venue	Date & Time
20th AGM	31.03.2013	A-3, Industrial Area, South of G.T. Road, Ghaziabad (U.P.)-201009	28.09.2013 at 10.00 a.m.
21st AGM	31.03.2014	A-3, Industrial Area, South of G.T. Road, Ghaziabad (U.P.)-201009	29.09.2014 at 10.00 a.m.
22th AGM	31.03.2015	A-3, Industrial Area, South of G.T. Road, Ghaziabad (U.P.)-201009	28.09.2015 at 10.00 a.m.

B) Special Resolution

* 22th AGM

1. Appointment of Shri Vinod Somani (DIN: 00327231) as an Independent Director.
2. Appointment of Shri Adarsh Kumar Aggarwal (DIN: 00126105) as an Independent Director.
3. Appointment of Shri Anurag Yadav (DIN: 00087197) as an Independent Director.
4. To enter into contract with related party pursuant to section 188 of the Companies Act, 2013

* 21st AGM

1. No special resolution was passed by the Company in these AGM.

* 20th AGM

1. No special resolution was passed by the Company in these AGM.

C) Details of special resolution passed through postal ballot, the persons who conducted the postal ballot exercise and details of the voting pattern.

* During the year under review, no special resolution has been passed through the exercise of postal ballot.

(D) Details of special resolution proposed to be conducted through postal ballot:

* No special resolution is proposed to be conducted through postal ballot at the AGM to be held on September 28, 2015.

6. MEANS OF COMMUNICATION

The Annual, half yearly and quarterly results are communicated to the Stock Exchange, where the Company's shares are listed, immediately after the same are taken on record/approved by the Board. Further the quarterly, half-yearly and annual results of the Company are published in newspapers in India which include Pioneer English and Hindi. The results are also displayed on the Company's website www.rathitoner.com. A Management and Discussion Analysis Statement is a part of this Report.

7. General Shareholders Information

(A) Annual General Meeting for Financial Year 2015-2016

The next Annual General Meeting is scheduled to be held at Wednesday the 07th day of September, 2016 at A-3, Industrial Area, South of G.T. Road, Ghaziabad, U.P.-201009 at 10.00 a.m.

(B) Financial Calender year ending as on 2015-16

First Quarterly Results- on or before 14th August, 2015
Second Quarterly Results- on or before 14th November, 2015

Third Quarterly Results- on or before 14th February, 2016

Fourth Quarterly Results- on or before 30th May, 2016

(C) Dividend – Nil

(D) Listing on Stock Exchange:

Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai – 400001

Listing Fees as applicable have been paid

(E) Book Closure Date

Date of Book Closure from Thursday, 01st of September 2016 to Wednesday, 07th September 2016 (both days inclusive).

(F) Company Scrip Code:

Bombay Stock Exchange Limited: **524610**

(G) Market Price Data (BSE) for the year 2015-16

Month	High Price	Low Price	No. of Shares	Total Turnover (Rs.)
Apr-15	10.09	7.65	9789	83604
May-15	12	9.4	2550	26150
Jun-15	10.95	7.79	18484	157808
Jul-15	10.35	7.71	34894	311918
Aug-15	11.51	8.87	43045	441705
Sep-15	10.64	7.86	19392	162135
Oct-15	11.12	7.9	25031	256540
Nov-15	10.37	8.71	14064	137062
Dec-15	12.03	9.06	40483	464106
Jan-16	13.34	9.61	55759	634946
Feb-16	12.5	8.28	8344	82630
Mar-16	10.74	7.21	28742	246681

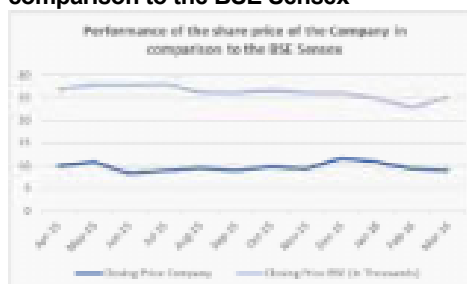
(H) Distribution of Shareholding as at 31st March, 2016

Category	Share Nos.	Percentage (%)	Shareholder Nos.	Percentage (%)
1 to 5000	1084632	6.598	5543	89.693
5001 to 10000	264269	1.608	321	5.194
10001 to 20000	185334	1.127	119	1.926
20001 to 30000	142004	0.864	55	0.890
30001 to 40000	81465	0.496	23	0.372
40001 to 50000	106420	0.647	23	0.372
50001 to 100000	264466	1.609	37	0.599
100001 and above	14310410	87.052	59	0.955
Total	16439000	100	6180	100
Total Shareholders in NSDL	1701	Total Shareholders in NSDL	13789380	
Total Shareholders in CDSL	882	Total Shareholders in CDSL	951921	
Total Shareholders in Physical	3597	Total Shareholders in Physical	1697699	
Total Shareholders	6180	Total Shares	16439000	

(I) Categories of Shareholding as on 31st March, 2016

Category	No. Of Shares	Percentage (%)
Promoter & Promoter Group	9966170	60.63
Mutual Funds	19000	0.12
Foreign Investors	324592	1.97
Bodies Corporate	2365427	14.39
Individuals	3742946	22.76
NRI/OCBs	6611	0.04
Clearing Members	14254	0.09
Total	16439000	100.00

(J) Performance of the share price of the Company in comparison to the BSE Sensex



(K) Registrar And Transfer Agents

The Share Transfer Agent for equity share of the Company both for electronic and physical segment is M/s MAS Services Limited, T-34, IInd Floor, Okhla Industrial Area, Phase-II, New Delhi-110020, Ph: 011-26387281, Fax: 011-26387384, email ID: info@masserv.com

(L) Secretarial Audit for Reconciliation of Share Capital

In keeping with requirements of the SEBI and the Stock Exchange, a Secretarial Audit by Practicing Company Secretary is carried out to reconcile the total admitted capital with NSDL and CDSL and the total issued and listed capital. The said audit confirms that the total issued/ paid up capital tallies with the total number of shares in physical form and the total number of shares in dematerialized form with NSDL and CDSL.

A certificate from the Statutory Auditor of the Company with regard to Corporate Governance is attached herewith as an Annexure to this report.

(M) Share Transfer System

Share Transfer in physical form can be lodged with the Registrar & Transfer Agents of the Company. The transfers are normally processed within stipulated time period, if the documents are complete in all respects. The Stakeholder's Relationship Committee is empowered to approve the share transfers.

(N) Dematerialization of shares

The Company has tied up with the National Securities Depository Limited and Central Depository Services Limited and the ISIN No. allotted to equity shares of the Company is INE 886C01010. The demat/remat requests are processed within fifteen days of the receipt of request, provided they are complete in all respects. As of the end of 31st March, 2016, share comprising approximately 90 % of Company's equity share capital are in dematerialized form.

(O) The Company has not issued any GDRs / ADRs / Warrants or any convertible instruments in the past and hence as on March 31, 2016, the Company does not have any outstanding GDRs / ADRs / Warrants or any convertible instruments.

(P) E-voting

To widen the participation of shareholders in the Company decisions, the Securities and Exchange Board of India (SEBI) has directed top 500 listed Companies to provide e-voting facility to their shareholders from October, 2012 onwards, in respect of those businesses which are transacted through postal ballot.

Further the Companies Act, 2013 and Regulation 44 of SEBI Listing Regulations also requires a listed Companies to provide e-voting facility to their shareholders, in respect of all shareholder's resolutions, to be passed at General Meetings.

(Q) Manufacturing Units

SP- 921, RIICO Industrial Area
Phase – III, Bhiwadi
Distt. Alwar, Rajasthan

(R) Address for Correspondence

24/1A, Mohan Cooperative Industrial Estate
Mathura Road,
New Delhi – 110044
Phone Nos: 011- 45002400
Email id: investor@rathitoner.com

(S) Contact Person

Shri Raj Kumar Rath (Managing Director)
Contact No. 01145002400
Email id: investor@rathitoner.com

(T) Code of Conduct

The Board of Directors of the Company has laid down a Code of Conduct for all Board Members and Senior Management of the Company in terms of Regulation 17 of the SEBI Listing Regulation and is placed on the website of the company.

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.

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.

CEO/CFO CERTIFICATION

We certify to the Board that:

- (a) We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
 - (i) These statement do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) These statement together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) 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 violate of the Company's Code of Conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluating the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken

or propose to take to rectify these deficiencies.

(d) We have indicated to the Auditors and the Audit Committee that:

- (i) there have not been any significant changes in internal control over financial reporting during the year;
- (ii) there has not been any significant changes in accounting policies during the year requiring disclosure in the notes to the financial statements and
- (iii) there has not been any instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

On behalf of the Board of Directors

Raj Kumar Rath
(Chairman & Managing Director)
DIN: 00009569

Place: New Delhi
Date: 06/08/2016

Mukesh Sharma
(Chief Financial Officer)

CERTIFICATE OF COMPLIANCE OF CORPORATE GOVERNANCE

To

The Members of Rath Graphic Technologies Limited
D-12A, Sector-9, New Vijay Nagar
Ghaziabad (Uttar Pradesh)-201009

We have examined the compliance of Corporate Governance of the Company for the year ended March, 31st , 2016, as stipulated under clause 49 of the Listing Agreement and regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI Listing Regulations, as applicable, with regard to corporate governance.

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

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

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

For A. K. Maheshwari & Associates
Chartered Accountants

Place: New Delhi
Dated: 30.05.2016

CA Tushar Jain
Partner
Membership No. 524134

MANAGEMENT DISCUSSION & ANALYSIS

INDUSTRY AND DEVELOPMENTS

Statement in the Management Discussion and Analysis Report describing the Company's objectives, projections, estimates, expectations may be considered to be forward looking statements within the meaning of applicable laws and regulations. Actual results could differ materially from those expressed or implied. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements on the basis of any subsequent development, information or events.

The strong fundamental character of Indian Economy indicating increase in the production activities acts as a fuel for the growth of your Company. Your company with adequate infrastructure and an active eye on the emerging opportunities at domestic and international level is poised to grow and enhance its shareholder value.

OPPORTUNITIES AND THREATS

As part of our expansion plans, the Company is regularly making efforts for business expansions and diversification's activities.

OUTLOOK

The long term aim of the Company is to strengthen its established brand image by offering customers quality products at reasonable prices. The aim of the Quality Policy of the Company is to provide satisfaction to its customers. To achieve this, the Company is committed to develop, produce and market products that cater continuously to the need and expectations of customers and giving the Company competitive advantage. The R & D team of the Company is giving good results as the Company has developed several new products at competitive prices which helps in facing competition and boosting export.

RISK AND CONCERNS

Since 100 % of raw material of the Company is imported, Foreign Exchange fluctuations, increase in oil prices and international freight etc. may have adverse impact on the cost of manufacture of the Co.'s products. The Company's ability to pass on cost of increase by corresponding increase in selling price of its product constrained due to tough competition in the Markets.

BUSINESS OPPORTUNITIES

The focus of the Company continues to be on strengthening presence in existing markets and to this extent extensive sales and brand building effects have been taken.

COMPETITION

Competition whether domestic or international is always a challenge and transforming challenges into opportunities has a practice of our company.

INFLATION

Surging price level poses a major threat to the Company and the economy as a whole. Rising prices reduce the value of money leaving consumers with low purchasing power. Low purchasing power disturbs the demand supply

chain which causes serious threat to production roll out.

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE.

The sales (net of Excise Duty) for the year were Rs 3249.58 Lakhs. The Company earned a profit before tax of Rs. 207.14 Lakhs. This does not include the sales and profit of the subsidiary Company. However, the consolidated sales and profit before tax for the year are Rs. 44657.73 Lakhs and Rs. 1285.95 Lakhs respectively. The nearly debt free status of both the holding and subsidiary Companies and improved liquidity resulted in significantly lowering the finance cost.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has a proper and adequate system of internal control geared towards achieving efficiency in its various business operations, safeguarding assets, optimum utilization of resources and compliance with statutory regulations.

The Company has continued its efforts to align its processes and controls with best practices and has put in place a process wise internal control framework across the Company.

The Internal Auditors of the Company conduct audits of various departments based on an annual audit plan covering key area of operations, including overseas operations. Internal Audit reviews and evaluates the adequacy and effectiveness of internal controls, ensuring adherence to operating guidelines and systems and recommending improvements for strengthening them. The Company has put in place a Risk Assessment and mitigation process across all its business operations, which is reviewed by the Management and Board Audit Committee.

FINANCIAL MANAGEMENT

Fund Management is crucial and important for the Company's growth. The financial system of the organization is responsible for the management of funds. The Company's financial management has held it in good stead but a little bit difficult due to continuous downward fall in rupee and rising prices of commodities over the year and has given it the unbeatable reputation of being one of the most profitable toner manufacturing companies in the Country.

The Company had initiated moves in its right earnest for repaying and swapping the high interest borrowing with low interest rate funds. As on Balance Sheet date the total secured borrowing of Rs. 7.50 crores comprise long terms loans of Rs. 0.54 Crores and working capital loans of Rs. 6.96 crores.

SEGMENT WISE PERFORMANCE

The Company considers industry as its primary segment. Revenue and expenses directly attributable to segments are reported under each segment. The segments revenue in financial year 2016 is Rs 3249.58 Lakhs against segment revenue in financial year 2015 was Rs. 3156.90 Lakhs

HUMAN RELATIONS

The Company successfully met the challenges of its business environment due to dedication, competence and commitment displayed by its employees. The human resource function and initiatives of the Company are driven by strong set of values, policies and philosophy. Performance orientation and ethics are the cornerstones of our human resource philosophy. Relations between employees and management have remained cordial through out the year. Initiatives are being taken to enhance the productivity of employees. The Company appreciates the contribution made by all employees in ensuring better performance and achievements during the year. The Company continued to implement best practices and innovative initiatives to meet the challenges of acquiring and retaining talent against intense competitive pressures. The Company continued to place emphasis on training, skills enhancement and competency development of its people for meeting future challenges. The Company sustained its emphasis on imparting required training to its employees.

INDUSTRIAL RELATIONS

Industrial relations remained cordial during the year. The total number of employees as on 31st March, 2016 were 71 employees.

DISCLOSURE OF ACCOUNTING TREATMENT

Accounting standard were followed during the preparation of Financials of the company.

CAUTIONARY STATEMENT

Statement in this Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations may be 'forward-looking statement' within the meaning of applicable laws and regulations. Actual results could differ materially from those expressed or implied. Important developments that could affect the Company's operations include a downward trend in the domestic FMCG industry, rise in input costs, exchange rate fluctuations, and significant changes in political and economic environment in India, environment standards, tax laws and litigation and labor relations.

Annexure- I

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2016

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

I. REGISTRATION & OTHER DETAILS:		
1	CIN	L26960UP1991PLC013770
2	Registration Date	2/12/1991
3	Name of the Company	Rathi Graphic Technologies Limited
4	Category/Sub-category of the Company	Company Limited by Shares Indian Non-Government Company
5	Address of the Registered office & contact details	D-12 A, Sector - 9, New Vijay Nagar, Ghaziabad, Uttar Pradesh-201009 Phone No.-011-45002400 Fax No. 011-45002410 Email address: investor@rathitoner.com
6	Whether listed company	Yes
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	MAS Services Limited, T-34, 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi-110020 Ph: 011-26387281-82-83 Fax: 011-26387284 Email address: info@masserv.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Tonner	2029	100%
2			

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	"Applicable Section"
1	RGTL Industries Limited 24/1A, Mohan Cooperative Industrial Estate, Mathura Road, New Delhi-110044	U27109DL2004PLC130509	Subsidiary	54.58%	2(87)

IV. SHARE HOLDING PATTERN

(Equity share capital breakup as percentage of total equity)

(i) Category-wise Share Holding

Category of Shareholders	“No. of Shares held at the beginning of the year [As on 31-March-2015]”				“No. of Shares held at the end of the year [As on 31-March-2016]”				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	3899212	0	3899212	23.72	3899212	0	3899212	23.72	0.00
b) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corp.	6066958	0	6066958	36.91	6066958	0	6066958	36.91	0.00
e) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any other	0	0	0	0.00	0	0	0	0.00	0.00
Sub Total (A) (1)	9966170	0	9966170	60.63	9966170	0	9966170	60.63	0.00

(2) Foreign									
a) NRI Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d) Any other	0	0	0	0.00	0	0	0	0.00	0.00
Sub Total (A) (2)	0	0	0	0.00	0	0	0	0.00	0.00
TOTAL (A)	9966170	0	9966170	60.63	9966170	0	9966170	60.63	0.00
B. Public									
1. Institutions									
a) Mutual Funds	0	19000	19000	0.12	0	19000	19000	0.12	0.00
b) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
c) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIs	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	324592	324592	1.97	0	324592	324592	1.97	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(1):-	0	343592	343592	2.09	0	343592	343592	2.09	0.00
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	2362506	458900	2821406	17.16	2331427	34000	2365427	14.39	2.77
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	1094725	913212	2007937	12.21	1129265	900007	2029272.00	12.34	-0.13
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1278491	0	1278491	7.78	1293574	420100	1713674.00	10.42	-2.64
c) Others (specify)									
Non Resident Indians	6951	0	6951	0.04	6611	0	6611	0.04	0.00
Overseas Corporate Bodies	0	0	0	0.00	0	0	0	0.00	0.00
Foreign Nationals	0	0	0	0.00	0	0	0	0.00	0.00
Clearing Members	14453	0	14453	0.09	14254	0	14254	0.09	0.00
Trusts	0	0	0	0.00	0	0	0	0.00	0.00
Foreign Bodies - D R	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(2):-	4757126	1372112	6129238	37.28	4775131	1354107	6129238	37.28	0.00
Total Public (B)= (B) (1)+(B)(2)	4757126	1715704	6472830	39.37	4775131	1697699	6472830	39.37	0.00
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	14723296	1715704	16439000	100.00	14741301	1697699	16439000	100.00	0.00

(ii) Shareholding of Promoter								
SN	Shareholder's Name	Shareholding at the beginning of the year [As on 31-March-2015]			Shareholding at the end of the year [As on 31-March-2016]			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Raj Kumar Rathi	3173462	19.30	0.00	3173462	19.30	0.00	0.00
2.	Saurabh Rathi	48942	0.30	0.00	48942	0.30	0.00	0.00
3	Sushila Rathi	676808	4.12	4.12	676808	4.12	4.12	0.00
4.	Alpha Stock And Finservices Pvt. Ltd.	1978158	12.03	0.00	1978158	12.03	0.00	0.00
5.	Shark Packaging (India) Pvt. Ltd.	4088800	24.87	1.97	4088800	24.87	1.97	0.00
TOTAL		9966170	60.63	6.09	9966170	60.63	6.09	0.00

(iii) Change in Promoters' Shareholding (please specify, if there is no change)							
SN	Particulars	Date	Reason	Shareholding at the beginning of the year [As on 31-March-2015]		Cumulative Shareholding during the year [As on 31-March-2016]	
				No. of shares	% of total shares	No. of shares	% of total shares
1.	At the beginning of the year	N.A.	N.A.	9966170	60.63	9966170	60.63
2.	Changes during the year	N.A.	N.A.	Nil	0.00	Nil	0.00
3.	At the end of the year	N.A.	N.A.	9966170	60.63	9966170	60.63
Note: There were no changes in the holding of the Promoter/ and Promoter Group during the Fiscal 2016.							

(iv) Shareholding Pattern of top ten Shareholders							
(Other than Directors, Promoters and Holders of GDRs and ADRs):							
SN	For each of the Top 10 shareholders	Date	Reason	Shareholding at the beginning of the year [As on 31-March-2015]		Cumulative Shareholding during the year [As on 31-March-2016]	
				No. of shares	% of total shares	No. of shares	% of total shares
1	DBG Leasing and Housing Limited	Various Dates	Allotment/ Transfer	1780100	10.83	1780100	10.83
2.	Archit Securities Private Limited	Various Dates	Allotment/ Transfer	566468	3.45	566468	3.45
3.	Wellfix Cables & Cords Private Limited	30/03/2013	Allot	300000	1.83	300000	1.83
4.	Kenneth A White	31/01/2003	Allot	178525	1.09	178525	1.09
5.	Dipak Kanayalal Shah	Various Dates	Transfer	165154	1.01	165154	1.01
6.	Sneh Jain	Various Dates	Transfer	153985	0.94	153985	0.94
7.	Ashok Kumar Khurana	Various Dates	Allotment/ Transfer	101000	0.61	101000	0.61
8.	Manika Gupta	Various Dates	Allotment/ Transfer	77000	0.47	77000	0.47
9.	Samuel Levinson	Various Dates	Allotment/ Transfer	64918	0.40	64918	0.40
10.	Ashok Kumar Chordia	Various Dates	Allotment/ Transfer	60500	0.37	60500	0.37

(v) Shareholding of Directors and Key Managerial Personnel:							
SN	Shareholding of each Directors and each Key Managerial Personnel	Date	Reason	“Shareholding at the beginning of the year [As on 31-March-2015]”		“Cumulative Shareholding during the year [As on 31-March-2016]”	
				No. of shares	% of total shares	No. of shares	% of total shares
a.	Director						
1.	Raj Kumar Rathi, Managing Director	Various Dates	Allotment/ Transfer	3173462	19.30	3173462	19.30
2.	Adarsh Kumar Aggarwal, Independent Director			Nil	Nil	Nil	Nil
3.	Vinod Kumar Somani, Independent Director			Nil	Nil	Nil	Nil
4.	Sandesh Kumar Jain, Non Executive Director	Various Dates	Transfer	3703	0.02	730	0.04
5.	Anurag Yadav, Independent Director			Nil	Nil	Nil	Nil
6.	Anita Chopra, Independent Director			Nil	Nil	Nil	Nil

V. INDEBTEDNESS				
Indebtedness of the Company including interest outstanding/accrued but not due for payment.				
(Amt. Rs./Lacs)				
Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	77134181.00	187550446.00	0.00	264684627.00
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	166827.00	0.00	0.00	166827.00
Total (i+ii+iii)	77301008.00	187550446.00	0.00	264851454.00
Change in Indebtedness during the financial year				
* Addition	766000.00	85789294.00	0.00	86555294.00
* Reduction	3023548.24	117051675.00	0.00	120075223.24
Net Change	2257548.24	31262381.00	0.00	33519929.24
Indebtedness at the end of the financial year				
i) Principal Amount	75043460.00	156288065.00	0.00	231331525.00
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
Total (i+ii+iii)	75043460.00	156288065.00	0.00	231331525.00

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL			
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:			
SN.	Particulars of Remuneration	Name of MD/WTM/ Manager	Total Amount
	Name	Raj Kumar Rathi	(Rs/Lac)
	Designation	Managing Director	
1.00	Gross salary	2,880,000	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0.00	
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0.00	
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0.00	
2.00	Stock Option	0.00	
3.00	Sweat Equity	0.00	

4.00	Commission	-		
	- as % of profit	0.00		
	- others, specify	0.00		
5.00	Others, please specify	0.00		
	Total (A)	2,880,000		
	Ceiling as per the Act-Schedule V of the Companies Act.			

