

## **CORPORATE INFORMATION**

CIN L72300TN1993PLC024868

### **Board of Directors**

Shri G. RAMAMURTHY Chairman & Managing Director

Smt. R.USHA Whole-time Director

Shri D.SEKARAN Independent Director

Shri M.S.ELANGO VAN Independent Director

Shri K.V.SAMBAVADASS Independent Director

Shri P.KRISHNASAMY, ACS Company Secretary

Bankers Indian Overseas Bank  
Corporation Bank  
Axis Bank  
HDFC Bank  
ICICI Bank  
Andhra Bank

M/s.N.SANKARAN & CO.,  
Chartered Accountants Auditor

Registered Office 18/23, 2nd Cross Street  
East CIT Nagar, Nandanam,  
Chennai – 600 035.  
Tel No.: 044-45522434  
Email: rajeswariltd@gmail.com  
Website: www.rflindia.org

Registered &  
Share Transfer Agent Cameo Corporate Services Limited  
Fifth Floor, Subramaniam Building,  
No.1, Club House Road, Chennai – 600 002.  
Tel.No: 91 – 44 – 28460390/91/92/93  
Email: investor@cameoindia.com

INTENTIONALLY LEFT BLANK

## Disclaimer

In this Annual Report we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statement – written and oral that we periodically make contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statement by using Words such as 'anticipate', 'estimate' 'expects', 'projects', 'intents', 'plans', 'believes' and words of similar substance in connection with any discussion of future performance.

We cannot guarantee that these forward-looking statements will be realized; although we believe we have been prudent in assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialize, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected.

We undertake no obligation to publicly update any forward-looking Statement, whether as result of new information, future events or otherwise.

## Contents

<b>Notice</b>	<b>5</b>
<b>Director's Report</b>	<b>11</b>
<b>Secretarial Audit Report</b>	<b>19</b>
<b>Auditor's Report</b>	<b>27</b>
<b>Balance Sheet</b>	<b>35</b>
<b>Profit &amp; Loss Account</b>	<b>36</b>
<b>Notes Forming Part of the Financial Statements</b>	<b>37</b>
<b>Cash Flow Statement</b>	<b>54</b>
<b>Attendance Slip</b>	<b>55</b>

INTENTIONALLY LEFT BLANK

## NOTICE TO THE MEMBERS

Notice is hereby given that the 23<sup>rd</sup> Annual General Meeting of the members of RAJESWARI INFRASTRUCTURE LIMITED will be held on Friday, 30<sup>th</sup> September, 2016, at 2.45 P.M. at RedSun Hotel Apartments, No.287, Ma.Po.Si First Street, Sri Kamakotti Nagar, Pallikaranai, Chennai-600100 to transact the following business:

### ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements for the financial year ended March 31, 2016, the reports of Board of Directors and Auditors thereon.
2. To appoint a director in place of Mrs.R.Usha (DIN : 00060348) as per Section 152, who retires by rotation and being eligible offers herself for re-appointment.
3. To appoint a director in place of Mr. G. Ramamurthy (DIN : 00060323) as per Section 152, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with Rule 3(7) of the Companies (**Audit and Auditors**) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of **N. SANKARAN & Co**, (Firm Regn No. 0035908), Chartered Accountants, made in the Annual General Meeting on 28<sup>th</sup> September 2015 as the Statutory Auditors of the Company, who shall hold office from the conclusion of this meeting until the conclusion of next Annual General Meeting on such remuneration as may be determined by the Board of Directors from time to time.”

Place: Chennai  
Dated: 13.05.2016

By the order of the Board

**G. Ramamurthy**  
Chairman & Managing Director  
(DIN : 00060323)

## NOTES

1. Pursuant to Section 105 of the Companies Act, 2013, a member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote on poll instead of himself / herself and the proxy need not be a member (Proxy form MGT-11) is annexed herewith). The proxy form duly completed and in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company, not later than 48 hours before the time fixed for the commencement of the meeting. A person can act as a proxy on behalf of members not exceeds fifty and holding in aggregate not more than ten percentage of the total share capital of the company carrying voting rights. A member holding more than ten percentage of the total share capital of the company holding voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other member.
2. The Company's Registrar and Share Transfer Agent for its Share Registry work (Physical and Electronic) are Cameo Corporate Services Limited, having their office premises at 'Subramanian Building', No. 1, Club House Road, Chennai - 600 002.
3. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of Equity Shares of the Company will remain closed from 23.09.2016 to 30.09.2016 (both days inclusive).
4. Pursuant to provisions of Section 72 of the Companies Act, 2013, Members can avail of the facility of nomination in respect of shares held by them in physical form. Members desiring to avail this facility may send their nomination in the prescribed Form SH-13 (Form attached) duly filled in to the Company's Registrar and Share Transfer Agent: Cameo Corporate Services Limited, 'Subramanian Building', No. 1, Club House Road, Chennai - 600 002. Members holding shares in electronic form may contact their respective Depository Participant for availing this facility.
5. Members are requested to intimate immediately any change of address to their Depositories Participants (DPs) in respect of holding in demat form and to the Company's Registrar and Share Transfer Agent Cameo Corporate Services Limited, 'Subramanian Building', No. 1, Club House Road, Chennai - 600 002, in respect of their physical share folios, if any.
6. Members who are desirous of seeking any further information or clarification, if any, particularly with regard to the accounts are requested to write to the Company at least seven days in advance of the meeting so that the information can be made available at the meeting.
7. Re-appointment of Directors As per Clause 49(IV)(G) of the Listing Agreement entered into by the Company with the Stock Exchanges, the brief resume, functional expertise of the Directors proposed for appointment are furnished below along with the details of Companies in which they are Directors and the Board Committees of which they are members.