B. Remuneration to other Directors					
SN.	Particulars of Remuneration	Name of Directors			Total Amount (Rs/Lac)
1.00	Independent Directors	Vinod Somani	Adarsh Kumar	Anurag Yadav	
	Fee for attending board committee meetings	Nil	Nil	Nil	0.00
	Commission	Nil	Nil	Nil	0.00
	Others, please specify	Nil	Nil	Nil	0.00
	Total (1)	Nil	Nil	Nil	0.00
	Independent Directors	Anita Chopra			
	Fee for attending board committee meetings	Nil			
	Commission	Nil			
	Others, please specify	Nil			
	Total (1)	Nil			
2.00	Other Non-Executive Directors	Sandesh Kumar Jain			
	Fee for attending board committee meetings	Nil	0.00	0.00	0.00
	Commission	Nil	0.00	0.00	0.00
	Others, please specify	Nil	0.00	0.00	0.00
	Total (2)	Nil	0.00	0.00	0.00
	Total (B)=(1+2)	Nil	0.00	0.00	0.00
	Total Managerial Remuneration	Nil	0.00	0.00	0.00
	Overall Ceiling as per the Act	Not Applicable			
C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD					
SN.	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount (Rs/Lac)
	Name				
	Designation	Managing Director	CFO	CS	
1.00	Gross salary	2,880,000		124439.00	3004439.00
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0.00		0.00	0.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0.00		0.00	0.00
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0.00		0.00	0.00
2.00	Stock Option	0.00		0.00	0.00
3.00	Sweat Equity	0.00		0.00	0.00
4.00	Commission	-		0.00	0.00
	- as % of profit	0.00		0.00	0.00
	- others, specify	0.00		0.00	0.00
5.00	Others, please specify	0.00		0.00	0.00
	Total	2,880,000		124439.00	3004439.00

Note: CS appointed on 16th November 2015.

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties/punishment/compounding of offences for the breach of any sections of Companies Act against the Company or its Directors or other officers in default, if any, during the year.

on behalf of the Board of Directors

Place: New Delhi
Date: 06/08/2016

Raj Kumar Rathi
Managing Director
DIN: 00009569

ANNEXURE TO THE DIRECTOR'S REPORT

Annexure II

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31 MARCH, 2015

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

To,

The Members,
Rathi Graphic Technologies Limited
D-12 Sector – 9, New Vijay Nagar
Ghaziabad, Uttar Pradesh - 201009

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Rathi Graphic Technologies Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliance's and expressing my opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31 March, 2016 ('Audit Period') complied with the statutory provisions listed here under 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 Rathi Graphic Technologies Limited for the financial year ended on 31 March, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (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; **(Not applicable to the Company during the Audit Period)**
- (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) Other laws applicable to the Company as per the representations made by the Company.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Stock Exchange(s).

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

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

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

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

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.

For MANISH GARG & ASSOCIATES

Practicing Company Secretaries

Place : Delhi

Date : 28/05/2016

(MANISH GARG)

ACS No.: 26934

C P No.: 9679

This Report is to be read with our letter of even date which is annexed as '**Appendix A**' and forms an integral part of this report.

'APPENDIX A'

To,

**The members of
Rathi Graphic Technologies Limited
D-12A, Sector-9, New Vijay Nagar,
Ghaziabad, U.P.-201009**

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

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

For MANISH GARG & ASSOCIATES

Practicing Company Secretaries

Place : Delhi

Date : 28/052016

(MANISH GARG)

ACS No. 26934

CP No. 9679

Annexure III**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 arms length transaction under third proviso thereto.

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

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Nil
b)	Nature of contracts/arrangements/transaction	Nil
c)	Duration of the contracts/arrangements/transaction	Nil
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Nil
e)	Justification for entering into such contracts or arrangements or transactions	Nil
f)	Date of approval by the Board	Nil
g)	Amount paid as advances, if any	Nil
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	Nil

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

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Smt. Sushila Rathi
b)	Nature of contracts/arrangements/transaction	Rent Agreement of Corporate office of the company
c)	Duration of the contracts/arrangements/transaction	One year
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Took property on monthly rent basis from Smt. Sushila Rathi amounting Rs. 27500/- per month plus applicable taxes
e)	Date of approval by the Board	30/05/2016
f)	Amount paid as advances, if any	Nil

Form shall be signed by the persons who have signed the Board's Report.

As per Schedule V of SEBI Listing Regulation

Sr. No.	In the accounts of	Disclosures of amounts at the year end and the maximum amount of loans/ advances/ Investments outstanding during the year	Status
1	Holding Company	Loans and advances in the nature of loans to subsidiaries by name and amount.	Nil
		Loans and advances in the nature of loans to associates by name and amount.	Nil
		Loans and advances in the nature of loans to firms/companies in which directors are Interested by name and amount.	Nil
2	Subsidiary	Same disclosures as applicable to the parent company in the accounts of subsidiary company.	7514488
3	Holding Company	Investments by the loanee in the shares of parent company and subsidiary company, when the company has made a loan or advance in the nature of loan	Nil

On behalf of the Board of Directors

Place: Delhi
Date: 06/08/2016

Raj Kumar Rathi
Managing Director
DIN:00009569

Annexure IV

NOMINATION AND REMUNERATION COMMITTEE

Introduction

This policy on Nomination and Remuneration of Directors, Key Managerial Personnel and other employees has been formulated in terms of the provision of the Companies Act, 2013 and the Listing Agreement in order to pay equitable remuneration to Directors, Key Managerial Personnel and other employees of the Company.

Objective:

- I. Formulate the criteria for determining qualifications, positive attributes and independence for appointment of a Director (Executive/Non-Executive) and recommend to the Board a policy relating to the remuneration for the Directors, Key Managerial Personnel and other Employees.
- II. To formulate the criteria for performance evaluation of all Directors.
- III. Formulate Board diversity policy.

Constitution of the Nomination and Remuneration Committee:

The Board has constituted the Nomination and Remuneration Committee on 13th February, 2015 as per the Companies Act, 2013

Definitions:

“**Act**” means the Companies Act, 2013 and Rules framed there under, as amended from time to time.

“**Board**” means Board of Directors of the Company.

“**Company**” means Rathi Graphic Technologies Limited

“**Directors**” means Directors of the Company.

“**Independent Director**” (ID) means a Director referred to in Section 149 (6) of the Companies Act, 2013 and Rules made thereunder.

“**Key Managerial Personnel**” (KMP) means

1. Chief Executive Officer or the Managing Director or the Manager; and in their absence, a Whole time Director;
2. Chief Financial Officer; and
3. Company Secretary

“**Senior Management Personnel**” (SMP) means the employees of the Company who are directly reporting to the Managing Director/Chief Executive Officer. Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

Matters to be dealt with and recommend by Nomination And Remuneration Committee to the Board:

The following matters shall be dealt by Committee

a) Directors

Formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommending candidates to the Board, when circumstances warrants the appointment of a new Director, having regard to the variety of skills, experience and expertise on the Board and who will best complement the Board.

b) Evaluation of performance

Making recommendations to the Board on appropriate performance criteria for the Directors. Formulate criteria and framework for evaluation of every Director's performance. Identifying familiarization and training programs for the Board to ensure that Non- Executive Directors are provided adequate information regarding the operations of the business, the industry and their duties and legal responsibilities.

c) Board diversity

NRC is to assist the Board in ensuring Board nomination process with diversity of gender, thought, experience, knowledge and perspective in the Board in accordance with the Board diversity.

d) Remuneration framework and policies

NRC is responsible for reviewing and making recommending to the Board on the following:

- i. The remuneration of MD/CEO and KMPs.
- ii. Remuneration of Non-Executive Directors and chairman.
- iii. Remuneration Policy for all employees including KMPs and SMPs which requires to take note of :
 - a. Attract and motivate talent to accomplish Company's long term growth.
 - b. Demonstrate a clear link between executive compensation and performance.
- e) Company's stock option schemes.

Policy for appointment and retirement or removal of Director, KMP and SMP:

A. Appointment criteria and qualifications

NRC shall identify person and criteria for the qualification, expertise and experience of the person for appointment as Director, KMP or SMP and recommend to the Board his/her appointment.

B. Retirement

The Director, KMP and SMP shall retire as per the provisions of the applicable Act, and the prevailing policy of the Company. On the recommendation of the NRC, the Board if it considers to be in the Company's interest, shall have the discretion to retain, Director, KMP and SMP even after attaining the retirement age.

C. Removal

In case any Director or KMP incurs any disqualification as provided under the Act or Rules made thereunder or is in breach of Code of Governance and Ethics adopted by the Company, the NRC may recommend to the Board removal of such Director or KMP.

7. Policy for remuneration to Directors, MD/CEO, KMP, SMP MD/CEO:

Remuneration to the MD/CEO shall be proposed by the NRC and subsequently approved by the Board of Directors and the shareholders of the Company, whenever required. NEDs:

i. NEDs shall be entitled to sitting fees as may be decided by the Board of Directors from time to time for attending the meeting of the Board and sub Committees of the Board.

ii. Commission as may be recommended by NRC and subsequently approved by the Board of Directors and shareholders whenever required.

iii. The NEDs shall be eligible for remuneration of such professional services rendered if in the opinion of the NRC, the NED possesses the requisite qualification for rendering such professional services.

KMPs & SMPs:

The remuneration to be paid to the KMPs and SMPs, shall be recommended by the NRC considering relevant qualification and experience of the individual as well as the prevailing market condition. The remuneration shall be combination of fixed and variable pay.

8. NRC may consider to grant Stock Options to MD/CEO, KMPs, SMPs and other employees pursuant to any Stock Option Plan adopted by the Company.

9. General:

This policy is framed based on the provisions of the Companies Act, 2013 and Rules thereunder and the requirements of Clause 49 of the Listing Agreement with Stock Exchanges and Prescribed regulation of the SEBI Listing Regulation. In case of any subsequent changes in the provisions of the Companies Act, 2013 or any other Regulations which makes any of the provisions in the policy inconsistent with the Act or Regulations, then the provisions of the Act or Regulations would prevail over the policy and the provisions in the policy would be modified in due course to make it consistent with law.

Annexure V

The conservation of energy, technology absorption, foreign exchange earnings and outgo

Form-A

Form of disclosure of particulars with respect to conservation of energy.

Part-A

S. No.	Particulars	Current Year	Previous Year
1.	Electricity Purchased Units (KWH)	21,43,272	18,58,428
2.	Total Cost (Rs.)	1,63,43,843	1,27,13,354
3.	Rate /Units (Rs.)	7.626	6.84

Part-B

Consumption per Unit of production

Product	Electricity (KWH)	
	Current Year	Previous Year
Toners & Developers (per Kg.)	7.74	9.65

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF

Rathi Graphic Technologies Limited

1. Report on Financial Statements

We have audited the accompanying financial statements of Rathi Graphic Technologies Limited ("the Company"), which comprises of the Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

2. Management's Responsibility for The Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including 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.

3. Auditors Responsibility

Our responsibility is to express an opinion on these 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 the 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 the internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

4. Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2016 and its profit and losses and its cash flows for the year ended on that date.

5. Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure 'A' statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Companies Act, 2013, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. the balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;
 - d. in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e. on the basis of the written representations received from the directors as on 31 March

2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2016 from being appointed as a director in terms of Section 164 (2) of the Act;

- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- g. with respect to the 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 the explanations given to us:
 - i. There is no pending litigation hence its impact on financial positions needs not to be disclosed.
 - ii. the Company has made necessary provision in its financial statements under the applicable law or accounting standards, wherever required;
 - iii. There is no amount which is required to be transferred to the Investor Education and protection funds by the Company. Hence there is no question of delay arise.

For A. K. Maheshwari & Associates
Chartered Accountants
(Firm Registration No.: 500106N)

(Tushar Jain)
(Partner)
Mem. No.: 524134

Place: New Delhi
Date: 30th May, 2016

Annexure 'A' to Independent Auditors' Report

Referred to in Paragraph 1 under the heading of "report on other legal and regulatory requirements" of our report of even date

1. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a phased programme of physical verification of its fixed assets which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with such programme, the management has physically verified its fixed assets during the year and no material discrepancies were noticed by them.
- (c) All immovable property is in the name of the Company.
2. According to the information and explanations given to us, physical verification of inventories is conducted by the management at periodic intervals. The procedures followed by the Company for physical verification of inventories are reasonable and adequate in relation to the size of the Company and the nature of its business. The Company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification as compared to book records.
3. The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act 2013. Consequently sub-clauses 3 (a), (b) & (c) of this clause are not applicable.
4. The Company has not made any transaction in respect of loans covered under section 185 of the Companies Act 2013 and in respect of loans, investments, guarantees and security covered under section 186 of the Companies Act, 2013, the provisions of the said section 186 have been duly complied.
5. The Company has not accepted any deposits from the public and consequently, the directives issued by Reserve Bank of India, the provisions of sections 73 to 76 of the Companies Act, 2013 and rules framed there under are not applicable.
6. In accordance with the information given by the management the maintenance of cost records has not been prescribed by the Central Government under section 148 (1) of the Companies Act, 2013.
7. (a) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company is regular in depositing the undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues as applicable with the appropriate authorities. According to the information and explanations given to us, there was no undisputed amounts payable in respect of the above dues which were outstanding as at 31st March, 2016 for a period of more than six months from the date of their becoming payable.
- (b) According to the information and explanations given to us, there is no amounts payable in respect of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues which have not been deposited on account of any disputes.
8. The Company has not any defaulted during the year, in repayment of any loans or borrowing to a financial institution, bank, Government or dues to debenture holders.
9. According to the information and explanations given

to us, during the year the Company has not raised any term loans and hence clause 3 (ix) is not applicable.

10. According to the information and explanations given to us, no fraud by the Company or no fraud by the Company's officers or employees has been noticed or reported during the year.
11. According to the information and explanations given to us, managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provision of section 197 read with schedule V of the companies Act.
12. The Company is not the Nidhi Company and hence clause 3 (xii) is not applicable.
13. According to the information and explanations given to us, all transactions with the related parties made by the Company are in compliance with sections 177 and 188 of Companies Act 2013 where applicable and the details have been disclosed in the Financial Statements, as required by the applicable accounting standards.
14. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year and hence clause 3 (xiv) is not applicable.
15. As per information and explanation given to us , the Company has not entered into any non- cash transactions with directors or persons connected with him and hence clause 3 (xiv) is not applicable.
16. In our opinion and according to the information and explanation given to us ,the Company is not required to be registered under section 45 IA of the Reserve Bank of India Act,1934

For **A. K. Maheshwari & Associates**
Chartered Accountants
(Firm Registration No.: 500106N)

(**Tushar Jain**)
(Partner)
Mem. No.: 524134

Place: New Delhi
Date: 30th May, 2016

**“Annexure B” to the Independent Auditor’s Report of even date on the Standalone Financial Statements of Rath Graphic Technologies Limited
Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of Rath Graphic Technologies Limited (“the Company”) as of March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on internal control over financial reporting criteria established by the Company ,considering the essential components of internal control stated in the guidance note issued by The Institute of Chartered Accountants of India .These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external

purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company, considering the essential components of internal control stated in the guidance note issued by the ICAI

For A. K. Maheshwari & Associates
Chartered Accountants
(Firm Registration No.: 500106N)

(Tushar Jain)
(Partner)
Mem. No.: 524134

Place: New Delhi
Date: 30th May, 2016

RATHI GRAPHIC TECHNOLOGIES LIMITED

CIN: L26960UP1991PLC013770

Balance Sheet as at 31st March, 2016

Amount in Rs.

Particulars	Note No	As at 31.03.2016	As at 31.03.2015
		₹	₹
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2	164,390,000	164,390,000
(b) Reserves and Surplus	3	225,967,041	213,907,179
		390,357,041	378,297,179
(2) Non-Current Liabilities			
(a) Long-Term Borrowings	4	155,308,473	189,608,134
(b) Other Long Term Liabilities	5	1,517,000	1,308,000
(c) Long Term Provisions	6	2,274,084	2,178,080
		159,099,557	193,094,214
(3) Current Liabilities			
(a) Short-Term Borrowings	7	69,675,984	66,270,772
(b) Trade Payable	8	45,351,274	53,069,888
(c) Other Current Liabilities	9	15,592,587	31,088,828
(d) Short-Term Provisions	10	8,253,366	4,839,424
		138,873,191	154,268,910
Total Equity & Liabilities		688,329,789	725,658,303
		₹	₹
II. ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets	11		
-Tangible Assets		139,576,475	145,676,890
(b) Non-current investments	12	314,261,620	316,261,620
(c) Deferred tax assets (net)	13	9,178,284	8,391,388
(d) Long term loans and advances	14	8,458,811	8,570,577
		471,475,190	478,900,473
(2) Current Assets			
(a) Inventories	15	73,903,216	82,438,843
(b) Trade receivables	16	125,466,030	151,440,707
(c) Cash and cash equivalents	17	3,717,920	1,932,592
(d) Short-term loans and advances	18	2,188,021	742,352
(e) Other current assets	19	11,694,412	10,203,336
		216,857,599	246,757,830
Total Assets		688,329,789	725,658,303

The accompanying Notes 1 to 40 form an integral part of these financial statement.

In terms of our report of even date attached
For A. K. Maheshwari & Associates
Chartered Accountants

CA. Tushar Jain
(Partner)
Membership No. : 524134
Firm Reg. No.: 500106N

Raj Kumar Rathi
Managing Director
DIN:00009569

Neha Chaudhary
Company Secretary
Membership No.34183

Sandesh Jain
Director
DIN:00318479

Place: New Delhi
Date: 30th May, 2016

Mukesh Sharma
Chief Financial Officer

RATHI GRAPHIC TECHNOLOGIES LIMITED
CIN: L26960UP1991PLC013770
Statement of Profit and Loss for the year ended 31st March, 2016
Amount in Rs.

Sr. No.	Particulars	Note No.	2015-16 ₹	2014-15 ₹
I	Revenue from operations	20	313,483,444	305,477,588
II	Other Income	21	3,158,354	1,418,037
III	Total Revenue (I + II)		316,641,798	306,895,625
IV	Expenses:			
	Cost of materials consumed	22	80,904,575	58,367,419
	Purchase of Stock-in-Trade		149,718,640	166,125,450
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	23	(1,582,383)	(4,492,632)
	Employees Cost	24	16,641,214	16,081,160
	Financial Costs	25	13,248,983	14,111,436
	Depreciation and Amortization Cost	26	7,465,380	8,549,292
	Other Expenses	27	31,878,752	30,556,025
	Total Expenses (IV)		298,275,161	289,289,150
V	Profit before exceptional and extraordinary items and tax	(III - IV)	18,366,637	17,606,475
VI	Exceptional Items			
	(1) Depreciation Written Back		-	-
	(1) Depreciation on Revaluation Reserve on Building		61,696	61,696
VII	Profit before extraordinary items and tax (V - VI)		18,408,333	17,659,141
VIII	Extraordinary items		-	1,094,210
IX	Profit before tax (VII - VIII)		18,408,333	18,584,931
X	Tax expense:			
	(1) Current tax		7,060,663	4,011,102
	(2) Tax Provision on earlier year		8,010	3,919
	(3) Deferred tax Assets / (Liabilities)		(783,898)	(938,565)
XI	Profit/(Loss) from continuing operations	(IX-X)	12,121,558	13,488,475
XII	Profit/(Loss) from discontinuing operations		-	-
XIII	Tax expense of discounting operations		-	-
XIV	Profit/(Loss) from Discontinuing operations (XII - XIII)		-	-
XV	Profit/(Loss) for the period (XI + XIV)		12,121,558	13,488,475
XVI	Earning per equity share:			
	(1) Basic		0.74	0.82
	(2) Diluted		0.74	0.82

The accompanying Notes 1 to 40 form an integral part of these financial statement.

In terms of our report of even date attached

For A. K. Maheshwari & Associates

Chartered Accountants

CA. Tushar Jain
(Partner)
Membership No. : 524134
Firm Reg. No.: 500106N

Raj Kumar Rathil
Managing Director
DIN:00009569

Neha Chaudhary
Company Secretary
Membership No.34183

Sandesh Jain
Director
DIN:00318479

Place: New Delhi
Date: 30th May, 2016

Mukesh Sharma
Chief Financial Officer

RATHI GRAPHIC TECHNOLOGIES LIMITED

Notes forming Integral Part of the Balance Sheet as at 31st March, 2016

2. Share Capital

₹

Amount in Rs.

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	AUTHORIZED CAPITAL 3,00,00,000 Equity Shares of Rs. 10/- each, (Previous year 3,00,00,000 Equity Shares of Rs. 10/- each)	300,000,000	300,000,000
		300,000,000	300,000,000
2	ISSUED, SUBSCRIBED & PAID UP CAPITAL 1,64,39,000 Equity Shares of Rs. 10/- each, Fully paid up (Previous year 1,64,39,000 Equity Share of Rs. 10/- each, fully paid up)	164,390,000	164,390,000
	Total in ₹	164,390,000	164,390,000

Note:

a) **Reconciliation of Equity Share Capital (In Number)**

Shares Outstanding at the beginning of the year (Nos)	16,439,000	16,439,000
Add: Shares Issued during the year (Nos)	-	-
Less: Shares bought back during the year (Nos)	-	-
Shares Outstanding at the end of the year (Nos)	16,439,000	16,439,000

b) The Company has only one class of Equity Shares having face value of Rs. 10/- each and each shareholder is entitled to one vote per share. Each shareholder have the right in profit/ surplus in proportion to amount paid up with respect to their shareholdings.

c) Following Shareholders hold equity shares more than 5% of the total equity shares of the Company at the end of the period:

Name of Shareholder	No of Shares	% of Shareholding
DBG Leasing & Housing Limited	1,780,100	10.83
Alpha Stock & Finservices Pvt Ltd.	1,978,158	12.03
Shark Packaging (India) Pvt.Ltd.	4,088,800	24.87
Raj Kumar Rathi	3,173,462	19.30

d) The Company has not issued shares for a consideration other than cash or bonus during the immediately preceding 5 years.

3. Reserve & Surplus

₹

Amount in Rs.

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	Capital Reserve		
	Beginning of the year	2,000,000	2,000,000
	Additions during the year	-	-
	Deletion during the year	-	-
	Closing Balance	2,000,000	2,000,000
2	Share Premium Account		
	Beginning of the year	80,916,000	80,916,000
	Addition	-	-
	Closing Balance	80,916,000	80,916,000
3	Revaluation Reserve		
	Beginning of the year	70,374,853	70,436,349
	Addition	-	-
	Deletion	61,696	61,696
	Closing Balance	70,312,957	70,374,653
4	Profit & Loss Account		
	Beginning of the year	60,616,526	34,457,684
	Less: Dep Adjustment as per Comp. Act 2013	-	2,259,257
	Surplus as per Profit & Loss Account	12,121,558	13,488,475
	Deduction:		
	Transferred to General Reserve	-	-
	Closing Balance -Profit and Loss Account	72,738,084	60,161,526
	Total in ₹	225,967,041	213,907,179

RATHI GRAPHIC TECHNOLOGIES LIMITED

Notes forming Integral Part of the Balance Sheet as at 31st March, 2016

4. Long Term Borrowings

₹

Amount in Rs.

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	Secured Loans		
a)	Term Loan		
	- From Bank	3,287,979	9,931,636
b)	Car Loan		
	- From Bank	2,079,497	2,098,600
	- From Other	-	-
		5,367,476	12,030,236
	Less: Current Maturities of Long Term Borrowings		
	Term Loan		
	- From Bank	3,287,979	6,521,680
	Car Loan		
	- From Bank	866,038	720,234
	- From Other	-	-
		4,154,017	7,241,914
		1,213,459	4,788,322
2	Unsecured Loans		
a)	- From Bank	-	-
b)	- From Others	3,334,713	12,295,125
		3,334,713	12,295,125
	Less: Current Maturities of Long Term Borrowings		
	- From Bank	-	-
	- From Others	2,193,051	2,730,634
		2,193,051	2,730,634
		1,141,662	9,564,494
3	Loans from Related Parties	138,217,525	159,239,828
4	Others	14,735,827	16,015,490
	Total in ₹	155,308,473	189,608,134

Notes:

- The Term Loan from State Bank of Bikaner and Jaipur is secured by hypothecation charge by covering entire Fixed Assets of the Company. Collateral security by extending of charge over Company's entire Current Assets (present and future) and personal Guarantee of promoter director Shri Raj Kumar Rathi.
- Balance of Term Loan is payable in 2 quarterly instalments starting from April, 2016 (Previous year repayable in 6 quarterly instalments from April, 2015).
- Car Loan are secured against hypothecation of vehicles purchase thereunder. Repayment of monthly instalment till the tenure of loan concerned.

5. Other Long Term Liabilities

₹

Amount in Rs.

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	Security Deposit		
	-from Dealers	1,308,000	1,308,000
	Total in ₹	1,308,000	1,308,000

6. Other Long Term Provisions

₹

Amount in Rs.

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	Provision for Gratuity & Leave Encashment		
	Gratuity Payable	1,855,860	1,763,414
	Leave Encashment Payable	418,224	414,666
	Total in ₹	2,274,084	2,178,080

RATHI GRAPHIC TECHNOLOGIES LIMITED

Notes forming Integral Part of the Balance Sheet as at 31st March, 2016

7. Short Term Borrowings ₹ Amount in Rs.

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	Working Capital facilities(Secured) - from Bank	69,675,984	65,270,772
	Total in ₹	69,675,984	65,270,772

Notes:

- a) The Working Capital limit from State Bank of Bikaner and Jaipur is covered by way of hypothecation over entire current assets of the Company. Collateral security by extending of charge over Company's entire fixed assets by way of equitable mortgage of Factory Land and Building at Bhiwadi, Rajasthan and Personal guarantee of promoter director Shri Raj Kumar Rathi.

8. Trades Payable ₹ Amount in Rs.

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	Raw Materials & Packing Materials	42,967,908	47,492,676
2	Stores & Others	2,383,366	5,577,212
	Total in ₹	45,351,274	53,069,888

9. Other Current Liabilities ₹ Amount in Rs.

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	For Expenses	5,604,215	5,443,449
2	Current Maturities of Long Term Borrowings		
	- Secured	4,154,017	7,241,914
	- Unsecured	2,193,051	2,730,634
3	Advance from Customers & Others	2,062,693	13,383,251
4	Statutory Dues Payable	1,578,591	2,287,578
	Total in ₹	15,592,567	31,086,826

10. Short Term Provisions ₹ Amount in Rs.

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	Provision For Employees Benefit		
	Gratuity Payable	854,070	597,928
	Leave Encashment Payable	338,633	230,394
	Sub Total-A	1,192,703	828,322
2	Others		
	Provision for Taxation	7,060,663	4,011,102
	Sub Total-B	7,060,663	4,011,102
	Total (A+B) in ₹	8,253,366	4,839,424

RATHI GRAPHIC TECHNOLOGIES LIMITED

Notes forming Integral Part of the Balance Sheet as at 31st March, 2016

11. Fixed Asset

Amount in Rs.

Sr. No	Particulars	Gross Block			Depreciation			Net Block	
		Value at the beginning	Addition during the period	Deduction during the period	Value at the end	Value at the beginning	Addition during the period	Deduction during the period	Value at the end
I	Tangible Assets								
1	Land- Industrial Plot	71,400,000	-	-	71,400,000	-	-	-	71,400,000
2	Factory Building	44,406,663	-	-	44,406,663	23,559,132	1,469,858	-	25,029,000
3	Plant and Machinery	115,384,764	194,275	-	115,579,039	69,186,714	3,993,106	-	73,179,820
4	Furniture & Fixtures	5,663,862	-	-	5,663,862	3,757,681	804,217	-	4,561,898
5	Vehicles (Cars)	7,859,686	955,679	314,743	8,500,622	3,398,210	976,493	299,008	4,075,897
6	Office Equipment	4,564,755	145,430	-	4,710,185	4,140,246	129,079	-	4,269,325
7	Computer	1,677,345	18,270	-	1,695,615	1,601,042	50,481	-	1,651,523
8	Electric Installation	3,996,363	-	-	3,996,363	3,644,659	35,662	-	3,680,321
9	Tubewell & Borewell	115,941	67,048	-	182,989	110,144	6,474	-	116,618
10	Tools & Dies	106,772	-	-	106,772	101,433	-	-	101,433
	SUB TOTAL (A)	255,176,151	1,380,702	314,743	256,242,110	109,499,261	7,465,380	299,006	116,665,635
II	Capital Work-in-progress								
1	Building Under Construction	-	-	-	-	-	-	-	-
	SUB TOTAL (B)	-	-	-	-	-	-	-	-
	Total [A + B] (Current Year)	255,176,151	1,380,702	314,743	256,242,110	109,499,261	7,465,380	299,006	116,665,635
	Total (Previous Year)	258,696,368	4,029,345	7,549,562	255,176,151	104,026,064	10808549*	5335352	109,499,261
									145,676,890

* Includes Rs.2359257/- adjusted against general reserve.

RATHI GRAPHIC TECHNOLOGIES LIMITED

Notes forming Integral Part of the Balance Sheet as at 31st March, 2016

12. Non Current Investment		₹	Amount in Rs.
Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	Investment in Property	2,935,261	2,935,261
2	Investment in Equity Instrument		
	a. Quoted fully paid		
	Rathi Steel And Power Limited	1,245,550	1,245,550
	24911 (Previous year 24911)		
	shares @ Rs.10 /- each fully paid-up		
	b.Unquoted fully paid		
	Investment in Subsidiary Company	310,080,809	312,080,809
	RGTL Industries Limited		
	1,01,51,830 (Previous year 1,01,51,830)		
	Shares of Rs.10/- each fully paid-up per share		
	Total in ₹	314,261,620	316,261,620

Notes:

a) Market value of quoted investment is Rs.78470/- (Previous year Rs. 82206/-).

13. Deferred Tax Assets		₹	Amount in Rs.
Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	Beginning of the Year	8,391,386	7,452,821
	Deferred Tax Assets / (Liabilities)	783,898	938,565
	Total in ₹	9,175,284	8,391,386

14. Long Term Loans and Advances		₹	Amount in Rs.
Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	Advances		
	a) Unsecured, Considered Good :	6,044,811	5,969,810
2	Security Deposit		
	a) Unsecured, Considered Good :		
	- Government	1,464,500	1,558,100
	b) Unsecured, Considered Good :		
	- Others	949,500	1,042,667
	Total in ₹	8,458,811	8,570,577

15. Inventories		₹	Amount in Rs.
Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
	(as valued,taken and certified by the Management)		
1	Raw Material	20,084,628	29,642,530
2	Finished Goods	31,520,097	29,763,520
3	Stores & Spares	1,248,542	1,362,457
4	Furnace Oil	13,677	44,832
5	Packing Materials	2,432,528	2,864,253
6	Work in Process	18,803,744	18,564,251
7	Scrap	-	197,000
	Total in ₹	73,903,216	82,438,843

RATHI GRAPHIC TECHNOLOGIES LIMITED

Notes forming Integral Part of the Balance Sheet as at 31st March, 2016

16. Trade Recievables

₹

Amount in Rs.

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
	<u>Unsecured, Considered Good :</u>		
1	Outstanding for more than six months	59,015,868	120,026,530
2	Others	66,450,162	31,414,177
	Total in ₹	125,466,030	151,440,707

17. Cash & Cash Equivalent

₹

Amount in Rs.

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	Cash-in-Hand Cash Balance	1,098,150	147,124
	Sub Total (A)	1,098,150	147,124
2	Bank Balance Balance with schedule bank In Fixed Deposit (lodged as Margin Money)	576,418 2,043,352	89,412 1,696,056
	Sub Total (B)	2,619,770	1,785,468
	Total [A + B]	3,717,920	1,932,592

18. Short Terms Loans and Advances

₹

Amount in Rs.

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	a) Unsecured, Considered Good (Recoverable in cash or kind) : - Others	2,166,021	742,352
	Total in ₹	2,166,021	742,352

19. Other Current Assets

₹

Amount in Rs.

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	Advance Recoverable in cash or in kind or for value to be considered good	3,923,535	2,767,120
2	Advance Income Tax/Refund Due	15,138	24,200
3	Balance With Revenue Authorities	7,478,315	7,281,027
4	Prepaid Expenses	187,424	130,969
	Total in ₹	11,604,412	10,203,336

RATHI GRAPHIC TECHNOLOGIES LIMITED

Notes forming integral part of Statement of Profit & Loss for the year ended 31st March, 2016

20. Revenue from Operations

₹

Amount in Rs.

Sr. No	Particulars	2015-16	2014-15
1	Sales-Manufacturing	114,600,878	91,753,696
	Less: Excise Duty	11,494,394	10,212,432
		103,106,484	81,541,264
2	Sales-Trading	210,356,960	2,23,936,324
	Total in ₹	313,463,444	305,477,588

21. Other Income

₹

Amount in Rs.

Sr. No	Particulars	2015-16	2014-15
1	Interest on Margin Money with Banks	273,331	241,948
2	Foreign currency fluctuation	1,204,299	794,132
3	Profit on Sale of Assets	16,263	-
4	Rent Received	30,000	30,000
5	Balances Written back	1,232,461	351,927
	Profit on sale of investments	400,000	
	Total	3,156,354	1,418,007

22. Cost of Material Consumed

₹

Amount in Rs.

Sr. No	Particulars	2015-16	2014-15
1	Raw Materials Consumed	77,377,363	55,425,470
2	Packing Materials Consumed	3,527,212	2,941,949
	Total	80,904,575	58,367,419

23. Change in Inventories

₹

Amount in Rs.

Sr. No	Particulars	2015-16	2014-15
1	Opening Stock of Finished Goods	29,763,520	27,159,119
	Opening Stock of Work-in-Process	18,564,251	16,676,020
	Opening Stock of Scrap	197,000	197,000
	Sub-Total (A)	48,524,771	44,032,139
2	Closing Stock of Finished Goods	31,520,097	29,763,520
	Closing Stock of Work-in-Process	18,603,744	18,564,251
	Closing stock of Scrap	-	197,000
	Sub-Total (B)	50,123,841	48,524,771
	Difference (A-B)	(1,599,070)	(4,492,632)
	Add: Increase/ (Decrease) in excise duty on stock	16,687	0
	Total	(1,582,383)	(4,492,632)

24. Employees Costs

₹

Amount in Rs.

Sr. No	Particulars	2015-16	2014-15
1	Salary & Wages and Other Benefit	15,561,329	15,063,959
2	Contribution to Provident and other Funds	991,098	850,226
3	Staff Welfare Expenses	88,787	166,975
	Total	16,641,214	16,081,160

RATHI GRAPHIC TECHNOLOGIES LIMITED

Notes forming integral part of Statement of Profit & Loss for the year ended 31st March, 2016

25. Financial Costs

		Amount in Rs.	
		₹	₹
Sr. No	Particulars	2015-16	2014-15
1	Interest on Loan from Banks	10,072,882	10,737,082
2	Interest on Other loans	2,002,216	1,940,134
3	Bank & Processing Charges	1,151,992	1,302,965
4	Other charges	21,893	131,255
	Total	13,248,983	14,111,436

26. Depreciation & Amortisation Cost

		Amount in Rs.	
		₹	₹
Sr. No	Particulars	2015-16	2014-15
1	Depreciation	7,465,380	8,549,292
	Total	7,465,380	8,549,292

27. Other Expenses

		Amount in Rs.	
		₹	₹
Sr. No	Particulars	2015-16	2014-15
	Other Manufacturing Expenses		
1	Stores and Spares Consumed	386,991	517,671
2	Power & Fuel	16,742,044	12,884,322
3	Insurance	481,762	484,094
	Sub Total (a)	17,610,797	13,886,087
	Repair & Maintenance		
1	Plant & Machinery	557,862	1,037,333
2	Vehicles	208,286	314,563
3	Others	756,887	652,073
	Sub Total (b)	1,523,035	2,003,969
	Administrative Expenses		
1	Directors Salary	2,880,000	2,880,000
2	Telephone, Telegram & Postage Expenses	497,277	532,461
3	Travelling & Conveyance Expenses	2,020,679	2,252,130
4	Fees & Subscription	462,301	380,132
5	General Expenses	737,286	835,977
6	Legal & Professional Charges	855,014	1,148,634
7	Previous Year expenses	-	30,609
8	Service Tax Paid	23,407	22,532
9	Printing & Stationery Expenses	698,051	721,877
10	Rent, Rates & Taxes	1,383,088	965,811
11	Donation	422,452	470,652
12	Interest on Taxes	887,623	738,076
13	Auditors's Remuneration		
	-Audit Fee	100,850	100,000
	-Tax Audit Fee	30,000	29,500
	Sub Total (c)	10,997,828	11,108,391
	Selling & Distribution Expenses		
1	Advertisement & Publicity Expenses	178,421	190,449
2	Sales Promotion Expenses	545,650	1,373,486
3	Selling Expenses	1,023,021	1,993,643
	Sub Total (d)	1,747,092	3,557,578
	Total (a+b+c+d)	31,878,752	30,556,025

RATHI GRAPHIC TECHNOLOGIES LIMITED**CIN: L26960UP1991PLC013770****Cash Flow Statement for the year ended 31st March, 2016****Amount in Rs.**

Particulars	2015-16	2014-15
Cash Flow from Operating Activities		
Net Profit before taxation, and extraordinary items	18,344,637	17,597,444
Adjustment for:		
Depreciation	7,465,380	8,549,292
Interest Income	(273,331)	(241,948)
Interest Paid	13,248,983	13,051,768
Other misc. income	(30,000)	(30,000)
Loss/(Profit) on sale of Fixed Assets	(16,263)	-
Profit on sale of investments	(400,000)	-
Misc Expenses Written off	-	-
Operating Profit before working Capital changes	36,339,406	36,926,556
(Increase)/Decrease in Trade Receivables	25,974,677	74,416,356
(Increase)/Decrease in Inventories	8,535,627	(6,615,946)
Increase/(Decrease) in Trade Payables	(7,718,614)	(62,449,547)
Increase/(Decrease) in other long term liabilities	209,000	(16,000)
Increase/(Decrease) in long term provisions	96,004	(48,015)
Increase/(Decrease) in other current liabilities	(11,868,779)	6,444,789
Increase/(Decrease) in other short term provisions	3,413,942	1,018,784
(Increase)/Decrease in long term loans & advances	111,766	(753,262)
(Increase)/Decrease in short term loans & advances	(1,423,669)	1,069,890
(Increase)/Decrease in other current assets	(1,401,076)	8,781,737
Cash generated from Operations	54,268,284	60,773,342
Income Tax Paid	7,068,673	4,015,020
Cash Flow before extraordinary item	47,199,611	56,758,322
Extraordinary items (specifying nature)	-	-
Net Cash from Operating Activities -A	47,199,611	56,758,322
Cash Flow from Investing Activities		
Purchase of Tangible Fixed Assets	(1,380,702)	(4,029,345)
Purchase of Long Term Investment	2,400,000	-
Sale of Tangible Fixed Assets	32,000	1,120,000
Interest Received	273,331	241,948
Other misc. income	30,000	30,000
Net Cash from Investing Activities -B	1,354,629	(2,637,397)
Cash Flow from Financing Activities		
Proceeds from issuance of Share Capital (Including Share Premium)	-	-
Proceeds from Long Term Borrowings	(37,925,141)	(39,536,018)
Proceeds from Short Term Borrowings	4,405,212	(3,712,074)
Interest Paid	(13,248,983)	(13,051,768)
Net Cash used in Financing Activities-C	(46,768,912)	(56,299,860)
Net increase in cash and Cash Equivalents (A+B+C)	1,785,328	(2,178,935)
Cash and Cash Equivalents at beginning of period (See Note 1)	1,932,592	4,111,527
Cash and Cash Equivalents at end of period (See Note 1)	3,717,920	1,932,592

The accompanying Notes 1 to 40 form an integral part of these financial statement.

In terms of our report of even date attached

For A. K. Maheshwari & Associates

Chartered Accountants

CA Tushar Jain

Partner

Membership No. : 524134

Firm Reg. No.: 500106N

Place: New Delhi

Date: 30th May, 2016

Raj Kumar Rathi

Managing Director

DIN:00009569

Neha Chaudhary

Company Secretary

Membership No.34183

Sandesh Jain

Director

DIN:00318479

Mukesh Sharma
Chief Financial Officer

Rathi Graphic Technologies Limited

Notes to financial statements for the period 1st April, 2015 to 31st March 2016

Nature of Operation

Rathi Graphic Technologies Limited (“the Company”) was incorporated on December 02, 1991. The company is engaged in the business of manufacturing of Tonners and Developers for use in photocopier machines & laser printers.

1. Significant Accounting Policies

I. Accounting Convention

The accounts of the Company have been prepared under the historical cost convention on accrual basis of accounting in accordance with the accounting principles generally accepted in India (GAAP) and comply with the mandatory accounting standards notified under the relevant provisions of the Companies Act, 2013. The financial statements are presented in Indian rupees rounded off to nearest decimal.

The Company has also reclassified/ regrouped the previous year figures in accordance with the requirements applicable in the current year.

All Assets and Liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III of the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

II. TANGIBLE FIXED ASSETS AND DEPRECIATION

- a) Tangible Fixed Assets are stated at original cost net of tax/duty credits availed, if any, less accumulated depreciation /amortization / impairment. The cost of fixed assets includes effect of exchange difference on long term foreign currency borrowings, freight and other incidental expenses related to the acquisition and installation of the respective assets. Borrowings cost directly attributable to fixed assets which necessarily take a substantial period of time to get ready for their intended use are capitalized. Interest on loans and other financial charges in respect of qualifying assets and expenditure incurred on start up and commissioning of the project and or substantial expansion, including the expenditure incurred on Trial Runs up to the date of commencement of commercial production are capitalized.
- b) Depreciation is provided based on useful life

of the assets as prescribed in Schedule II to the Companies Act, 2013, as per Straight Line Method (SLM).

III. INVESTMENTS

Investments that are readily realizable and intended to be held for not more than a year from the date of acquisition are classified as current investments. All other investment is classified as long-term investments. However, that part of long-term investments which is expected to be realized within 12 months after reporting date is also presented under 'current assets' as "current portion of long-term investments" in consonance with the current-non-current classification scheme as prescribed in Schedule III to the Companies Act, 2013.

Long- term investments are valued at cost. Any decline other than temporary, in the value of long-term investments, is adjusted in the carrying value of such investments.

Current investments are carried forward at lower of cost and fair value

Any reduction in the carrying amount and any reversals of such reductions are charged or credited to the Statement of Profit and Loss. Profit or Loss on sale of investments is determined on the basis of weighted average carrying amount of investments disposed of, if any.

IV. VALUATION OF INVENTORIES

Inventories are valued as per AS-2 (Valuation of Inventories) & relevant guidance note issued by the ICAI as under:

- a) Stocks of Raw Materials are valued at cost by adopting FIFO Method.
- b) Stock of Work in process is valued at cost of Raw Material and proportionate direct manufacturing expenses.
- c) Stock of stores, spares and packing material are valued at cost by adopting FIFO Method.
- d) Stocks of finished goods are valued at lower of cost or net realizable value. Cost includes raw material cost and appropriate share of manufacturing expenses and is inclusive of depreciation and excise duty paid / payable thereon.
- e) Bye-product, if any is valued at net realizable value.

V. BORROWING COSTS

Borrowing costs attributable to acquisition, construction of qualifying assets are capitalized as part of cost of the relevant assets up to the date the asset is put to use. All other borrowing costs are recognized as an expense in the year in which they are incurred.

VI. FOREIGN CURRENCY TRANSACTIONS

Transactions for foreign currency are recorded at the exchange rate prevailing on the date of transaction. For the foreign currency transactions outstanding at the end of the year, the exchange rate differences are being recognized at year end. However, foreign currency transactions which are settled up to the date of balance sheet, the exchange fluctuation is therefore accounted for on actual basis.

VII. IMPAIRMENT OF ASSETS

In case of indication of impairment of the carrying amount of the Company's assets, an asset's recoverable amount is estimated. Impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount.

Reversal of impairment Loss recognized in prior periods is recorded when there is an indication that the impairment loss recognized for the assets no longer exists or has decreased.

Post impairment depreciation is provided on the revised carrying value of the assets over its remaining useful life.