<b>Name of the Director</b>	<b>Mr.G. Ramamurthy</b>	<b>Mrs. Usha</b>
Date of Birth	26/09/1957	06/09/1965
Age	59	51
Qualification	SSLC	SSLC
List of companies in which directorship is held as on 31 <sup>st</sup> March, 2016	NIL	NIL
Shareholding as on 31 <sup>st</sup> March, 2016	2308810	420658
a) Held individually	NIL	NIL
b) Held jointly with others		

10. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
11. Members are requested to bring their Attendance Slip along with their copy of the Annual Report to the Meeting.
12. Pursuant to Section 108 of Companies Act, 2013, read with Rule 18 of Companies (Management and Administration) Rules, 2014, it has been decided to send all future communication from the Company including Notices, Annual Reports, Attendance slip, proxy form etc., to the shareholders in electronic form to their registered email address. Investors are requested to update their e-mail IDs with Depository Participants (DP) for shares held in electronic form or with the Registrar and Share Transfer Agent Cameo Corporate Services Limited, 'Subramanian Building', No.1, Club House Road, Chennai - 600 002 (RTA) (or) the Company / RTA in case the shares are held in physical form.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Share Transfer Agent.
14. e-voting :

**The instructions for members for voting electronically are as under:-  
In case of members receiving e-mail:**

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "Rajeswari Infrastructure Limited " from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should

enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.

- (v) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used. If you are a first time user follow the steps given below.
- (vi) Now, fill up the following details in the appropriate boxes:

For Members holding shares in Demat Form	For Members holding shares in Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

\*Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name. Sequence number has been provided as Serial number in the address label. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

# Please enter any one of the details in order to login. In case both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVEN for the relevant RAJESWARI INFRASTRUCTURE LIMITED on which you choose to vote.
- (xi) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.



- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xviii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

**In case of members receiving the physical copy :**

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on 27.09.2016, 9:00 A.M. and ends on 29.09.2016, 6:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 23.09.2016, may cast their vote electronically.

The e-voting module shall be disabled by CDSL for voting thereafter.

- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to help desk.evoting@cdslindia.com.
15. The equity shares of the Company are available for trading in dematerialized form (scripless trading in electronic form) through Depository Participants. The ISIN Code is INE 016C01014.
  16. Pursuant to the provisions of Section 205A of the Companies Act, as amended, read with Investor Education and Protection Fund (Awareness and Protection of Investors) Rules 2001, dividend which remain unpaid or unclaimed for a period of 7 years will be transferred to the investor Education and Protection Fund of the Central Government. Shareholders/investors who have not encashed the dividend warrant(s) so far are requested to make their claim to the Secretarial Department, 18/23, 2<sup>nd</sup> Cross Street, East CIT Nagar, Nandanam, Chennai-600035.. Shareholders are requested to please note that once the unclaimed dividend is transferred to the Investor Education and Protection Fund, no claim shall lie in respect thereof.

17. The particulars of due dates for transfer of such unclaimed dividend to Investor Education and Protection Fund are furnished below:

Financial year	Date of Declaration of Dividend	Date of Transfer to Special Account / Unclaimed Account	Date of Transfer to IEPF
2008-2009	24.09.2009	24.10.2009	24.10.2016
2009-2010	30.09.2010	30.10.2010	30.11.2017
2010-2011	18.08.2011	18.09.2011	18.09.2018
2011-2012	28.09.2012	28.10.2012	28.10.2019
2012-2013	18.09.2013	18.10.2013	18.10.2020
2013-2014	Dividend	NA	NA
2014-2015	Not Declared		

18. Since there is no special business, Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 has not been annexed.
19. The following registers are open for inspection during the AGM:
- Register of KMP u/s 170 of the Act
  - Register of contracts or arrangements in which the directors are interested u/s 189 of the Act.
  - Register of Members.
  - Register of Proxies.

Place: Chennai

By order of the Board

Dated: 13.05.2016

-Sd/-

**G. Ramamurthy**  
Chairman & Managing Director  
(DIN : 00060323)

*Registered Office :*  
18/23, 2nd Cross St., East CIT Nagar,  
Nandanam, Chennai - 600 035

## DIRECTORS' REPORT

Dear Shareholders,

Your Directors are pleased to present the 23<sup>rd</sup> Annual Report together with the Audited Financial Statements for the financial year ended March 31, 2016.