VIII. Earnings per Share

Basic earnings per share are calculated by dividing the net profit/ (loss) for the period attributable to the equity shareholders by the weighted average number of equity shares outstanding.

IX. REVENUE RECOGNITION

- a) Sales are recognized on dispatch of goods to customers. Gross Sales represents invoiced value of goods sold, net of sales tax but inclusive of excise duty.
- b) Profit / Loss on sale of Fixed Assets are recognized in the year of sale.
- c) Interest is accounted on accrual basis.
- d) Dividend is accounted on receipt basis.

X. EMPLOYEE BENEFIT

a) Short-term employee benefits:

All employee benefit falling due within twelve months of the end of the period in which the employee render the related services are classified as short term employee benefits, which include benefits like salaries, wages etc. which are recognized as expenses in the period in which the employee renders the related service and measured accordingly.

b) Post-employment benefits:

Post employment benefit plans are classified into defined contribution plans and defined benefit plans in line with the requirements of AS-15 on "Employee Benefit".

Gratuity and Leave Encashment

Gratuity and leave encashment which are defined benefits are recognized in the Statement of Profit and Loss based on actuarial valuation using projected unit credit method as at Balance Sheet date by an independent actuary.

Statement of the Gratuity & Leave encashment as at 31 March, 2016 is as follow:

		Gratuity (Non Funded)	Leave Encashment (Non-Funded)	Gratuity (Non-Funded)	Leave Encashment (Non-Funded)
		31.03.2016		31.03.2015	
I	Expense recognized in the Statement of Profit and Loss				
A	Current Service cost	3,35,108.00	1,46,561.00	3,18,919.00	1,46,414.00
b	Interest cost	1,88,907.00	51,605.00	1,51,395.00	37,284.00
c	Expected return on plan asset	-		-	-
d	Net actuarial (gain)/loss recognized in the period	8,537.00	(36,384.00)	2,53,621.00	60,817.00
E	Expenses recognized in Statement of Profit and Loss	5,32,552.00	1,61,782.00	7,23,935.00	2,44,515.00
II	Net Assets/(Liabilities) Recognized in the Balance Sheet				
a	Present value of obligation as at the end of the period	27,09,930.00	756,857.00	23,61,342.00	6,45,060.00
b	Fair Value of plan asset as at the end of the period	-	-	-	-
c	Funded status	(27,09,930.00)	(7,56,857.00)	(23,61,342.00)	(6,45,060.00)
d	Net Assets/(Liabilities) recognized in the balance sheet	(27,09,930.00)	(7,56,857.00)	(23,61,342.00)	(6,45,060.00)

III	Change in present value of obligation				
a	Present value of obligation as at beginning of the period	23,61,342.00	6,45,060.00	18,92,435.00	4,66,051.00
b	Interest cost	1,88,907.00	51,605.00	1,51,395.00	37,284.00
c	Current Service cost	3,35,108.00	1,46,561.00	3,18,919.00	1,46,414.00
d	Benefits Paid(if any)	(1,83,964.00)	(49,985.00)	(2,55,028.00)	(65,506.00)
e	Actuarial (Gain)/Loss on obligation	8,537.00	(36,384.00)	2,53,621.00	60,817.00
f	Present value of obligation at the end of the period	27,09,930.00	7,56,857.00	23,61,342.00	6,45,060.00
IV	Changes in the fair value of plan assets				
a	Fair value of plan assets as at beginning of the period	-	-	-	-
b	Expected return on plan assets	-	-	-	-
c	Contributions	-	-	-	-
d	Benefits Paid	-	-	-	-
e	actuarial (Gain)/Loss on plan assets	-	-	-	-
f	Fair value of plan assets at the end of the period	-	-	-	-
V	The Major Category of Plan assets as a percentage to total plan				
	Mutual Funds/Govt. Securities/Bank	0%	-	0%	-
VI	Actuarial Assumptions				
	Economic Assumptions-				
	Discounting Rate	8.00%PA	8.00%PA	8.00%PA	8.00%PA
	Future Salary Increase	6.00% PA	6.00% PA	6.00% PA	6.00% PA
	Expected Rate of return on plan assets	0	0	0	0
	Demographic Assumptions-				
	Retirement Age	58	58	58	58
	Mortality Table	IALM	IALM	IALM	IALM
		(2006-08)	(2006-08)	(2006-08)	(2006-08)
	Withdrawal rate	5.00%pa	5.00%pa	5.00%pa	5.00%pa

OTHER NOTES ON ACCOUNTS

28. PROVISION FOR CURRENT AND DEFERRED TAX

Provision for Deferred tax assets and liability is estimated as per provisions of the Income Tax Act, 1961.

Deferred Tax Assets / Liabilities is recognized subject to the consideration of prudence on timing difference being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more period. The components of Deferred Tax Assets/Liabilities in accordance with the AS-22 "Accounting for taxes on Income" as on 31.03.2016 are as follows:

Particulars	31.03.2016	31.03.2015
Depreciation as per Companies Act	74,65,380	84,87,596
Depreciation as per Income Tax Act	57,88,793	65,63,260
	16,76,588	19,24,336
Creation of Deferred Tax (Liabilities) /Assets (A)	5,54,330	6,24,351
Provision for Gratuity	5,32,552	7,23,935
Provision for Leave Encashment	1,61,782	2,44,515
	6,94,334	9,68,450
Creation of Deferred Tax Assets (B)	2,29,568	3,14,214
Net Deferred Tax (Liabilities)/Assets (A+B)	7,83,898	9,38,565
Closing Balance of Deferred Tax (Liabilities) /Assets (A+B) transfer to Balance Sheet	91,75,284	83,91,386

29. RELATED PARTY DISCLOSURES

In accordance with the Accounting Standards (AS-18) on Related Party Disclosures, where control exists and where key management personnel are able to exercise significant influence and, where transactions have taken place during the year, along with description of relationship as identified, are given below:

a) Relationships

I. Key Management Personnel

Particulars	Name of Related Parties
Associates	RGTL Industries Limited Alpha Stocks & Finservices Pvt.Ltd. Shark Packaging (India) Pvt.Ltd. Rathi Electrosteel Limited Sandesh Jain & Co SFSL Investment Limited SMGK Agro Products Pvt. Limited Mamta Jain & Associates
Key Management Personnel	Sh.Raj Kumar Rathi (Managing Director)
Relatives of Key Management Personnel	Punam Chand Rathi (HUF) Raj Kumar Rathi (HUF) Smt. Sushila Rathi

Sr. No.	Name of the Related Party	Relationship	Nature of Transaction	Debit Transactions	Credit Transactions	Balance as at Mar. 31, 2015	Balance as at Mar. 31, 2014
1	Alpha Stocks & Finservices Pvt. Ltd.	Associates	Unsecured Loans	5,18,99,791	1,55,68,000	4,61,45,710 CR	8,24,77,501 CR
2	Shark Packaging (India) Pvt. Ltd	Associates	Unsecured Loans	1,02,00,000	25,00,000	4,95,08,287 CR	5,72,08,287 CR
3	RGTL Industries Ltd	Subsidiary	Unsecured Loans	1,01,77,216	17,69,1704	75,14,488 CR	Nil
4	Sh. Raj Kumar Rathi	Managing Director	Remuneration	2863657	2880000	2,08,075 CR	1,91,732 CR
5	Sh. Raj Kumar Rathi	Managing Director	Advance	3,03,80,000	4,58,75,000	3,50,49,040 CR	1,95,54,040 CR
6	Smt. Sushila Rathi	Relative to Director	Rent/Security Deposit	8,97,500	3,00,000	5,30,000 DR	67,500 CR
7	Sandesh Jain & Co.	Partner	Unsecured Loan	4,00,000		Nil	400000 CR
8	SFSL Investment Limited	Associate	Advance	325000	225000	Nil	100000 CR
9	SMGK Agro Products Pvt. Limited	Associate	Advance	-	-	500000 CR	500000 CR
10	Mamta Jain & Associates	Relative to Director	Professional Services	81080	171836	92291 CR	1535 CR

30. (A)Value of Raw Material consumed:

Rs.in Lacs

Particulars	Imported				Indigenous			
	2015-16	%	2014-15	%	2015-16	%	2014-15	%
Materials	769.45	99.44%	520.80	93.96%	4.32	0.56%	33.45	6.04%
Packing Materials	0.00		0.00		35.27	100%	29.42	100%
Stores & Spares	0.00		0.00		3.87	100%	5.18	100%

(B) Value of Import during the year (CIF Basis)

Rs.in Lacs

Particulars	2015-16	2014-15
Raw Materials	782.38	479.92
Total	782.38	479.92

31. Payment to Auditor

Rs.in Lacs

Particulars	2015-16	2014-15
Statutory Audit Fees	1.01	1.00
Tax Audit Fees	0.30	0.30
Other Capacity	0.43	0.11
Total*	1.74	1.41

*Excluding Service Tax

32. In the opinion of the Management, the current assets and loans & advances would realize at least the amount at which these are stated in the Balance Sheet.

35. Foreign currency exposures that are not hedged by derivatives instruments or otherwise is as follows:

S.No.	Particulars	Foreign Currency	As at 31 March 2016		As at 31 March 2015	
			Amount (USD)	Amount(Rs.)	Amount(USD)	Amount(Rs.)
1.	Trade Receivable	USD	7,93,925	5,26,63,348	7,93,925	4,96,92,401
2.	Trade Payable	USD	4,72,100	3,13,15,762	4,72,100	2,95,49,116

36. Expenditure in Foreign Currency is Rs. Nil (Previous year Rs. Nil)

37. Earning in Foreign Currency Rs.63649/-(Previous Year Rs.Nil)

38. EARNINGS PER SHARE

The basic earnings per share is calculated by dividing the net profit after tax for the year by weighted average number of equity shares outstanding during the year.

Earning per Equity Shares	Current Year			Previous Year		
	No. of Shares	Profit after Tax	EPS	No of Shares	Profit after Tax	EPS
Basic	1,64,39,000	1,21,21,558	0.74	1,64,39,000	1,34,88,475	0.82
Diluted	1,64,39,000	1,21,21,558	0.74	1,64,39,000	1,34,88,475	0.82

39. Balance of debtors, creditors, loans and advances are subject to reconciliation and confirmation.

40. Previous year figures have been regrouped / rearranged wherever necessary, to correspond to current year figures.

As per our report of even date

For **A.K. Maheshwari & Associates**

Chartered Accountants

CA Tushar Jain
(Partner)
Membership No.: 524134
Firm Registration No.: 500106N

Mukesh Sharma
CFO

Raj Kumar Rath
(Managing Director)
DIN:00009569

Neha Chaudhary
Company Secretary
Membership No. 34183

Sandesh Jain
(Director)
DIN:00318479

Place: New Delhi
Date : 30th May, 2016

33. CONTINGENT LIABILITIES

Contingent Liabilities not provided for:

- I. Letter of Credit established in favour of the suppliers for raw materials Rs.1,30,75,717/- (Previous year Rs. 1,34,77,210/-).
 - II. Bank Guarantee Rs. Nil/- (Previous year Rs.11,00,000/-).
 - III. The Company has given corporate guarantee to banks/FI for credit facilities of Rs.142.59 Crores extended to its subsidiary Company M/s RGTL Industries Limited.
34. Necessary disclosures required under the Micro, Small and Medium Enterprises Development Act,2006, can only be considered once relevant information to identify the suppliers who are covered the said Act are received from such parties/suppliers.

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF

Rathi Graphic Technologies Limited

REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

We have audited the accompanying consolidated financial statements of Rathi Graphic Technologies Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2016, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these Consolidated financial statements that give a true and fair view of the financial position, financial performance and Consolidated 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 Consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors Responsibility

Our responsibility is to express an opinion on these consolidated 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 consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements.

The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers the internal financial control relevant to the Company's preparation of the Consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the consolidated financial statements.

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

OTHER MATTER

We did not audit the financial statement of Subsidiaries M/s RGTL Industries Limited (Formerly known as Rathi Rajasthan Steel Mills Limited) whose Financial statements reflect total assets of Rs. 31,111.31 Lacs at March 31, 2016, total revenue from operations of Rs. 36,903.05 Lacs and net cash flows amounting to Rs. 38.19 Lacs for the year then ended, as considered in the consolidated financial statements. These financial statement have been audited by other auditors whose reports have been furnished to us by the management of the holding company and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosure in respect of these subsidiaries and our report in terms of sub section (3) of section 143 of the Act, in so far as relates to the aforesaid subsidiaries, is based solely on the reports of the other auditor

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2016 and its consolidated profit and losses and its consolidated 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, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure 'A' statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143 (3) of the Companies Act, 2013, we report that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b. in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c. the balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;
- d. in our opinion, the aforesaid Consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e. on the basis of the written representations received from the directors as on 31 March 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2016 from being appointed as a director in terms of Section 164 (2) of the Act;
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
- g. with respect to the 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 the explanations given to us:
- i. There is no pending litigation hence its impact on financial positions needs not to be disclosed.
- ii. the Company has made necessary provision in its Consolidated financial statements under the applicable law or accounting standards, wherever required;
- iii. There is no amount which is required to be transferred to the Investor Education and protection funds by the Company. Hence there is no question of delay arise.

For **A. K. Maheshwari & Associates**
Chartered Accountants
(Registration No. 500106N)

Tushar Jain
(Partner)
Mem. No. : 524134

Place: New Delhi
Date: 30th May, 2016

"Annexure A" to the Independent Auditor's Report of even date on the consolidated financial statements of Rath Graphic Technologies Limited

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Rath Graphic Technologies Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on internal control over financial reporting criteria established by the company, considering the essential components of internal control stated in the guidance note issued by The Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial

statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Consolidated financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become

inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the company, considering the essential components of internal control stated in the guidance note issued by the ICAI

Other Matters

Our aforesaid report under section 143(3) (1) of the act on the adequacy and operating effectiveness of the internal financial controls over financial reporting , in so far as it relates to subsidiary M/s RGTL Industries Limited (Formerly known as Rathi Rajasthan Steel Mills Limited) of the Holding company, which are incorporated in India ,is based on the corresponding reports of the auditors of such companies incorporated in India

For A. K. Maheshwari & Associates

Chartered Accountants
(Firm Registration No.: 500106N)

Tushar Jain

(Partner)
Mem. No.: 524134

Place: New Delhi
Date: 30th May, 2016

RATHI GRAPHIC TECHNOLOGIES LIMITED
CIN: L26960UP1991PLC013770
Consolidated Balance Sheet as at 31st March, 2016
Amount in Rs.

Particulars	Note No	As at 31.03.2016	As at 31.03.2015
I. EQUITY AND LIABILITIES		₹	₹
(1) Shareholder's Funds			
(a) Share Capital	2	164,390,000	164,390,000
(b) Reserves and Surplus	3	987,149,073	943,001,203
		1,151,539,073	1,107,391,203
Minority Interest		537,663,855	431,874,820
(2) Non-Current Liabilities			
(a) Long-Term Borrowings	4	338,506,266	472,405,776
(b) Deferred Tax Liabilities (Net)	5	54,147,143	55,271,119
(c) Long Term Liabilities	6	1,517,000	1,308,000
(d) Long Term Provisions	7	4,241,420	3,531,871
		398,411,829	532,516,766
(3) Current Liabilities			
(a) Short-Term Borrowings	8	1,011,486,312	855,387,485
(b) Trade Payables	9	132,560,144	130,845,481
(c) Other Current Liabilities	10	207,688,398	227,843,943
(d) Short-Term Provisions	11	33,340,357	43,135,726
		1,385,075,211	1,257,212,635
Total Equity & Liabilities		2,973,895,542	3,328,995,424
II. ASSETS		₹	₹
(1) Non-Current Assets			
(a) Fixed Assets	12		
(i) Tangible Assets		1,367,265,100	1,405,580,198
(ii) Capital Work-In-Progress		-	-
(b) Non-current investments	13	24,583,811	28,092,761
(c) Long term loans and advances	14	44,319,682	33,002,404
(d) Other non-current assets	15	2,092,293	2,472,790
		1,438,260,886	1,469,148,153
(2) Current Assets			
(a) Inventories	16	230,884,916	258,195,817
(b) Trade receivables	17	1,572,516,861	1,460,174,066
(c) Cash and cash equivalents	18	8,664,527	3,060,354
(d) Short-term loans and advances	19	170,713,846	86,195,666
(e) Other current assets	20	51,648,932	52,221,368
		2,034,429,082	1,859,847,271
Total Assets		3,472,689,968	3,328,995,424

The accompanying Notes 1 to 44 form an integral part of these consolidated financial statement.

In terms of our report of even date attached

For A. K. Maheshwari & Associates

Chartered Accountants

CA Tushar Jain
(Partner)
Membership No. : 524134
Firm Reg. No.: 500106N

Raj Kumar Rathi
Managing Director
DIN:00009569

Neha Chaudhary
Company Secretary
Membership No.34183

Sandesh Jain
Director
DIN:00318479

Place: New Delhi
Date: 30th May, 2016

Mukesh Sharma
Chief Financial Officer

RATHI GRAPHIC TECHNOLOGIES LIMITED
CIN: L26960UP1991PLC013770
Consolidated Statement of Profit and Loss for the year ended 31st March, 2016

Sr. No	Particulars	Note No.	2015-16	2014-15
I	Revenue from operations	21	₹ 4,003,768,358	₹ 4,847,865,194
II	Other Income	22	10,842,997	8,560,386
III	III. Total Revenue (I + II)		4,014,611,356	4,856,425,580
IV	Expenses:			
	Cost of materials consumed	23	3,194,439,548	3,981,145,784
	Purchase of Stock-in-Trade		149,718,640	166,125,450
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	24	23,639,182	6,806,169
	Employees Costs	25	33,850,618	30,366,301
	Financial Costs	26	169,300,940	172,897,031
	Depreciation and Amortization Cost	27	57,899,089	54,852,690
	Other Expenses	28	257,529,972	245,956,530
	Total Expenses (IV)		3,886,077,989	4,658,149,955
V	Profit before exceptional and extraordinary items and tax	(III - IV)	128,533,367	198,275,625
VI	Exceptional Items			
	Depreciation Written back		-	-
	Depreciation on revaluation reserve on Building		61,696	61,696
VII	Profit before extraordinary items and tax (V - VI)		128,595,063	198,337,321
VIII	Extraordinary Items		-	1,094,210
IX	Profit before tax (VII - VIII)		128,595,063	197,243,111
X	Tax expense:			
	(1) Current tax		40,620,480	42,217,268
	(2) MAT Credit entitlement		(8,606,052)	-
	(3) Tax on earlier years		8,010	3,918
	(4) Deferred tax Assets / (Liabilities)		(1,123,976)	19,977,390
XI	Profit/(Loss) from continuing operations	(IX-X)	97,698,601	135,044,535
XII	Profit/(Loss) from discontinuing operations		-	-
XIII	Tax expense of discounting operations		-	-
XIV	Profit/(Loss) from Discontinuing operations (XII - XIII)		-	-
XV	Profit/(Loss) for the period (XI + XIV)		97,698,601	135,044,535
XVI	Share of Minority Interest		38,869,430	50,098,637
XVII	Transfer to Capital Reserve		-	-
XVIII	Profit Available to Equity Shareholders		58,829,171	84,945,898
XIX	Earning per equity share:	43		
	(1) Basic		3.58	5.17
	(2) Diluted		3.58	5.17

The accompanying Notes 1 to 44 form an integral part of these consolidated financial statement.

In terms of our report of even date attached

For A. K. Maheshwari & Associates

Chartered Accountants

CA. Tushar Jain
(Partner)
Membership No. : 524134
Firm Reg. No.: 500106N

Raj Kumar Rath
Managing Director
DIN:00009569

Neha Chaudhary
Company Secretary
Membership No.34183

Sandesh Jain
Director
DIN:00318479

Place: New Delhi
Date: 30th May, 2016

Mukesh Sharma
Chief Financial Officer

RATHI GRAPHIC TECHNOLOGIES LIMITED

NOTES ON CONSOLIDATED ACCOUNTS

Notes Forming Integral Part of the Consolidated Balance Sheet as at 31st March, 2016

2. Share Capital

Amount in Rs.

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	AUTHORIZED CAPITAL 3,00,00,000 Equity Shares of Rs. 10/- each. (Previous year 3,00,00,000 Equity Shares of Rs. 10/- each)	300,000,000	300,000,000
		300,000,000	300,000,000
2	ISSUED, SUBSCRIBED & PAID UP CAPITAL 1,64,39,000 Equity Shares of Rs. 10/- each, Fully paid up (Previous year 1,64,39,000 Equity Share of Rs. 10/- each, fully paid up)	164,390,000	164,390,000
	Total	164,390,000	164,390,000

Note:

a) **Reconciliation of Equity Share Capital (In Number)**

Shares Outstanding at the beginning of the year (Nos)	16,439,000	16,439,000
Add: Shares issued during the year (Nos)	-	-
Less: Shares bought back during the year (Nos)	-	-
Shares Outstanding at the end of the year (Nos)	16,439,000	16,439,000

b) The Company has only one class of Equity Shares having face value of Rs.10/- each and each shareholder is entitled to one vote per share. Each shareholder have the right in profit/ surplus in proportion to amount paid up with respect to their shareholdings.

c) Following Shareholders hold equity shares more than 5% of the total equity shares of the Company at the end of the period:

Name of Shareholder	No of Shares	% of Shareholding
DBG Leasing & Housing Limited	1,780,100	10.83
Alpha Stock & Finservices Pvt. Ltd.	1,978,158	12.03
Shark Packaging (India) Pvt. Ltd.	4,088,800	24.87
Raj Kumar Rathi	3,173,462	19.30

d) The Company has not issued shares for a consideration other than cash or bonus during the immediately preceding 5 years.

3. Reserve & Surplus

Amount in Rs.

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	Capital Reserve Beginning of the year	2,000,000	2,000,000
	Additions during the year	-	-
	Deletion during the year	-	-
	Closing Balance	2,000,000	2,000,000
2	Share Premium Account Beginning of the year	80,916,000	80,916,000
	Addition	-	-
	Closing Balance	80,916,000	80,916,000
3	Revaluation Reserve Beginning of the year	495,551,462	495,613,158
	Addition	-	-
	Deletion	61,696	61,696
	Closing Balance	495,489,766	495,551,462
4	Profit & Loss Account Beginning of the year	203,213,220	120,815,634
	Less: Additional Depreciation Adjustment as per Comp. Act 2013	0	(2,259,257)
	Less: Transferred to Capital Reserve	0	(289,055)
	Surplus as per Profit & Loss Account	58,829,171	84,945,896
	Deduction: Transferred to General Reserve	-	-
	Closing Balance	262,042,391	203,213,220
5	Capital Reserve	146,700,916	161,320,521
	Total	987,149,073	943,001,203

RATHI GRAPHIC TECHNOLOGIES LIMITED
NOTES ON CONSOLIDATED ACCOUNTS

Notes Forming Integral Part of the Consolidated Balance Sheet as at 31st March, 2016

4. Long Term Borrowings

Amount in Rs.

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	Secured Loans		
a)	Term Loan		
	- From Banks	212,105,899	291,832,894
	- From Others	50,000,006	68,181,822
b)	Car Loan		
	- From Bank	10,974,848	6,652,702
	- From Others	-	-
		273,080,753	366,667,418
	Less: Current Maturities of Secured Loans		
	Term Loan		
	- From Bank	91,287,979	79,521,680
	- From Others	18,181,816	18,181,816
	Car Loan		
	- From Bank	4,000,977	2,715,896
	- From Others	-	-
		113,470,772	100,419,392
		159,609,981	266,248,026
2	Unsecured Loans		
a)	- From Bank	-	47,312,291
b)	- From Others	21,482,296	13,787,231
	Less: Current Maturities of Unsecured Loans		
	- From Bank	-	31,818,163
	- From Others	6,971,874	4,222,737
		6,971,874	36,040,900
		14,510,422	25,058,622
3	Loans & Advances From Related Parties	144,650,036	160,070,537
4	Others	19,735,827	21,028,590
	Total	338,506,266	472,405,776

Notes:

- The Term Loan from State Bank of Bikaner and Jaipur is secured by hypothecation charge by covering entire Fixed Assets of the Company. Collateral security by extending of charge over Company's entire Current Assets (present and future) and personal Guarantee of promoter director Shri Raj Kumar Rathi.
- Balance of Term Loan is payable in 2 quarterly installments starting from April, 2016 (Previous year repayable in 6 quarterly installments from April, 2015).
- The Term Loans from State Bank of India is secured by first pari passu charges (including) equitable mortgage over entire Fixed Assets of the Company. Collateral security by extending of 2nd pari passu charge over Company's entire Current Assets (present and future) along with 2 crores TDR (exclusive of SBI) and personal Guarantee of Sh. Saurabh Rathi and Sh. Raj Kumar Rathi
- The Term Loan from RIICO Limited is secured by first pari passu charges (including) equitable mortgage over entire Fixed Assets of the Company. Collateral security by extending of 2nd pari passu charge over Company's entire Current Assets (present and future) and personal Guarantee of Sh Saurabh Rathi and Sh. Raj Kumar Rathi.
- Balance outstanding Rs. 5,00,00,000/- of Term Loan-I from SBI is payable in 4 quarterly installments started from April, 2016 (Previous year repayable in 8 quarterly installments from April, 2015).
- Balance outstanding Rs. 3,79,16,662/- of Term Loan-II from SBI is payable in 8 quarterly installments started from April, 2016 (Previous year repayable in 12 quarterly installments from April, 2015).
- Balance outstanding Rs. 12,09,01,258/- of Term Loan-III from SBI is payable in 16 quarterly installments started from April, 2016 (Previous year repayable in 20 quarterly installments from April, 2015).
- Balance outstanding Rs. 5,00,00,000/- of Term Loan from RIICO Ltd. is payable in 11 quarterly installments started from April, 2016 (Previous year repayable in 15 quarterly installments from April, 2015).
- Vehicles Loans are secured against hypothecation of vehicles purchased thereunder. Repayment of monthly installments till the tenure of concerned loans.

RATHI GRAPHIC TECHNOLOGIES LIMITED

NOTES ON CONSOLIDATED ACCOUNTS

Notes Forming Integral Part of the Consolidated Balance Sheet as at 31st March, 2016

5. Deferred Tax Liabilities

Amount in Rs.

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	Beginning of the Year	55,271,119	35,625,045
	Less: Reversal of DTL on additional depreciation	-	(331,316)
	Add: Net Deferred Tax (Assets) / Liabilities during the year	(1,123,976)	19,977,390
	Total	54,147,143	55,271,119

6. Long Term Liabilities

Amount in Rs.

Sr. No	Beginning of the year	As at 31.03.2016	As at 31.03.2015
1	Security Deposit		
	Security Deposit from Dealers	1,517,000	1,308,000
	Total	1,517,000	1,308,000

7. Long Term Provisions

Amount in Rs.

Sr. No	Beginning of the year	As at 31.03.2016	As at 31.03.2015
1	Provision for Gratuity & Leave Encashment		
	Gratuity Payable	3,431,522	2,969,180
	Leave Encashment	809,898	562,691
	Total	4,241,420	3,531,871

8. Short Term Borrowings

Amount in Rs.

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	Working Capital Facilities(Secured):		
	from Banks	1,011,486,312	855,387,485
	Total	1,011,486,312	855,387,485

Notes:

- The Working Capital limit from State Bank of Bikaner and Jaipur is covered by way of hypothecation over entire current assets of the Company. Collateral security by extending of charge over Company's entire fixed assets by way of equitable mortgage of Factory Land and Building at Bhiwadi, Rajasthan and Personal guarantee of promoter director Shri Raj Kumar Rathi.
- The Working Capital limit from State Bank of India is secured by first pari passu charges by way of hypothecation over entire current assets of the Company. Collateral security by extending of 2nd pari passu charges over Company's entire fixed assets by way of equitable mortgage of Factory Land and Building and Plant & Machinery at Chopanki, Rajasthan along with 2 crores TDR (exclusive for SBI) and personal guarantee of Sh. Saurabh Rathi and Sh.Raj Kumar Rathi.
- The Working Capital limit from Bank of Maharashtra is secured by first pari passu charges by way of hypothecation over entire current assets of the Company. Collateral security by extending of 2nd pari passu charges over Company's entire fixed assets by way of equitable mortgage of Factory Land and Building and Plant & Machinery at Chopanki, Rajasthan and personal guarantee of Sh.Saurabh Rathi and Sh.Raj Kumar Rathi.
- The Working Capital limit from Vijaya Bank is secured by first pari passu charges by way of hypothecation over entire current assets of the Company. Collateral security by extending of 2nd pari passu charges over Company's entire fixed assets by way of equitable mortgage of Factory Land and Building and Plant & Machinery at Chopanki, Rajasthan and personal guarantee of Sh.Saurabh Rathi and Sh.Raj Kumar Rathi.

RATHI GRAPHIC TECHNOLOGIES LIMITED
NOTES ON CONSOLIDATED ACCOUNTS

Notes Forming Integral Part of the Consolidated Balance Sheet as at 31st March, 2016

9. Trade Payable

Amount in Rs.

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	Raw Materials	119,873,294	115,824,041
2	Stores & Others	12,886,850	15,021,440
	Total	132,760,144	130,845,481

10. Other Current Liabilities

Amount in Rs.

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	Expenses Payable	52,914,462	56,396,380
2	Current Maturities of Long Term Borrowings		
	- Secured	113,470,772	100,419,392
	- Unsecured	6,971,874	36,040,900
3	Advance from Customers & Others	5,229,500	15,902,958
4	Statutory Dues Payable	29,101,700	19,084,313
	Total	207,688,398	227,843,943

11. Short Term Provisions

Amount in Rs.

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	Provision For Employees Benefit		
	Gratuity Payable	940,607	663,719
	Leave Encashment Payable	387,322	254,739
	Sub Total-A	1,327,929	918,458
2	Others		
	Provision for Taxation	32,012,428	42,217,268
	Sub Total-B	32,012,428	42,217,268
	Total (A+B)	33,340,357	43,135,726

RATHI GRAPHIC TECHNOLOGIES LIMITED **NOTES ON CONSOLIDATED ACCOUNTS**

Notes Forming Integral Part of the Consolidated Balance Sheet as at 31st March, 2016

12. Fixed Asset

Sr. No	Particulars	Gross Block			Depreciation			Amount in Rs.	
		Value at the beginning	Addition during the year	Deduction during the year	Value at the end	Value at the beginning	Addition during the year	as on 31.03.2016	as on 31.03.2015
I	Tangible Assets								
1	Land - Industrial Plot	552,247,500	-	-	552,247,500	-	-	552,247,500	552,247,500
2	Factory Building	245,040,133	2,735,160	-	247,775,293	49,160,723	8,091,477	190,503,093	196,859,410
3	Plant and Machinery	741,314,115	5,321,799	-	746,635,914	179,483,182	34,214,237	532,938,495	561,830,903
4	Furnitures & Fixtures	7,159,442	-	-	7,159,442	4,278,310	987,190	1,850,942	2,081,132
5	Vehicles (Cars)	17,741,334	9,102,492	314,743	26,529,083	5,027,707	2,434,334	19,368,048	12,713,627
6	Office Equipment	6,757,067	336,786	-	7,093,853	5,183,308	526,531	1,384,014	1,573,769
7	Computer	4,389,844	646,390	-	5,036,234	3,987,521	284,339	764,374	402,323
8	Electric Installation	98,555,366	288,803	-	98,844,169	20,553,560	10,607,001	67,683,668	78,001,806
9	Tubewell & Borewell	256,081	67,048	-	323,129	243,278	6,474	73,377	12,803
10	Tools & Dies	106,772	-	-	106,772	101,433	-	5,339	5,339
11	Motor Cycles	55,106	-	-	55,106	3,620	5,243	46,323	51,596
	Computer Server	-	420,753	-	420,753	-	61,766	328,987	-
	SUB TOTAL (A)	1,673,622,840	18,919,231	314,743	1,692,227,328	268,642,642	57,218,592	1,367,265,190	1,405,589,198
II	Capital Work-in-Progress								
1	Building Under Construction	-	-	-	-	-	-	-	-
2	Plant & Machinery/Electric Installation	-	-	-	-	-	-	-	-
	SUB TOTAL (B)	-	-	-	-	-	-	-	-
	Total [A + B] (Current Year)	1,673,622,840	18,919,231	314,743	1,692,227,328	268,642,642	57,218,592	1,367,265,190	1,405,589,198
	Total [Previous Year]	1,642,825,876	213,136,683	202,339,719	1,653,622,840	215,671,799	5,77,86,195*	1,405,589,198	1,405,589,198

RATHI GRAPHIC TECHNOLOGIES LIMITED
NOTES ON CONSOLIDATED ACCOUNTS

Notes Forming Integral Part of the Consolidated Balance Sheet as at 31st March, 2016

13. Non Current Investments

Amount in Rs.

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	Investment in Property	2,935,261	2,935,261
2	Investment in Equity Instrument <u>Quoted Fully paid</u> Rathi Steel And Power Limited 24911(Previous year 24911) shares @ Rs.10 /-each fully paid-up	1,245,550	1,245,550
3	<u>Others</u> - Fixed Deposit with Banks-Earmarked - Others	20,200,000 203,000	20,200,000 3,711,950
	Total	24,583,811	28,092,761

Notes:

Market value of quoted investment is Rs.78470/- (Previous year Rs. 82206/-).

14. Long Term Loans and Advances

Amount in Rs.

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	<u>Advances</u> a) Unsecured, Considered Good :	26,874,082	15,273,823
2	<u>Security Deposit</u> a) Unsecured, Considered Good : - Government b) Unsecured, Considered Good : - Others	16,479,300 966,300	16,550,686 1,177,895
	Total	44,319,682	33,002,404

15. Other Non Current Assets

Amount in Rs.

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	Miscellaneous Expenditure	544,893	667,490
2	Pre-Operative Expenses	1,547,400	1,805,300
	Total	2,092,293	2,472,790

16. Inventories

Amount in Rs.

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
	(as valued,taken and certified by the Management)		
1	Raw Material	73,151,144	85,207,931
2	Finished Goods	104,041,410	130,838,584
3	Stores & Spares	21,372,092	17,967,663
4	Furnace Oil & Coal	2,951,561	2,556,135
5	Packing Materials	2,432,528	2,864,253
6	Work in Process	18,603,744	18,564,251
7	Scrap	-	197,000
8	Raw Materials in transit	8,332,437	-
	Total	230,884,916	258,195,817

RATHI GRAPHIC TECHNOLOGIES LIMITED
NOTES ON CONSOLIDATED ACCOUNTS

Notes Forming Integral Part of the Consolidated Balance Sheet as at 31st March, 2016

17. Trade Receivables

Amount in Rs.

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	<u>(Unsecured, Considered Good) :</u> Outstanding for more than six months	65,364,437	126,375,100
2	Others	1,507,152,424	1,331,798,966
	Total	1,572,516,861	1,460,174,066

18. Cash & Cash Equivalent

Amount in Rs.

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	<u>Cash-in-Hand</u> Cash	5,351,507	358,375
	Sub Total (A)	5,351,507	358,375
2	<u>Bank Balance</u> Balance with scheduled banks In Fixed Deposit held as Margin Money	1,269,668 2,043,352	1,005,923 1,696,056
	Sub Total (B)	3,313,020	2,701,979
	Total [A + B]	8,664,527	1,060,354

19. Short Terms Loans and Advances

Amount in Rs.

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	<u>a) Unsecured, Considered Good :</u> Advance to Suppliers Loans & Advances to related parties	170,713,846 -	86,195,666 -
	Total	170,713,846	86,195,666

20. Other Current Assets

Amount in Rs.

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	Advance Recoverable in cash or in kind or for value to be considered good	17,873,342	16,924,027
2	Advance-Others	5,354,784	5,733,529
3	Advance Income Tax/Refund Due	11,228,296	8,536,662
4	Balance With Revenue Authorities	13,741,335	20,658,794
5	Prepaid Expenses	3,451,175	368,356
	Total	51,648,932	52,221,368

RATHI GRAPHIC TECHNOLOGIES LIMITED
NOTES ON CONSOLIDATED ACCOUNTS

Notes Forming Integral Part of the Consolidated statement of Profit & Loss for the year ended 31st March, 2016

21. Revenue from Operations

		<i>Amount in Rs.</i>	
Sr. No	Particulars	2015-16	2014-15
1	Sales-Manufacturing	4,255,415,618	5,184,212,221
	Less: Excise Duty	462,004,219	560,283,351
		3,793,411,399	4,623,928,870
2	Sales -Trading	210,356,960	223,936,324
	Total	4,003,768,359	4,847,865,194

22. Other Income

		<i>Amount in Rs.</i>	
Sr. No	Particulars	2015-16	2014-15
1	Interest on FDR's	2,094,838	1,896,138
2	Interest on security deposit	1,350,659	1,282,705
	Interest Subsidy Received	3,813,361	-
3	Rent Received	30,000	30,000
4	Foreign currency monetary item translation difference a/c	1,204,299	794,132
5	Commission Received	81,708	4,205,484
6	Misc. Income	-	-
7	Written back	1,524,947	351,927
8	Claim Received	326,922	-
9	Profit on Sale of Assets	16,263	-
10	Profit on sale of investments	400,000	-
	Total	10,842,997	8,560,386

23. Cost of Material Consumed

		<i>Amount in Rs.</i>	
Sr. No	Particulars	2015-16	2014-15
1	Raw Materials Consumed	3,190,912,336	3,978,203,835
2	Packing Materials Consumed	3,527,212	2,941,949
	Total	3,194,439,548	3,981,145,784

24. Change in Inventories

		<i>Amount in Rs.</i>	
Sr. No	Particulars	2015-16	2014-15
1	Opening Stock of Finished Goods	126,732,874	136,548,853
	Opening Stock of Work-in-Process	21,181,001	18,625,540
	Opening Stock of Scrap/Bye Products	1,685,960	989,810
	Sub-Total (A)	149,599,835	156,164,203
2	Closing Stock of Finished Goods	101,832,020	126,732,874
	Closing Stock of Work-in-Process	19,710,274	21,181,001
	Opening Stock of Scrap/Bye Products	1,102,860	1,685,960
	Sub-Total (B)	122,645,154	149,599,835
	Difference (A-B)	26,954,681	6,564,368
	Add: Increase/ (Decrease) in excise duty on stock	(3,315,499)	241,801
	Total	23,639,182	6,806,169

25. Employees Cost

		<i>Amount in Rs.</i>	
Sr. No	Particulars	2015-16	2014-15
1	Salary & Wages and Other Benefit	31,921,180	28,708,031
2	Contribution To Provident and other Funds	1,803,925	1,490,738
3	Staff Welfare Expenses	125,513	167,532
	Total	33,850,618	30,366,301

26. Financial Costs

		<i>Amount in Rs.</i>	
Sr. No	Particulars	2015-16	2014-15
1	Interest on Loan from Banks	150,434,274	151,612,764
2	Interest others	9,249,047	12,001,966
3	Bank & Processing Charges	9,595,726	9,151,046
4	Other charges	21,893	131,255
	Total	169,300,940	172,897,031

RATHI GRAPHIC TECHNOLOGIES LIMITED
NOTES ON CONSOLIDATED ACCOUNTS

Notes Forming Integral Part of the Consolidated statement of Profit & Loss for the year ended 31st March, 2016

27. Depreciation & Amortisation Cost

Sr. No	Particulars	2015-16	2014-15
1	Depreciation	57,218,592	54,472,193
2	Preliminary Expenses Written off	122,597	122,597
3	Pre-operative Expenses Written off	257,900	257,900
	Total	57,599,089	54,852,690

28. Other Expenses

Sr. No	Particulars	2015-16	2014-15
	Other Manufacturing Expenses		
1	Stores and Spares Consumed	26,816,582	26,470,343
2	Power & Fuel Expenses	173,804,115	153,961,672
3	Insurance	2,019,380	1,666,205
4	Other Manufacturing Expenses	7,545,042	6,561,011
	Sub Total (A)	210,185,119	188,659,231
	Repairs & Maintenance		
1	Factory Building	-	26,700
2	Plant & Machinery	1,404,963	1,769,142
3	Vehicles	254,682	861,054
4	Others	1,955,313	1,235,134
	Sub Total (B)	3,614,958	3,892,030
	Administrative Expenses		
1	Directors Salary	8,880,000	8,880,000
2	Telephone, Telegram & Postage Expenses	1,031,121	987,307
3	Travelling & Conveyance Expenses	4,251,830	7,756,321
4	Fees & Subscription	1,441,836	1,336,066
5	General Expenses	2,411,006	1,952,194
6	Legal & Professional Charges	2,120,614	3,759,240
7	Freight Outwards	-	1,526,484
8	Previous Year expenses	-	30,609
9	Service Tax Paid	705,227	688,926
10	Printing & Stationery Expenses	870,834	912,971
11	Rent, Rates & Taxes	3,157,330	1,537,121
12	Royalty	441,875	665,394
13	Research & Development Expenses	-	-
14	Wealth Tax Paid	6,980	-
15	Donation	432,452	955,852
16	CSR Expenditure	529,600	416,700
17	Auditors's Remuneration:		
	Audit Fee	180,650	180,000
	Tax Audit Fee	50,000	49,500
18	Interest on Taxes	7,455,036	5,280,156
	Sub Total (C)	33,958,391	36,914,841
	Selling & Distribution Expenses		
1	Advertisement & Publicity Expenses	236,539	608,955
2	Discount	46,936	130,458
3	Commission on Sales	175,200	1,107,047
4	Sales Promotions	2,274,505	3,552,867
5	Calibration & Testing Charges	12,300	18,435
6	Entry Tax	51,818	5,321,049
7	Consignment Expenses	5,951,185	3,757,974
8	Selling Expenses	1,023,021	1,993,643
	Sub Total (D)	9,771,504	16,490,428
	Total in ' (A+B+C+D)	257,529,972	245,956,530

RATHI GRAPHIC TECHNOLOGIES LIMITED
CIN: L26960UP1991PLC013770
CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016
Amount in Rs.

Particulars	2015-16 ₹	2014-15 ₹
Cash Flow from Operating Activities		
Net Profit before taxation, and extraordinary items	128,513,367	198,275,615
Adjustment for:		
Depreciation	57,218,592	54,472,193
Interest Income	(3,445,497)	(3,178,843)
Interest Paid	169,300,940	170,214,399
Other misc. Income	(111,708)	(4,235,484)
Profit on Sale of Assets	(16,263)	-
Profit on sale of investments	(400,000)	-
Misc Expenses Written off	380,497	380,497
Operating Profit before working Capital changes	951,458,928	415,928,387
(Increase)/Decrease in Trade Receivables	(112,342,795)	(272,276,763)
(Increase)/Decrease in Inventories	27,310,901	69,152,852
Increase/(Decrease) in Trade Payables	1,714,663	(77,120,541)
Increase/(Decrease) in Other Long Term Liabilities	209,000	(16,000)
Increase/(Decrease) in Long Term Provisions	709,549	335,634
Increase/(Decrease) in Other Short Term Provisions	(9,795,369)	11,017,015
Increase/(Decrease) in Other Current Liabilities	(4,137,899)	32,122,778
Increase/(Decrease) in Long Term Loans & Advances	(11,317,278)	(1,998,306)
(Increase)/Decrease in Short Term Loans & Advances	(84,518,180)	30,145,213
(Increase)/Decrease in Other Current Assets	572,436	31,128,892
Cash generated from Operations	159,864,954	228,419,151
Income Tax Paid	32,020,438	42,221,186
Cash Flow before extraordinary item	127,844,516	186,197,965
Extraordinary Items	-	-
Net Cash from Operating Activities -A	127,844,516	186,197,965
Cash Flow from Investing Activities		
Purchase of Tangible Fixed Assets	(18,919,231)	(38,346,526)
Purchase of Long Term Investment	3,508,950	-
Sales of Tangible Fixed Assets	32,000	1,120,000
Sale of Investments	3,400,000	-
Interest Received	3,445,497	3,178,843
Other misc. Income	111,708	4,235,484
Net Cash from Investing Activities -B	(9,421,076)	(29,812,199)
Cash Flow from Financing Activities		
Proceeds from issuance of Share Capital (Including Share Premium)	-	-
Proceeds from issue of Share Capital to Minority	50,300,000	-
Proceeds from Long Term Borrowings	(149,917,154)	(148,908,113)
Proceeds from Short Term Borrowings	156,098,827	160,309,966
Interest Paid	(169,300,940)	(170,214,399)
Net Cash used in Financing Activities-C	(112,819,267)	(158,812,546)
Net Increase in cash and Cash Equivalents (A+B+C)	5,604,173	(2,426,780)
Cash and Cash Equivalents at beginning of period (See Note 1)	1,060,354	5,487,134
Cash and Cash Equivalents at end of period (See Note 1)	6,664,527	3,060,354
<i>The accompanying notes 1 to 44 form an integral part of these consolidated financial statement.</i>		
In terms of our report of even date attached		
For A. K. Maheshwari & Associates		
Chartered Accountants		
CA Tushar Jain Partner Membership No. : 524134 Firm Reg. No.: 500106N	Raj Kumar Rathi Managing Director DIN:00009569	Neha Chaudhary Company Secretary Membership No.34183
		Sandesh Jain Director DIN:00318479
Place: New Delhi Date: 30th May, 2016		Mukesh Sharma Chief Financial Officer

Notes on Consolidated Accounts

NOTE- 01

A: SIGNIFICANT ACCOUNTING POLICIES:

I. BASIS OF PREPARATION

The Consolidated Financial Statements are prepared in accordance with Accounting Standard -21 on Consolidated Financial Statement issued by the Institute of Chartered Accountants of India.

II. PRINCIPLES OF CONSOLIDATION

The Consolidated Financial Statement relate to M/s. Rathi Graphic Technologies Limited (Parent Company) and its subsidiary namely, M/s. RGTL Industries Limited (Formerly Rathi Rajasthan Steel Mills Limited). The Financial Statements of the Company and that the RGTL Industries Limited has been prepared in accordance with the Generally Accepted Accounting Practices (GAAP) applicable in India. This Financial Statement has been prepared by consolidation of the Financial Statement of the Company and its subsidiary on a line-by-line basis after fully eliminating the inter-company transactions.

III. PROPORTION OF OWNERSHIP INTEREST IN SUBSIDIARY COMPANY INCLUDED IN CONSOLIDATION

Sr. No.	Name of the Subsidiary Company	Country of Incorporation	Proportion of Ownership interest as on March 31, 2016
1	RGTL Industries Limited	India	54.5796%

IV. BASIS OF PRESENTATION OF FINANCIAL STATEMENTS

The accounts of the Company have been prepared under the historical cost convention on the accrual basis of accounting in accordance with the accounting principles generally accepted in India (GAAP) and comply with the mandatory accounting standards notified under the relevant provisions of the Companies Act, 2013. The financial statements are presented in Indian rupees rounded off to nearest decimal.

V. USE OF ESTIMATES

The preparation of the Financial Statements in conformity with GAAP requires that the management makes estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of the financial Statements, and the reported amount of revenue and expenses during the reported period. Actual result could differ from those estimates.

VI. TANGIBLE FIXED ASSETS AND DEPRECIATION

- Tangible Fixed Assets are stated at original cost net of tax/duty credits availed, if any, less accumulated depreciation /amortization /impairment. The cost of fixed assets includes effect of exchange difference on long term foreign currency borrowings, freight and other incidental expenses related to the acquisition and installation of the respective assets. Borrowings

cost directly attributable to fixed assets which necessarily take a substantial period of time to get ready for their intended use are capitalized. Interest on loans and other financial charges in respect of qualifying assets and expenditure incurred on start up and commissioning of the project and or substantial expansion, including the expenditure incurred on Trial Runs up to the date of commencement of commercial production are capitalized.

- Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act 2013, as per Straight Line Method (SLM).

VII. INVESTMENTS

Long term investments are stated at cost.

VIII. VALUATION OF INVENTORIES

Inventories are valued as per AS-2 (Valuation of Inventories) issued by the ICAI as under:

- Stocks of Raw Materials are valued at cost by adopting FIFO Method.
- Stock of Work in process is valued at cost of Raw Material and proportionate direct manufacturing expenses.
- Stock of stores, spares and packing material are valued at cost by adopting FIFO Method.
- Stocks of finished goods are valued at lower of cost or net realizable value. Cost includes raw material cost and appropriate share of manufacturing expenses and is inclusive of depreciation and excise duty paid / payable thereon.

IX. BORROWING COSTS

Borrowing costs attributable to acquisition, construction of qualifying assets are capitalized as part of cost of the relevant assets up to the date the asset is put to use. All other borrowing costs are recognized as an expense in the year in which they are incurred.

XI. FOREIGN CURRENCY TRANSACTIONS

Transactions for foreign currency are recorded at the exchange rate prevailing on the date of transaction. For the foreign currency transactions outstanding at the end of the year, the exchange rate differences are being recognized at year end. However, foreign currency transactions which are settled up to the date of balance sheet, the exchange fluctuation is therefore accounted for on actual basis.

XII. IMPAIRMENT OF ASSETS

In case of indication of impairment of the carrying amount of the Company's assets, an asset's recoverable amount is estimated impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount.

Reversal of Impairment Loss recognized in prior

periods is recorded when there is an indication that the impairment loss recognized for the assets no longer exists or has decreased.

Post Impairment depreciation is provided on the revised carrying value of the assets over its remaining useful life.

XIII. REVENUE RECOGNITION

- Sales are recognized on dispatch of goods to customers. Sales represents invoiced value of goods sold and services rendered, net of sales tax but inclusive of excise duty.
- Profit / Loss on sale of investment and Fixed Assets are recognized in the year of sale.
- Dividend is accounted on receipt basis.
- Interest is accounted on accrual basis.

XIV. EMPLOYEE BENEFIT

- Short-term employee benefits:

All employee benefit falling due within twelve months of the end of the period in which the employee render the related services are classified as short term employee benefits, which include benefits like salaries, wages etc. are recognized as expenses in the period in which the employee renders the related service and measured accordingly.

- Post-employment benefits:

Post employment benefit plans are classified into defined contribution plans and defined benefit plans in line with the requirements of AS-15 on "Employee Benefit".

Gratuity and Leave Encashment

Gratuity and leave encashment which are defined benefits are recognized in the Profit and Loss Account based on actuarial valuation using projected unit credit method as at Balance Sheet date by an independent actuary.

Statement of the Gratuity & Leave encashment as at 31 March, 2016 is as follow:

RATHI GRAPHIC TECHNOLOGIES LIMITED

		Gratuity (Non-Funded)	Leave Encashment (Non-Funded)	Gratuity (Non- Funded)	Leave Encashment (Non-Funded)
		31.03.2016		31.03.2015	
I	Expense recognized in the Statement of Profit and Loss				
A	Current Service cost	3,35,108.00	1,46,561.00	3,18,919.00	1,46,414.00
b	Interest cost	1,88,907.00	51,605.00	1,51,395.00	37,284.00
c	Expected return on plan asset	-		-	-
d	Net actuarial (gain)/ loss recognized in the period	8,537.00	(36,384.00)	2,53,621.00	60,817.00
E	Expenses recognized in Statement of Profit and Loss	5,32,552.00	1,61,782.00	7,23,935.00	2,44,515.00
II	Net Assets/(Liabilities) Recognized in the Balance Sheet				
a	Present value of obligation as at the end of the period	27,09,930.00	756,857.00	23,61,342.00	6,45,060.00
b	Fair Value of plan asset as at the end of the period	-	-	-	-
c	Funded status	(27,09,930.00)	(7,56,857.00)	(23,61,342.00)	(6,45,060.00)
d	Net Assets/(Liabilities) recognized in the balance sheet	(27,09,930.00)	(7,56,857.00)	(23,61,342.00)	(6,45,060.00)
III	Change in present value of obligation				
a	Present value of obligation as at beginning of the period	23,61,342.00	6,45,060.00	18,92,435.00	4,66,051.00
b	Interest cost	1,88,907.00	51,605.00	1,51,395.00	37,284.00
c	Current Service cost	3,35,108.00	1,46,561.00	3,18,919.00	1,46,414.00
d	Benefits Paid(if any)	(1,83,964.00)	(49,985.00)	(2,55,028.00)	(65,506.00)
e	Actuarial (Gain)/Loss on obligation	8,537.00	(36,384.00)	2,53,621.00	60,817.00

f	Present value of obligation at the end of the period	27,09,930.00	7,56,857.00	23,61,342.00	6,45,060.00
IV	Changes in the fair value of plan assets				
a	Fair value of plan assets as at beginning of the period	-	-	-	-
b	Expected return on plan assets	-	-	-	-
c	Contributions	-	-	-	-
d	Benefits Paid	-	-	-	-
e	actuarial (Gain)/Loss on plan assets	-	-	-	-
f	Fair value of plan assets at the end of the period	-	-	-	-
V	The Major Category of Plan assets as a percentage to total plan				
	Mutual Funds				
	Govt. Securities Bank	0%	-	0%	-
VI	Actuarial Assumptions Economic Assumptions-				
	Discounting Rate	8.00%PA	8.00%PA	8.00%PA	8.00%PA
	Future Salary Increase	6.00% PA	6.00% PA	6.00% PA	6.00% PA
	Expected Rate of return on plan assets	0	0	0	0
	Demographic Assumptions-				
	Retirement Age	58	58	58	58
	Mortality Table	IALM (2006-08)	IALM (2006-08)	IALM (2006-08)	IALM (2006-08)
	Withdrawal rate	5.00%pa	5.00%pa	5.00%pa	5.00%pa

RGTL INDUSTRIES LIMITED

	Gratuity (Non-Funded)	Leave Encashment (Non-Funded)	Gratuity (Non-Funded)	Leave Encashment (Non-Funded)
		31.03.2016	31.03.2015	
Expense recognized in the Statement of Profit and Loss				
Current Service cost	3,89,980.00	1,25,521.00	3,36,567.00	54,242.00
Interest cost	1,01,725.00	13,790.00	68,683.00	10,248.00
Expected return on plan asset	-		-	-
Net actuarial (gain)/loss recognized in the period	56,830.00	1,47,083.00	42,680.00	(22,645.00)
Expenses recognized in Statement of P & L	5,48,535.00	2,86,394.00	4,47,930.00	42,025.00
Net Assets/(Liab.) Recognized in the Balance Sheet				
Present value of obligation as at the end of the period	16,21,199.00	4,40,363.00	12,71,557.00	1,72,370.00
Fair Value of plan asset as at the end of the period	-	-	-	-
Funded status	(16,21,199.00)	(4,40,363.00)	(12,71,557.00)	(172,370.00)
Net Assets/(Liabilities) recognized in the balance sheet	(16,21,199.00)	(4,40,363.00)	(12,71,557.00)	172,370.00)
Change in present value of obligation				
Present value of obligation as at beginning of the period	12,71,557.00	1,72,370.00	8,58,531.00	1,30,345.00
Interest cost	1,01,725.00	13,790.00	68,683.00	10,248.00
Current Service cost	3,89,980.00	1,25,521.00	3,36,567.00	54,242.00

Benefits Paid(if any)	(1,57,893.00)	(18,401.00)	(34,904.00)	-
Actuarial (Gain)/Loss on obligation	56,830.00	1,47,083.00	42,680.00	(22,645.00)
Present value of obligation at the end of the period	16,62,199.00	4,40,363.00	12,71,557.00	1,72,370.00
Changes in the fair value of plan assets				
Fair value of plan assets as at beginning of the period	-	-	-	-
Expected return on plan assets	-	-	-	-
Contributions/benefits	-	-	-	-
actuarial (Gain)/Loss on plan assets	-	-	-	-
Fair value of plan assets at the end of the period	-	-	-	-
The Major Category of Plan assets as a percentage to total plan				
Mutual Funds/Government Securities/Banks	0%	-	0%	-
Actuarial Assumptions(Economic)				
Discounting Rate	8.00%PA	8.00%PA	8.00%PA	8.00%PA
Future Salary Increase	6.00% PA	6.00% PA	6.00% PA	6.00% PA
Expected Rate of return on plan assets	0	0	0	0
Demographic Assumptions-				
Retirement Age	58	58	58	58
Mortality Table	IALM (2006-08)	IALM (2006-08)	IALM (2006-08)	IALM (2006-08)
Withdrawal rate	5.00%pa	5.00%pa	5.00%pa	5.00%pa

XIV.DEFERRED REVENUE EXPENDITURE

Pre-operative Expenditure is written off over a period of ten years

XV. MISCELLANEOUS EXPENDITURE

Miscellaneous Expenditure is written off over a five year

OTHER NOTES ON ACCOUNTS:

Crores extended to its subsidiary Company M/s RGTL Industries Limited.

29. Contingent Liabilities not provided for:

- i) Letter of Credit established in favour of the suppliers for import of raw materials Rs.1,30,75,717/- (Previous Year Rs. 1,34,77,210/-).
- ii) The Company has given corporate guarantee to banks/FI for credit facilities of Rs.142.59

- iii) Bank Guarantee Rs. Nil (Previous year Rs.11,00,000/-).

30. CAPITAL COMMITMENTS

Estimated amount of contracts remaining to be executed on capital account is Rs. Nil (Previous year Rs. Nil Lacs).

31. Details of Consumption of imported and indigenous items:**Rathi Graphic Technologies Limited**

Particulars	Imported				Indigenous			
	2015-16	%	2014-15	%	2015-16	%	2014-15	%
Materials	769.45	99.44%	520.80	93.96%	4.32	0.56%	33.45	6.04%
Packing Materials	0.00		0.00		35.27	100%	29.42	100%
Stores & Spares	0.00		0.00		3.87	100%	5.18	100%

RGTL Industries Limited

Particulars	Imported				Indigenous			
	2015-16	%	2014-15	%	2015-16	%	2014-15	%
Materials	0.00		0.00		31135.35	100%	39227.78	100%
Stores & Spares	0.00		0.00		339.30	100%	259.53	100%

32. Value of Import during the year (CIF Basis)

Particulars	2015-16	2014-15
Raw Materials	782.38	479.92
Total	782.38	479.92

33. In the opinion of the Management all the current assets are realizable at the stated value.

34. The components of Deferred Tax Asset / Deferred Tax Liability in accordance with AS-22 "Accounting for Taxes on Income" as on 31st March, 2016 are as follows:

Rathi Graphic Technologies Limited

Particulars	31.03.2016	31.03.2015
Depreciation as per Companies Act	75,65,380	84,87,596
Depreciation as per Income Tax Act	57,88,793	65,63,260
	16,76,588	19,24,336
Creation of Deferred Tax (Liabilities) /Assets (A)	5,54,330	6,24,351
Provision for Gratuity	5,32,552	7,23,935
Provision for Leave Encashment	1,61,782	2,44,515
	6,94,334	9,68,450
Creation of Deferred Tax Assets (B)	2,29,568	3,14,214
Net Deferred Tax (Liabilities)/Assets (A+B)	7,83,898	9,38,565
Closing Balance of Deferred Tax (Liabilities) /Assets (A+B) transfer to Balance Sheet	91,75,284	83,91,386

RGTL Industries Limited

Particulars	31.03.2016	31.03.2015
Depreciation	17559638	62025568
Creation of Deferred Tax Liabilities/ (Assets) (A)	5805743	21082491
Provision for Gratuity	548535	447930
Provision for Leave Encashment	286394	42025
	834929	489955
Creation of Deferred Tax Assets (B)	283792	166536
MAT Credit	17753283	-
Creation of Deferred Tax Assets (c)	5869768	-
Net Deferred Tax (Asset)/Liabilities (A-B-C)	(340078)	20915955

35. Foreign currency exposures that are not hedged by derivatives instruments or otherwise is as follows:

S. No.	Particulars	Foreign Currency	As at 31st March, 2016		As at 31st March, 2015	
			Amount in Foreign Currency	Amount in Local Currency	Amount in Foreign Currency	Amount in Local Currency
1.	Trade Receivable	USD	7,93,925	5,62,63,348	7,93,925	4,96,92,401
2.	Trade Payable	USD	4,72,100	3,13,15,762	4,72,100	2,95,49,116

36 Segment Information:

The Company has disclosed business segment as the primary segment. Segment has been identified taking into account nature of products, the differing risk and

return and the internal business reporting system.

The Company's operations predominantly relate to sale of toner, developer, trading items and iron & steel.

Primary Segment Information:**(Rupees in Lacs)**

	Particulars	Toner & Developer		Iron & Steel		Total	
		2015-16	2014-15	2015-16	2014-15	2015-16	2014-15
1	Segment Revenue	3,249.58	3,156.90	41,408.15	50,924.58	44,657.73	54,081.48
	External Turnover						
	Inter Segment Turnover						
	Gross Turnover						
	Less: Excise duty/	3,249.58	3,156.90	41,408.15	50,924.58	44,657.73	54,081.48
	Service Tax recovered	114.94	102.12	4,505.10	5,500.71	4,620.04	5,602.83
	Net Turnover	3,134.63	3,054.78	36,903.05	45,423.87	40,037.68	48,478.65
2	Segment Result before Interest and Taxes	315.94	317.09	2,662.41	3,394.64	2,978.34	3,711.73
	Less: Interest Expenses	132.49	141.11	1,560.52	1,587.86	1,693.01	1,728.97
	Add: Exceptional Item	0.62	0.62	-	-	0.62	0.62
	Less: Extraordinary Item	-	10.94	-	-	-	10.94
	Profit Before Tax	184.07	165.65	1,101.89	1,806.78	1,285.95	1,972.43
	Current Tax (including deferred Tax)	62.85	30.76	246.12	591.22	308.96	621.99
	Profit After Tax	121.22	134.89	855.77	1,215.56	976.99	1,350.45
3	Other Information						
	Segment Assets	6,088.42	6,468.92	26,859.54	24,986.33	32,927.03	31,434.32
	Segment Liabilities	2,909.12	3,433.50	14,139.30	13,488.91	17,048.42	16,922.41
	Capital Expenditure	13.81	40.29	175.39	343.17	189.19	383.47
	Depreciation	74.65	85.49	497.53	459.23	572.19	544.72
	Non Cash Expenses other than depreciation	-	-	3.80	3.80	3.80	3.80

37. RELATED PARTY DISCLOSURES

In accordance with the Accounting Standards (AS-18) on Related Party Disclosures, where control exists and where key management personnel are able to exercise significant influence and, where transactions have taken place during the year, along with description of relationship as identified, are given below:

a) Relationships**I. Key Management Personnel**

Key Management Personnel	Sh.Raj Kumar Rathi (Managing Director-Rathi Graphic)
	Saurabh Rathi(Managing Director-RGTL)
Relatives of Key Management Personnel	Punam Chand Rathi (HUF) Raj Kumar Rathi (HUF) Raj Kumar Rathi Smt. Sushila Rathi

Particulars	Name of Related Parties
Associates	Rathi Infrastructure(P) Limited Alpha Stocks & Fin services Pvt.Ltd. Shark Packaging (India) Pvt.Ltd. Rathi Electrosteel Limited Sandesh Jain & Co SFSL Investment Limited SMGK Agro Products Pvt. Limited Mamta Jain & Associates

S. No.	Name of the Related Party	Relationship	Nature of Transaction	Debit Transactions	Credit Transactions	Balance as at Mar. 31, 2016	Balance as at Mar. 31, 2015
1	Alpha Stocks & Fin services Pvt. Ltd.	Associates	Unsecured Loans	65762292	43377500	60092709 CR	8,24,77,501 CR
2	Shark Packaging (India) Pvt. Ltd	Associates	Unsecured Loans	11030709	25,00,000	4,95,08,287 CR	58038996 CR
3			Share Application Money	50300000	50300000	NIL	NIL
4	Sh. Raj Kumar Rath	Managing Director (Rathi Graphic)	Remuneration	4008657	4080000	2,78,075 CR	206732 CR
5	Sh. Raj Kumar Rath	Managing Director (Rathi Graphic)	Advance	3,03,80,000	4,58,75,000	3,50,49,040 CR	1,95,54,040 CR
7	Smt. Sushila Rath	Relative to Director	Rent/Security Deposit	1377500	780000	5,30,000 DR	67,500 CR
8	Sandesh Jain & Co.	Partner	Unsecured Loan	4,00,000		Nil	400000 CR
9			Professional Services	3870	65940	62700 CR	630 CR
10	SFSL Investment Limited	Associate	Advance	325000	225000	Nil	100000 CR
11	SMGK Agro Products Pvt. Limited	Associate	Advance	-	-	500000 CR	500000 CR
12	Mamta Jain & Associates	Relative to Director	Professional Services	120088	248039	134091 CR	6140 CR
13	Saurabh Rath	Managing Director (RGTL)	Loan & Advance	6947501	6947501	0.00	0.00
14	Saurabh Rath	-do-	Remuneration	4865605	4800000	268395 CR	334000 CR
15	Rathi Infrastructure (P) Limited	Associates	Advances	25000	25000	Nil	Nil

38. Necessary disclosures required under the Micro, Small and Medium Enterprises Development Act, 2006, can only be considered once relevant information to identify the suppliers who are covered under the said Act are received from such parties/suppliers.

39. Expenditure in Foreign Currency is Rs. Nil (Previous year Rs. Nil).

40. Earning in Foreign Currency Rs.63649/-(Previous Year Rs.Nil).

41. In the opinion of the Management no provision on deemed income under MAT in accordance with Section 115JB of the Income Tax Act, 1961 is required due to the unabsorbed business losses/depreciations during the earlier years

current year figures.

42. Balance of debtors, creditors, loans and advances are subject to reconciliations and confirmations.

43. EARNINGS PER SHARE

The basic earnings per share is calculated by dividing the net profit after tax for the year by weighted average number of equity shares outstanding during the year.

Earning per Equity Shares	Current Year			Previous Year		
	No. of Shares	Net Profit after Tax	EPS	No of Shares	Net Profit after Tax	EPS
Basic	1,64,39,000	5,88,29,171	3.58	1,64,39,000	8,49,45,898	5.17
Diluted	1,64,39,000	5,88,29,171	3.58	1,64,39,000	8,49,45,898	5.17

44. Previous year figures have been regrouped/rearranged wherever necessary, to correspond to

As per our report of even date

For **A.K.Maheshwari & Associates**

Chartered Accountants

Firm Registration No.:500106N

CA Tushar Jain
(Partner)
Membership No. : 524134
Firm Reg. No.: 500106N

Mukesh Sharma
CFO

Raj Kumar Rath
Managing Director
DIN:00009569

Neha Chaudhary
Company Secretary
Membership No 34183

Sandesh Jain
Director
DIN:00318479

Place: New Delhi

Date : 30th May, 2016

Form AOC-1

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

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

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

Sl. No.	Particulars	Details
1.	Name of the subsidiary	RGTL Industries Limited
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	NA
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NA
4.	Share capital	1852.67
5.	Reserves & surplus(Including Revaluation Reserve)	14236.59
6.	Total assets	3111.13
7.	Total Liabilities	3111.13
8.	Investments	204.03
9.	Revenue from Operation	41408.14
10.	Profit before taxation	1101.89
11.	Provision for taxation	246.12
12.	Profit after taxation	855.77
13.	Proposed Dividend	NIL
14.	% of shareholding	54.58

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

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

RGTL INDUSTRIES LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF RGTL INDUSTRIES LIMITED

1. Report on the Financial Statements

We have audited the accompanying financial statements of RGTL Industries Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2016, the Profit and Loss Statement, the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

2. Managements Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these 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.

3. AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these 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 misstatements.

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 financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's directors, as well as evaluating the overall presentation of the financial statements.

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

4. OPINION

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

- (I) In the case of Balance Sheet, of the state of affairs of the Company as at 31st March, 2016,
- (II) In the case of the Statement of profit and loss, of the profit for the year ended on that date; and
- (III) In the case of cash flow statement, of the cash flows for the year ended on that date.

5. REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

- 1. As required by the Companies (Auditor's Report Order, 2016 ("the Order"), issued by the Central Government of India in terms of Section 143 (11 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 & 4 of the Order, to the extent applicable.
- 2. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) The Balance Sheet, the Profit and Loss Statement, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e) On the basis of the written representations received from the directors as on 31st March, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016, from being appointed as a director

in terms of Section 164 (2) of the Act.

- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- g) With respect to the 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 the explanations given to us:
 - (i) There are no pending litigations against the Company as on 31st March, 2016.
 - (ii) The Company did not have any long-term contracts including derivative contracts for which there

- were any material foreseeable losses.
- (iii) There is no amount to be transferred to Investor Education and Protection Fund in accordance with the relevant provisions of the Act and rules made there under.

For **Ramesh Gupta & Co.**
Chartered Accountants
FRN- 001605N

(CA Manoj Gupta)
Partner
M.No.87361

Place: New Delhi
Date: 30th May, 2016

ANNEXURE A" REFERRED TO IN PARAGRAPH 1 OF OUR REPORT OF EVEN DATE ON THE ACCOUNT OF M/S. RGTL INDUSTRIES LIMITED FOR THE YEAR ENDED ON 31ST MARCH, 2016

1. In respect of fixed assets:

- a) The company is maintaining details showing full particulars, including quantitative details of fixed assets.
- b) According to the information and explanations given to us, the fixed assets have been physically verified by the management during the year in a phased periodical manner which, in our opinion, is reasonable, having regard to the size of the Company and nature of the assets. No material discrepancies were noticed on such verification.
- c) The title deeds of immovable properties are held in the name of the Company.

2. In respect of inventories:

- (a) According to the information and explanations given to us, the physical verification of inventory has been conducted at reasonable intervals by the management.
 - (b) Having regard to the size of operations, no material discrepancies have been noticed on physical verification as compared to books of account and minor discrepancies found, have been properly dealt with in the books of account.
- 3. In our opinion and according to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to any companies, firms or other parties as covered in the register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a), (b), (c) and (d) of the order are not applicable.
 - 4. In our opinion and according to the information and explanations given to us, the Company has not granted any loans, made any investment, given any guarantee

or security, secured or unsecured, to any companies, firms or other parties as covered under section 185 and 186 of the Act over and above the limits prescribed under these sections.

- 5. The Company has not accepted any deposits from the public and therefore, the directives issued by Reserve Bank of India and provisions of Section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and rules framed thereunder do not apply to the Company.
- 6. As informed to us, the Central Government has prescribed maintenance of cost records under section 148(1) of the Companies Act, 2013 in respect of the manufacturing activities of the Company. We have broadly reviewed accounts and records of the Company in this connection and are of the opinion, that prima facie, the prescribed accounting records have been made and maintained. We have, however, not carried out detailed examination of the same.
- 7. a) According to information and explanations given to us, the Company is generally regular in depositing with the appropriate authorities undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and any other statutory dues applicable to it.

b) According to the information and explanations given to us, no undisputed statutory dues payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess etc. which are outstanding as at 31st March, 2016 for a period of more than six months from the date they became payable.
- 8. According to the information and explanations given to us, the company has not defaulted in repayment of loans or borrowings to financial institutions, banks or government.

9. As per the information and explanations given to us, the fresh share capital and term loans raised during the year have been applied for the purposes for which they were obtained.
10. According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year.
11. According to the information and explanations given to us, managerial remuneration has been paid/ provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
12. The Company is not a NIDHI Company.
13. According to the information and explanations given to us, all transactions with the related parties are in compliance with Section 177 and 188 of the Companies Act, 2013 and details of the same has been disclosed in the financial statements to the extent required by the accounting standards.
14. According to the information and explanations given to us, preferential allotment of shares made by the Company are in compliance with section 42 of the Companies Act, 2013 have been complied with and the amount raised have been used for the purposes for which the funds were raised.
15. According to the information and explanations given to us, Company has not entered into any non-cash transactions with directors or persons connected with them.
16. According to the information and explanations given to us, company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For **Ramesh Gupta & Co.**
Chartered Accountants
FRN- 001605N

(CA Manoj Gupta)
Partner
M.No.87361

Place: New Delhi
Date: 30th May, 2016

ANNEXURE B” to the Independent Auditor’s Report of even date on the Standalone Financial Statements of RGTL Industries Limited

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of RGTL Industries Limited (“the Company”) as of March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on internal control over financial reporting criteria established by the company, considering the essential components of internal control stated in the guidance note issued by the The Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and

procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become

inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the company, considering the essential components of internal control stated in the guidance note issued by the ICAI.

For **Ramesh Gupta & Co.**

Chartered Accountants

FRN- 001605N

(CA Manoj Gupta)

Partner

M.No.87361

Place: New Delhi

Date: 30th May, 2016

RGTL INDUSTRIES LIMITED

Balance Sheet as at 31st March,2016

Amount in Rs.

Particulars	Note No	As at 31.03.2016	As at 31.03.2015
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2	185,267,550	172,692,550
(b) Reserves and Surplus	3	1,423,659,146	1,300,357,102
		1,608,926,696	1,473,049,652
(2) Non-Current Liabilities			
(a) Long-Term Borrowings	4	190,712,281	282,797,642
(b) Deferred Tax Liabilities	5	63,322,427	63,662,505
(c) Long Term Provisions	6	1,967,336	1,353,791
		256,002,044	347,813,938
(3) Current Liabilities			
(a) Short-Term Borrowings	7	941,810,329	790,116,713
(b) Trade Payable	8	87,208,870	77,775,593
(c) Other Current Liabilities	9	192,095,831	196,757,117
(d) Short-Term Provisions	10	25,086,591	18,296,102
		1,246,202,021	1,162,945,525
Total Equity & Liabilities		3,111,130,761	2,923,809,315
II. ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets	11		
(i) Tangible Assets		1,227,688,625	1,259,903,308
(ii) Capital Work-in-Progress		-	-
(b) Non-current investments	12	20,400,000	23,911,950
(c) Long term loans and advances	13	35,860,871	24,431,827
(d) Other non-current assets	14	2,092,293	2,472,790
		1,286,041,789	1,310,719,875
(2) Current Assets			
(a) Inventories	15	156,981,700	175,756,974
(b) Trade Receivables	16	1,447,050,831	1,308,733,358
(c) Cash and Cash equivalents	17	4,946,607	1,127,762
(d) Short-term loans and advances	18	176,062,313	85,453,314
(e) Other current assets	19	40,044,521	42,018,032
		1,825,085,972	1,613,089,440
Total Assets		3,111,130,761	2,923,809,315

The accompanying Notes 1 to 39 form an integral part of these financial statement.

In terms of our report of even date attached

For Ramesh Gupta & Co.

Chartered Accountants

CA. Manoj Gupta
PARTNER
Membership No. : 87361
Firm Reg. No.: 601605N

Saurabh Rathi
Managing Director & CFO
DIN:00022706

Sandesh Jain
Director
DIN:00118479

Neeraj Jain
Company Secretary
Membership.No: 44725

Place: New Delhi
Date: 30/05/2016

RGTL INDUSTRIES LIMITED

Statement of Profit and Loss for the year ended 31st March,2016

Amount in Rs.

Sr. No	Particulars	Note No.	2015-16	2014-15
	Income			
I	Revenue from operations	20	3,690,304,915	4,542,387,606
II	Other Income	21	7,686,643	7,142,379
III	III. Total Revenue (I + II)		3,697,991,558	4,549,529,985
IV	Expenses:			
	Cost of materials consumed	22	3,113,534,973	3,922,778,365
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	23	25,221,565	11,298,801
	Employees Cost	24	17,209,404	14,285,141
	Financial Costs	25	156,051,956	158,785,595
	Depreciation and Amortization Costs	26	50,133,709	46,303,398
	Other Expenses	27	225,651,220	215,400,504
	Total Expenses (IV)		3,587,802,827	4,368,851,804
V	Profit before exceptional and extraordinary items and tax	(III - IV)	110,188,731	180,678,181
VI	Exceptional Items		-	-
VII	Profit before extraordinary items and tax (V - VI)		110,188,731	180,678,181
VIII	Extraordinary Items		-	-
IX	Profit before tax (VII - VIII)		110,188,731	180,678,181
X	Tax expense:			
	(1) Current tax		33,559,817	38,206,166
	(2) MAT Credit entitlement		(8,608,052)	-
	(3) Tax for earlier Years		-	-
	(4) Deferred tax Assets / Liabilities		(340,078)	20,915,955
XI	Profit(Loss) for the period from continuing operations	(IX-X)	85,577,044	121,556,060
XII	Profit/(Loss) from discontinuing operations		-	-
XIII	Tax expense of discounting operations		-	-
XIV	Profit/(Loss) from Discontinuing operations (XII - XIII)		-	-
XV	Profit/(Loss) for the period (XI + XIV)		85,577,044	121,556,060
XVI	Earning per equity share:			
	(1) Basic		4.62	7.04
	(2) Diluted		4.62	7.04

The accompanying Notes 1 to 39 form an integral part of these financial statement.

In terms of our report of even date attached

For Ramesh Gupta & Co.

Chartered Accountants

CA Manoj Gupta
P A R T N E R
Membership No. : 87361
Firm Reg. No.: 001605N

Saurabh Rath
Managing Director & CFO
DIN:00022706

Sandesh Jain
Director
DIN:00318479

Neeraj Jain
Company Secretary
Membership . NO: 44725

Place: New Delhi
Date: 30/03/2016

RGTL INDUSTRIES LIMITED

Notes Forming Integral Part of the Balance Sheet as at 31st March,2016

Sr. No	Particulars	Note No.	2015-16	2014-15
	Income			
I	Revenue from operations	20	3,690,304,915	4,542,387,60
II	Other Income	21	7,686,643	7,142,37
III	III. Total Revenue (I + II)		3,697,991,558	4,549,529,98
IV	Expenses:			
	Cost of materials consumed	22	3,113,534,973	3,922,778,36
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	23	25,221,565	11,298,80
	Employees Cost	24	17,209,404	14,285,14
	Financial Costs	25	156,051,956	158,785,59
	Depreciation and Amortization Costs	26	50,133,709	46,303,39
	Other Expenses	27	225,651,220	215,400,50
	Total Expenses (IV)		3,587,802,827	4,368,851,80
V	Profit before exceptional and extraordinary items and tax	(III - IV)	110,188,731	180,678,18
VI	Exceptional Items		-	-
VII	Profit before extraordinary items and tax (V - VI)		110,188,731	180,678,18
VIII	Extraordinary Items		-	-
IX	Profit before tax (VII - VIII)		110,188,731	180,678,18
X	Tax expense:			
	(1) Current tax		33,559,817	38,206,16
	(2) MAT Credit entitlement		(8,608,052)	-
	(3) Tax for earlier Years		-	-
	(4) Deferred tax Assets / Liabilities		(340,078)	20,915,95
XI	Profit(Loss) for the period from continuing operations	(IX-X)	85,577,044	121,556,06
XII	Profit/(Loss) from discontinuing operations		-	-
XIII	Tax expense of discounting operations		-	-
XIV	Profit/(Loss) from Discontinuing operations (XII - XIII)		-	-
XV	Profit/(Loss) for the period (XI + XIV)		85,577,044	121,556,06
XVI	Earning per equity share:			
	(1) Basic		4.62	7.0
	(2) Diluted		4.62	7.0

The accompanying Notes 1 to 39 form an integral part of these financial statement.

In terms of our report of even date attached
For Ramesh Gupta & Co.
Chartered Accountants

CA. Manoj Gupta
PARTNER
Membership No. : 87361
Firm Reg. No.: 001605N

Saurabh Rathi
Managing Director & CFO
DIN-00322706

Sandesh Jain
Director
DIN-00318479

Neeraj Jain
Company Secretary
Membership : NO: 44725

Place: New Delhi
Date: 30/05/2016

RGTL INDUSTRIES LIMITED

Notes Forming Integral Part of the Balance Sheet as at 31st March, 2016

4. Long Term Borrowings

		Amount in Rs.	
Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	Secured Loans		
a)	Term Loan		
	- From Banks	208,817,920	281,901,258
	- From Others	50,000,006	68,181,822
b)	Car Loan		
	- From Banks	8,895,351	4,554,102
	- From Others	-	-
		267,713,277	354,637,182
	Less: Current Maturities of Secured Loans		
	Term Loan		
	- From Banks	88,000,000	73,000,000
	- From Others	18,181,816	18,181,816
	Car Loan		
	- From Banks	3,134,939	1,995,662
	- From Others	-	-
		109,316,755	93,177,478
		158,396,522	261,459,704
2	Unsecured Loans		
a)	- From Banks	-	47,312,292
b)	- From Others	18,147,583	1,492,103
		18,147,583	48,804,395
	Less: Current Maturities of Unsecured Loans		
	- From Banks	-	31,818,163
	- From Others	4,778,823	1,492,103
		4,778,823	33,310,266
		13,368,760	15,494,129
3	Loans & Advances From Related Parties	13,946,999	830,709
4	Others	5,000,000	5,013,100
	Total	190,712,281	282,797,642

Notes:

- The Term Loans from State Bank of India is secured by first pari passu charges (including) equitable mortgage over entire Fixed Assets of the Company. Collateral security by extending of 2nd pari passu charge over Company's entire Current Assets (present and future) along with 2 crores TDR (exclusive of SBI) and personal Guarantee of Sh.Saurabh Rath and Sh. Raj Kumar Rath
- The Term Loan from RIICO Limited is secured by first pari passu charges (including) equitable mortgage over entire Fixed Assets of the Company. Collateral security by extending of 2nd pari passu charge over Company's entire Current Assets (present and future) and personal Guarantee of Sh Saurabh Rath and Sh.Raj Kumar Rath.
- Balance outstanding Rs. 5,00,00,00/- of Term Loan-I from SBI is payable in 4 quarterly installments started from April, 2016 (Previous year repayable in 8 quarterly installments from April, 2015).
- Balance outstanding Rs. 3,79,16,662/- of Term Loan-II from SBI is payable in 8 quarterly installments started from April, 2016 (Previous year repayable in 12 quarterly installments from April, 2015).
- Balance outstanding Rs. 12,09,01,258/- of Term Loan-III from SBI is payable in 16 quarterly installments started from April, 2016 (Previous year repayable in 20 quarterly installments from April, 2015).
- Balance outstanding Rs. 5,00,00,008/- of Term Loan from RIICO Ltd. is payable in 11 quarterly installments started from April, 2016 (Previous year repayable in 15 quarterly installments from April, 2015).
- Vehicles Loans are secured against hypothecation of vehicles purchased thereunder. Repayment of monthly installments till the tenure of concerned loans.

5. Deferred Tax Liabilities

		Amount in Rs.	
Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	Beginning of the Year	63,662,505	43,077,866
	Less: Reversal of DTL on additional depreciation	-	(331,316)
	Add: Deferred Tax Liabilities during the Year	(340,078)	20,915,955
	Total	63,322,427	63,662,505

RGTL INDUSTRIES LIMITED

Notes Forming Integral Part of the Balance Sheet as at 31st March, 2016

6. Long Term Provisions

Amount in Rs.

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	<u>Provision for Gratuity & Leave Encashment</u>		
	Gratuity Payable	1,575,662	1,205,766
	Leave Encashment Payable	391,674	148,025
	Total	1,967,336	1,353,791

7. Short Term Borrowings

Amount in Rs.

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	<u>Working Capital Facilities:</u>		
	from Banks	941,810,329	790,116,713
	Total	941,810,329	790,116,713

Notes:

- The Working Capital limit from State Bank of India is secured by first pari passu charges by way of hypothecation over entire current assets of the Company. Collateral security by extending of 2nd pari passu charges over Company's entire fixed assets by way of equitable mortgage of Factory Land and Building and Plant & Machinery at Chopanki, Rajasthan along with 2 crores TDR (exclusive for SBI) and personal guarantee of Sh. Saurabh Rathi and Sh. Raj Kumar Rathi.
- The Working Capital limit from Bank of Maharashtra is secured by first pari passu charges by way of hypothecation over entire current assets of the Company. Collateral security by extending of 2nd pari passu charges over Company's entire fixed assets by way of equitable mortgage of Factory Land and Building and Plant & Machinery at Chopanki, Rajasthan and personal guarantee of Sh. Saurabh Rathi and Sh. Raj Kumar Rathi.
- The Working Capital limit from Vijaya Bank is secured by first pari passu charges by way of hypothecation over entire current assets of the Company. Collateral security by extending of 2nd pari passu charges over Company's entire fixed assets by way of equitable mortgage of Factory Land and Building and Plant & Machinery at Chopanki, Rajasthan and personal guarantee of Sh. Saurabh Rathi and Sh. Raj Kumar Rathi.

8. Trade Payable

Amount in Rs.

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	Raw Materials	76,705,386	68,331,365
2	Stores	10,503,484	9,444,228
	Total	87,208,870	77,775,593

9. Other Current Liabilities

Amount in Rs.

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	Expenses Payable	47,310,247	50,952,931
2	Current Maturities of Long Term Borrowings		
	- Secured	109,316,755	93,177,478
	- Unsecured	4,778,823	33,310,266
3	Advance from Customers & Others	3,166,897	2,519,707
4	Statutory Dues Payable	27,523,109	16,796,735
	Total	192,095,831	196,757,117

10. Short Term Provisions

Amount in Rs.

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	<u>Provision For Employees Benefit</u>		
	Gratuity Payable	86,537	65,791
	Leave Encashment Payable	48,689	24,345
	Sub Total-A	135,226	90,136
2	<u>Others</u>		
	Provision for Taxation	24,951,765	38,206,166
	Sub Total-B	24,951,765	38,206,166
	Total (A+B)	25,086,991	38,296,302

RGTL INDUSTRIES LIMITED

Notes Forming Integral Part of the Balance Sheet as at 31st March,2016

1.1. Fixed Asset

Sr. No	Particulars	Gross Block			Depreciation			Amount in Rs.	
		Value at the beginning	Addition during the period	Deduction during the period	Value at the end	Value at the beginning	Addition during the period	Value at the end	Net Block as on 31.03.2016 as on 31.03.2015
I	Tangible Assets								
1	Land	480,847,500	-	-	480,847,500	-	-	-	480,847,500
2	Factory Building	200,633,470	2,735,950	-	203,369,420	25,621,591	6,621,609	32,243,200	171,126,219
3	Plant and Machinery	625,925,361	5,127,534	-	631,052,895	110,256,468	30,221,131	140,477,599	490,575,296
4	Furniture & Fixtures	1,495,583	-	-	1,495,583	520,629	182,973	703,602	791,978
5	Vehicles (Car)	9,881,648	8,146,813	-	18,028,461	1,629,497	1,657,842	3,287,338	14,941,123
6	Office Equipment	2,193,312	191,256	-	2,384,568	1,943,062	397,452	2,340,514	943,154
7	Computer	2,712,499	628,120	-	3,340,619	2,366,479	233,858	2,600,337	720,282
8	Electric Installation	94,556,003	288,803	-	94,844,806	16,908,901	10,571,339	27,480,240	67,364,566
9	Tubewell & Borewell	140,140	-	-	140,140	113,134	-	133,134	7,006
10	Motor Cycle	55,186	-	-	55,186	1,620	5,243	8,863	46,323
11	Computer Server	-	426,753	-	426,753	-	61,766	61,766	158,987
	SUB TOTAL (A)	1,418,446,689	17,538,539	-	1,435,985,218	158,543,381	49,753,212	208,296,593	1,227,688,625
II	Capital Work-in-progress								
1	Building Under Construction	-	-	-	-	-	-	-	-
2	Plant & Machinery/Electric Installation	-	-	-	-	-	-	-	-
	SUB TOTAL (B)	-	-	-	-	-	-	-	-
	Total (A + B) (Current Year)	1,418,446,689	17,538,539	-	1,435,985,218	158,543,381	49,753,212	208,296,593	1,227,688,625
	Total (Previous Year)	1,384,125,503	225,107,218	194,790,157	1,418,442,680	111,645,735	46,837,648	158,543,381	1,259,903,308

RGTL INDUSTRIES LIMITED

Notes Forming Integral Part of the Balance Sheet as at 31st March,2016

12. Non Current Investments

Amount in Rs.

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
	-Fixed Deposit with Bank(Pledged)	20,200,000	20,200,000
	-Other	203,000	3,711,950
	Total	20,403,000	23,911,950

13. Long Term Loans and Advances

Amount in Rs.

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	Advance against Capital Assets		
	a) Unsecured, Considered Good :	20,829,271	9,304,013
2	Security Deposit		
	a) Unsecured, Considered Good :		
	- Government	15,014,800	14,992,586
	b) Unsecured, Considered Good :		
	- Others	16,800	135,228
	Total	35,860,871	24,431,827

14. Other Non Current Assets

Amount in Rs.

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	Miscellaneous Expenditure	544,893	667,490
2	Pre-operative Expenditure	1,547,400	1,805,300
	Total	2,092,293	2,472,790

15. Inventories

Amount in Rs.

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	Raw Materials	53,066,516	55,565,401
2	Finished Goods	72,521,313	101,075,064
3	Stores & Spares	20,123,550	16,605,206
4	Furnace Oil	1,617,903	1,006,994
5	Coal	1,319,981	1,504,309
6	Raw Materials in transit	8,332,437	-
	Total	156,981,700	175,756,974

16. Trade Receivables

Amount in Rs.

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
	(Unsecured, Considered Good) :		
1	Outstanding for more than six months	6,348,569	6,348,569
2	Others	1,440,702,262	1,302,384,789
	Total	1,447,050,831	1,308,733,358

RGTL INDUSTRIES LIMITED

Notes Forming Integral Part of the Balance Sheet as at 31st March,2016

17. Cash & Cash Equivalent

		<i>Amount in Rs.</i>	
Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	Cash-in-Hand Cash Balance	4,253,357	211,251
	Sub Total (A)	4,253,357	211,251
2	Bank Balance Balance with scheduled banks	693,250	916,511
	Sub Total (B)	693,250	916,511
	Total [A + B]	4,946,607	1,127,762

18. Short Terms Loans and Advances

		<i>Amount in Rs.</i>	
Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	Unsecured, Considered Good :		-
	Advance to Suppliers	168,547,825	85,453,314
	Loans & advances paid to Related parties	7,514,488	-
	Total	176,062,313	85,453,314

19. Other Current Assets

		<i>Amount in Rs.</i>	
Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	Advance Recoverable in cash or in kind or for value to be considered good	13,949,807	14,156,907
2	Advance-Others	5,354,785	5,733,529
3	Income Tax	11,213,158	8,512,462
4	Balance with Revenue Authorities	6,263,020	13,377,767
5	Prepaid Expenses	3,263,751	237,367
	Total	40,044,521	42,018,032

RGTL INDUSTRIES LIMITED

Notes Forming Integral Part of Statement of Profit and Loss for the year ended 31st March, 2016

20. Revenue from Operations

Amount in Rs.

Sr. No	Particulars	2015-16	2014-15
1	Sales	4,140,814,740	5,092,458,525
	Less: Excise Duty	450,509,825	550,070,919
	Total	3,690,304,915	4,542,387,606

21. Other Income

Amount in Rs.

Sr. No	Particulars	2015-16	2014-15
1	Interest on bank deposit	1,821,507	1,654,190
2	Interest on Security Deposit	1,350,659	1,282,705
3	Commission Received	81,708	4,205,484
4	Subsidy Received	3,813,361	-
5	Claim Received	326,922	-
6	Balances written back	292,486	-
	Total	7,686,643	7,142,379

22. Cost of Material Consumed

Amount in Rs.

Sr. No	Particulars	2015-16	2014-15
1	Raw Material Consumed	3,113,534,973	3,922,778,365
	Total	3,113,534,973	3,922,778,365

23. Change in Inventories

Amount in Rs.

Sr. No	Particulars	2015-16	2014-15
1	Opening Stock of Finished Goods	96,969,354	109,389,734
	Opening Stock of Miss Roll	2,616,750	1,949,520
	Opening Stock of End Cutting	1,488,960	792,810
	Sub-Total (A)	101,075,064	112,132,064
2	Closing Stock of Finished Goods	70,311,923	96,969,354
	Closing Stock of Miss Roll	1,106,530	2,616,750
	Closing stock of End Cutting	1,102,860	1,488,960
	Sub-Total (B)	72,521,313	101,075,064
	Difference (A-B)	28,553,751	11,057,000
	Add: (Increase)/Decrease in excise duty on closing stock on Finished Goods	(3,332,186)	241,801
	Total	25,221,565	11,298,801

24. Employee Costs

Amount in Rs.

Sr. No	Particulars	2015-16	2014-15
1	Salary & Wages and Other Benefit	16,359,851	13,644,072
2	Contribution To Provident and other Funds	812,827	640,512
3	Staff Welfare Expenses	36,726	557
	Total	17,209,404	14,285,141

25. Financial Costs

Amount in Rs.

Sr. No	Particulars	2015-16	2014-15
1	Interest on Loan from Banks	140,361,391	140,875,682
2	Interest others	7,246,831	10,061,832
3	Bank & Processing Charges	8,443,734	7,848,081
	Total	156,051,956	158,785,595

RGTL INDUSTRIES LIMITED

Notes Forming Integral Part of Statement of Profit and Loss for the year ended 31st March,2016

27. Other Expenses

Amount in Rs.

Sr. No	Particulars	2015-16	2014-15
	Other Manufacturing Expenses		
1	Stores and Spares Consumed	26,429,591	25,952,672
2	Power & Fuel Expenses	157,062,071	141,077,350
3	Insurance	1,537,618	1,182,111
4	Other Manufacturing Expenses	7,545,042	6,561,011
	Sub Total (a)	192,574,322	174,773,144
	Repair & Maintenance		
1	Factory Building	-	26,700
2	Plant & Machinery	847,101	731,809
3	Vehicles	46,396	546,491
4	Others	1,198,426	583,061
	Sub Total (b)	2,091,923	1,888,061
	Administrative Expenses		
1	Directors Salary	6,000,000	6,000,000
2	Telephone, Telegram & Postage Expenses	533,844	454,846
3	Travelling & Conveyance Expenses	2,231,151	5,504,191
4	Fees & Subscription	979,535	955,934
5	General Expenses	1,675,720	1,116,216
6	Legal & Professional Charges	1,265,600	2,610,606
7	Freight Outwards	-	1,526,484
8	Service Tax Paid	681,820	666,394
9	Printing & Stationery Expenses	172,783	191,094
10	Rent, Rates & Taxes	1,774,242	571,310
11	Royalty Charges	441,875	665,394
12	Donation	-	485,200
13	CSR Expenses	529,600	416,700
14	Previous Year Expenses	-	-
15	Wealth Tax Paid	6,980	-
16	Auditors's Remuneration		
	Audit Fees	80,000	80,000
	Tax Audit Fee	20,000	20,000
17	Interest on Tax	6,567,413	4,542,080
	Sub Total (c)	22,960,563	25,806,449
	Selling & Distribution Expenses		
1	Advertisement & Publicity Expenses	58,118	418,506
2	Sales Promotion expenses	1,728,855	2,179,381
3	Discount	46,936	130,458
4	Commission on Sales	175,200	1,107,047
5	Testing & Calibration Charges	12,300	18,435
6	Entry Tax	51,818	5,321,049
7	Consignment Expenses	5,951,185	3,757,974
	Sub Total (d)	8,024,412	12,932,850
	Total (a+b+c+d)	225,651,220	215,400,504

RGTL INDUSTRIES LIMITED

Cash Flow Statement for the year ended 31st March, 2016

Particulars	2015-16	2014-15
Cash Flow from Operating Activities		
Net Profit before taxation, and extraordinary items	110,188,731	180,678,181
Adjustment for:		
Depreciation	49,753,212	45,922,901
Interest Income	(3,172,166)	(2,936,895)
Interest Paid	156,051,956	157,162,631
Other misc. Income	(4,514,477)	(4,205,484)
Misc Expenses Written off	380,497	380,497
Operating Profit before working Capital changes	308,687,753	377,001,831
(Increase)/Decrease in Trade Receivables	(138,317,473)	(346,693,120)
(Increase)/Decrease in Inventories	18,775,274	75,768,799
(Increase)/Decrease in Trade Payables	9,433,277	(14,670,994)
(Increase)/Decrease in long Term provisions	613,545	383,639
(Increase)/Decrease in other current liabilities	7,730,880	25,677,990
(Increase)/Decrease in other short Term provisions	(13,209,311)	10,000,231
Increase/(Decrease) in long Term loans and advances	(11,429,044)	(1,245,046)
(Increase)/Decrease in short Term loans and advances	(90,608,999)	19,075,323
(Increase)/Decrease in other Current assets	1,973,511	22,347,155
Cash generated from Operations	93,649,413	167,645,808
Income Tax Paid	24,951,765	38,206,166
Cash Flow before extraordinary item	68,697,648	129,439,642
Extraordinary items (specifying nature)	-	-
Net Cash from Operating Activities -A	68,697,648	129,439,642
Cash Flow from Investing Activities		
Purchase of Tangible Fixed Assets	(17,538,529)	(34,317,181)
Sale of Long Term Investment	3,508,950	-
Interest Received	3,172,166	2,936,895
Other misc. Income	4,514,477	4,205,484
Net Cash from Investing Activities -B	(6,342,936)	(27,174,802)
Cash Flow from Financing Activities		
Proceeds from issuance of Share Capital (Including Share Premium)	50,300,000	-
Proceeds/(repayments) from Long Term Borrowings(Net)	(104,477,527)	(109,372,094)
Proceeds from Short Term Borrowings	151,693,616	164,022,040
Interest Paid	(156,051,956)	(157,162,631)
Net Cash used in Financing Activities -C	(58,535,867)	(102,512,685)
Net increase in cash and Cash Equivalents (A+B+C)	3,818,845	(247,845)
Cash and Cash Equivalents at beginning of period (See Note 1)	1,127,762	1,375,607
Cash and Cash Equivalents at end of period (See Note 1)	4,946,607	1,127,762
In terms of our report of even date attached		
For Ramesh Gupta & Co.		
Chartered Accountants		
CA Manoj Gupta P A R T N E R Membership No. : 87361 Firm Reg. No.: 001605N	Saurabh Rath Managing Director & CFO DIN:00022706	Sandesh Jain Director DIN:00318479
		NeeraJ Jain Company Secretary Membership . NO: 44725
Place: New Delhi		
Date: 30/05/2016		

RGTL INDUSTRIES LIMITED

NOTES-1

SIGNIFICANT ACCOUNTING POLICIES

I. BASIS OF PREPARATION AND PRESENTATION OF FINANCIAL STATEMENTS

The accounts of the Company have been prepared under the historical cost convention on the accrual basis of accounting in accordance with the accounting principles generally accepted in India (GAAP) and comply with the mandatory accounting standards notified under the relevant provisions of the Companies Act, 2013. The financial statements are presented in Indian rupees rounded off to nearest decimal.

All Assets and Liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III of the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

II. TANGIBLE FIXED ASSETS AND DEPRECIATION

a) Tangible Fixed Assets are stated at original cost net of tax/duty credits availed, if any, less accumulated depreciation / amortization / impairment. The cost of fixed assets includes effect of exchange difference on long term foreign currency borrowings, freight and other incidental expenses related to the acquisition and installation of the respective assets. Borrowings cost directly attributable to fixed assets which necessarily take a substantial period of time to get ready for their intended use are capitalized. Interest on loans and other financial charges in respect of qualifying assets and expenditure incurred on startup and commissioning of the project and or substantial expansion, including the expenditure incurred on Trial Runs up to the date of commencement of commercial production are capitalized.

b) Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013 as per Straight Line Method (SLM).

III. INVESTMENTS

Long term investments are stated at cost.

IV. VALUATION OF INVENTORIES

Inventories are valued as per AS-2 (Valuation of Inventories) issued by the ICAI as under:

a) Stocks of Raw Materials are valued at cost by

adopting FIFO Method.

b) Stock of Work in process is valued at cost of Raw Material and proportionate direct manufacturing expenses.

c) Stock of stores, spares and packing material are valued at cost by adopting FIFO Method.

d) Stocks of finished goods are valued at lower of cost or net realizable value. Cost includes raw material cost and appropriate share of manufacturing expenses and is inclusive of depreciation and excise duty paid / payable thereon.

V. BORROWING COSTS

Borrowing costs attributable to acquisition, construction of qualifying assets are capitalized as part of cost of the relevant assets up to the date the asset is put to use. All other borrowing costs are recognized as an expense in the year in which they are incurred.

VI. IMPAIRMENT OF ASSETS

In case of indication of impairment of the carrying amount of the Company's assets, an asset's recoverable amount is estimated impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount.

Reversal of Impairment Loss recognized in prior periods is recorded when there is an indication that the impairment loss recognized for the assets no longer exists or has decreased.

Post Impairment depreciation is provided on the revised carrying value of the assets over its remaining useful life.

VII. REVENUE RECOGNITION

a) Sales are recognized on dispatch of goods to customers. Sales represents invoiced value of goods sold and services rendered, net of sales tax but inclusive of excise duty.

b) Interest is accounted on accrual basis.

VIII. EMPLOYEE BENEFIT

a) Short-term employee benefits:

All employee benefit falling due within twelve months of the end of the period in which the employee render the related services are classified as short term employee benefits, which include benefits like salaries, wages etc. are recognized as expenses in the period in which the employee renders the related service and measured accordingly.

b) Post-employment benefits:

Post-employment benefit plans are classified into defined contribution plans and defined benefit plans in line with the requirements of AS-15 on "Employee Benefit".

RGTL INDUSTRIES LIMITED

c) Gratuity and Leave Encashment

Gratuity and leave encashment which are defined benefits are recognized in the Profit and Loss Account based on actuarial valuation using projected unit credit method as at Balance Sheet date by an independent actuary.

Statement of the Gratuity & Leave encashment as at 31 March, 2016 is as follow:

	Gratuity (Non-Funded)	Leave Encashment (Non-Funded)	Gratuity (Non-Funded)	Leave Encashment (Non-Funded)
	31.03.2016		31.03.2015	
Expense recognized in the Statement of Profit and Loss				
Current Service cost	3,89,980.00	1,25,521.00	3,36,567.00	54,242.00
Interest cost	1,01,725.00	13,790.00	68,683.00	10,248.00
Expected return on plan asset	-		-	
Net actuarial (gain)/loss recognized in the period	56,830.00	1,47,083.00	42,680.00	(22,645.00)
Expenses recognized in Statement of P & L	5,48,535.00	2,86,394.00	4,47,930.00	42,025.00
Net Assets/(Liab.) Recognized in the Balance Sheet				
Present value of obligation as at the end of the period	16,21,199.00	4,40,363.00	12,71,557.00	1,72,370.00
Fair Value of plan asset as at the end of the period	-	-	-	-
Funded status	(16,21,199.00)	(4,40,363.00)	(12,71,557.00)	(172,370.00)
Net Assets/(Liabilities) recognized in the balance sheet	(16,21,199.00)	(4,40,363.00)	(12,71,557.00)	172,370.00)
Change in present value of obligation				
Present value of obligation as at beginning of the period	12,71,557.00	1,72,370.00	8,58,531.00	1,30,345.00
Interest cost	1,01,725.00	13,790.00	68,683.00	10,248.00
Current Service cost	3,89,980.00	1,25,521.00	3,36,567.00	54,242.00
Benefits Paid(if any)	(1,57,893.00)	(18,401.00)	(34,904.00)	-
Actuarial (Gain)/Loss on obligation	56,830.00	1,47,083.00	42,680.00	(22,645.00)
Present value of obligation at the end of the period	16,62,199.00	4,40,363.00	12,71,557.00	1,72,370.00
Changes in the fair value of plan assets				
Fair value of plan assets as at beginning of the period	-	-	-	-
Expected return on plan assets	-	-	-	-
Contributions/benefits	-	-	-	-
actuarial (Gain)/Loss on plan assets	-	-	-	-
Fair value of plan assets at the end of the period	-	-	-	-
The Major Category of Plan assets as a percentage to total plan				
Mutual Funds / Government Securities / Banks	0%	-	0%	-
Actuarial Assumptions				
Economic Assumptions-				
Discounting Rate	8.00%PA	8.00%PA	8.00%PA	8.00%PA
Future Salary Increase	6.00% PA	6.00% PA	6.00% PA	6.00% PA

RGTL INDUSTRIES LIMITED

Expected Rate of return on plan assets	0	0	0	0
Demographic Assumptions-				
Retirement Age	58	58	58	58
Mortality Table	IALM (2006-08)	IALM (2006-08)	IALM (2006-08)	IALM (2006-08)
Withdrawal rate	5.00%pa	5.00%pa	5.00%pa	5.00%pa

IX. PRE-OPERATIVE EXPENDITURE

Pre-operative Expenditure is written off over a period of ten years.

X. MISCELLANEOUS EXPENDITURE

Miscellaneous Expenditure is written off over a five years

OTHER NOTES ON ACCOUNTS

28. PROVISION FOR CURRENT AND DEFERRED TAX

Provision for deferred tax assets and liability is estimated as per provisions of the Income Tax Act, 1961.

Deferred Tax Assets / Liabilities is recognized subject to the consideration of prudence on timing difference being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent period. The components of Deferred Tax Assets/Liabilities in accordance with the AS-22 "Accounting for taxes on Income" as on 31.03.2016 are as follows:

Particulars	31.03.2016	31.03.2015
Depreciation	17559638	62025568
Creation of Deferred Tax Liabilities/(Assets) (A)	5805743	21082491
Provision for Gratuity	548535	447930
Provision for Leave Encashment	286394	42025
	834929	489955
Creation of Deferred Tax Assets (B)	283792	166536
MAT Credit	17753283	-
Creation of Deferred Tax Assets (c)	5869768	-
Net Deferred Tax (Asset)/ Liabilities (A-B-C)	(340078)	20915955

29. RELATED PARTY DISCLOSURES

In accordance with the Accounting Standards (AS-18) on Related Party Disclosures, where control exists and where key management personnel are able to exercise significant influence and, where transactions have taken place during the year, along with description of relationship as identified, are given below:

a) Relationships

I. Key Management Personnel

Particulars	Name of Related Parties
Associates	Rathi Graphic Technologies Limited Alpha Stock & Fin services Pvt. Ltd. Shark Packaging (India) Pvt. Ltd. Rathi Infrastructure(P) Limited Sandesh Jain & Co Mamta Jain & Associates
Key Management Personnel	Sh. Saurabh Rathi Sh. Raj Kumar Rathi
Relative of KMP	Smt.Sushila Rathi

Sr. No.	Name of Related Party	Relationship	Nature of Transactions	Debit Transactions	Credit Transactions	Balance as on 31.3.16	Balance as on 31.3.15
1	Alpha Stock & Fin services Pvt. Ltd.	Associates	Unsecured Loan	13862501	27809500	13946999 CR	Nil
2	Shark Packaging (India) Pvt. Ltd.	Associates	Unsecured Loan	830709	0	0	830709 CR
3	Shark Packaging (India) Pvt. Ltd.	Associates	Share Application Money	50300000	50300000	0	0
4	Rathi Graphic Technologies Limited	Holding Company	Advances	13246413	5731925	7514488 DR	0.00
5	Saurabh Rathi	Managing Director	Loan & Advance	6947501	6947501	0.00	0.00
6	Saurabh Rathi	-do-	Remuneration	4865605	4800000	268395 CR	334000 CR
7	Raj Kumar Rathi	Director	Remuneration	1145000	1200000	70000 CR	15000 CR
8	Rathi Infrastructure(P) Limited	Associates	Advances	25000	25000	Nil	Nil
9	Sandesh Jain & Co.	Relative to Director	Professional Services	3870	65940	62700 CR	630 CR
10	Mamta Jain & Associates	Relative to Director	Professional Services		39008	76203	41800 CR
11	Sushila Rathi	Relative to Director		480000	480000	NIL	NIL

RGTL INDUSTRIES LIMITED

30. Details of consumption of imported and indigenous items:

Particulars	Imported				Indigenous			
	2015-16	%	2014-15	%	2015-16	%	2014-15	%
Materials	0.00		0.00		31135.35	100%	39227.78	100%
Stores & Spares	0.00		0.00		246.30	100%	259.53	100%

31. PAYMENT TO AUDITORS

Current Year	Previous Year	
For Statutory Audit	80000.00	80000.00
For Tax Audit	20000.00	20000.00
For Others	13000.00	7500.00
	113000.00	107500.00

32. CAPITAL COMMITMENTS

Estimated amount of contracts remaining to be executed on capital account is Rs. Nil (previous year Rs. Nil).

33. In the opinion of the Management, the current assets and loans & advances would realize at least the amount at which these are stated in the Balance Sheet.

34. CONTINGENT LIABILITIES

Contingent Liabilities not provided for:

- Letter of Credit established in favour of the suppliers for raw materials Rs. Nil (Previous year Nil)

35. Necessary disclosures required under the Micro, Small and Medium Enterprises Development Act, 2006, can only be considered once relevant information to identify the suppliers who are covered under the said Act are received from such parties/suppliers.

36. Expenditure in foreign Currency Rs. Nil (Previous Year Rs. Nil)

37. Earnings in Foreign Currency Rs. Nil (Previous Year Rs. Nil)

38. The Company has reclassified/ regrouped the previous year figures in accordance with the requirements applicable in the current year.

39. EARNINGS PER SHARE

The basic earnings per share is calculated by dividing the net profit after tax for the year by weighted average number of equity shares outstanding during the year.

Earning per Equity Shares	Current Year			Previous Year		
	No.of Shares	Net Profit after Tax	EPS	No of Shares	Net Profit after Tax	EPS
Basic	18526755	85577044	4.62	17269255	121556060	7.04
Diluted	18526755	85577044	4.62	17269255	121556060	7.04

For Ramesh Gupta & Co

Chartered Accountants
Firm Reg. No.:001605N

(CA Manoj Gupta)
Partner
M.No.87361

(Saurabh Rathi)
Managing Director & CFO
DIN: 00022706

(Sandesh Jain)
Director
DIN: 00318479

(Neeraj Jain)
Company Secretary
M.No.44725

Place: New Delhi

Date : 30th May, 2016

Route Map

A-3 Industrial Area South of GT Road
Ghaziabad Uttar Pradesh 201009



RATHI GRAPHIC TECHNOLOGIES LIMITED

Regd. off: D-12A, Sector-9, New Vijay Nagar, Ghaziabad, U.P.-201009

CIN: L26960UP1991PLC013770

E-mail Id: investor@rathitoner.com Website: www.rathitoner.com

Ph. & Fax No. 011-45002400

ATTENDANCE SLIP

Regd. Folio No./DPID-CLID	No. of Shares Held _____
Name of the Shareholders or Proxy (In Block Letters) _____	

I/We hereby record my presence at the Annual General Meeting held on Wednesday, September, 7th 2016 at 10.00 a.m. at A-3, Industrial Area, South of G.T. Road, Ghaziabad-201009

Signature of the Shareholder/Proxy: _____

Note: PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE HALL.

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

Folio/ DP-Client ID No. :
Name of the member(s) & Registered Address:
E-mail ID

I/We, being the Member (s) of.....Shares of Rathi Graphic Technologies Limited, hereby appoint:

1. Name: _____ Address: _____
E-mail Id: _____ Signature _____ or failing him;
2. Name: _____ Address: _____
E-mail Id: _____ Signature _____, or failing him;
3. Name: _____ Address: _____
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 23rd Annual General Meeting of the Company, to be held on Wednesday, the 7th September 2016 at 10.00 a.m. at A-3, Industrial Areas, South of G.T. Road, Ghaziabad, U.P.-201009 and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolutions	For	Against
1.	Consider and adopt: (a) Audited Financial Statement, Report of the Board of Directors and Auditors. (b) Audited Consolidated Financial Statement.		
2.	Re-appointment of Shri Sandesh Kumar Jain (DIN: 00318479), who retires by rotation and being eligible, offer himself for re-appointment.		
3.	Ratification of appointment of Statutory Auditors and fixing their remunerations.		
4.	To extend the borrowing power of the company		
5.	To sell investment held in subsidiary company M/s RGTL Industries Limited		

Signed this _____ day of _____ 2016

Signature of Shareholder _____

Signature of Proxy holder(s) _____

Affix
Revenue
Stamp

Note: 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.