### FINANCIAL HIGHLIGHTS

The financial highlights of the Company for the year ended March 31, 2016 are presented below:-

(Amount in lakhs.)

Particulars	2015-2016	2014-2015
Income from Operations	158.65	409.31
Other Income	8.97	49.15
Total Expenditure	217.40	484.65
Interest	19.55	15.03
Gross Profit (after Interest but before depreciation and taxation)	(69.33)	(41.22)
Depreciation	70.55	109.89
Profit before tax	(139.88)	(151.11)
Provision for Current Taxes	0	0
Provision for Deferred Taxes	(121.05)	6.62
Profit after Tax	(481.74)	(166.45)
Balance brought forward from last year	(105.80)	60.65

### DIVIDEND

As the Company has incurred loss during the financial year, the Board does not recommend payment of any dividend.

### OPERATIONAL PERFORMANCE

The turnover of the Company has been decreased to Rs. 158.65 from Rs. 409.31 during the year 2015-16 and the company has incurred a Gross Loss of Rs. 69.33 lakhs before depreciation as against Gross Loss of Rs. 41.22 lakhs in the previous year. After deducting depreciation of Rs. 70.55 Lakhs the operations resulted in a net loss of Rs. 139.88 lakhs as against Rs. 151.11 lakhs loss in the previous year. Though the company has developed excellent engineering, planning and project execution skills, due to the prevailing market uncertainties and challenges, such as poor economic conditions, high financial costs and rising construction costs in the real estate environment, has resulted in a loss during this year. The company has not undertaken any new real estate activity during the year. The company has been concentrating on developing its printing division and has earned a sizeable order book. However, the operations has been affected since the flood in Chennai.

### MANAGEMENT DISCUSSION AND ANALYSIS REPORT

As required under Regulation 34 of SEBI (Listing Obligation & Disclosure Requirements), 2015 the Management Discussion and Analysis Report is enclosed as a part of this report.

### BOARD DIVERSITY

The Company recognizes and embraces the importance of a diverse Board in its success. We believe that a truly diverse board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical background, age, ethnicity, race and gender, which will help us, retain our competitive advantage.

Currently, Board of Directors comprises of 5 Directors, out of which one Director is a Woman Director and 3 Directors are Independent Directors. The Composition of Board is

in compliance with the provisions of the Regulation 17 of SEBI (Listing Obligation & Disclosure Requirements), 2015.

**DISCLOSURES OF PARTICULARS OF CONSTITUTING “GROUP” AS DEFINED IN SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009.**

Pursuant to information received from the promoters, the name of the promoters and entities comprising group (Promoter Group) as defined under Securities and Exchange Board of India (Issue of Capital and Disclosure requirements), Regulations, 2009.

**PROMOTERS**

**G. RAMAMURTHY & Family**

(Family for this purpose includes spouse, dependent children and parents.)

**PUBLIC DEPOSITS**

Your Company has not accepted any deposits and as such, no amount of principal or interest was outstanding on the date of the Balance Sheet.

**AUDITORS & AUDITORS REPORT**

The Statutory Auditors N Sankaran & Co, Chartered Accountants, Chennai, were appointed to hold office till the conclusion of Annual general meeting to be held for the financial year 2016-17. The Board recommends to the members for ratification of their appointment.

M/s. N.Sankaran & Co, Chartered Accountants, Chennai, have submitted their audit report according to CARO 2015. The observations of auditors in their reports are self explanatory and therefore do not call for any further comments.

**SECRETARIAL AUDIT**

According to the provisions of the Section 204 of the Companies Act, 2013, read with rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the secretarial audit report submitted by M/s. M. Damodaran Associates, Practicing Company Secretaries is enclosed as a part of this report marked Annexure A

**DECLARATION BY INDEPENDENT DIRECTORS**

The Company has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013, that he / she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**BOARD EVALUATION**

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and The Companies Act, 2013, provide that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. Schedule IV of the Companies Act, 2013, states that the performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated. The evaluation of all the directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board.

**DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to Section 134(5) of the Companies Act, 2013, the Directors, to the best of their knowledge and belief, confirm that:

- i. in the preparation of the annual accounts, the applicable accounting standards have been followed and there has been no material departure.
- ii. the selected accounting policies were applied consistently and the directors 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 as at March 31, 2016 and of the profit of the Company for the year ended on that date;

- iii. proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- iv. the annual accounts have been prepared on a going concern basis.
- v. they have laid down internal financial controls that are adequate and were operating effectively.
- vi. they have devised proper systems to ensure compliance with the provisions of all applicable laws and these are adequate and are operating effectively

### **INTERNAL FINANCIAL CONTROL AND ITS ADEQUACY**

The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the 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 disclosures.

### **CODE OF CONDUCT FOR THE PREVENTION OF INSIDER TRADING**

The Board of Directors has adopted the Insider Trading Policy in accordance with the requirements of the SEBI (Prohibition of Insider Trading) Regulation, 2015 and the applicable. The Insider Trading Policy of the Company lays down guidelines and procedures to be followed, and disclosures to be made while dealing with shares of the Company, as well as the consequences of violation. The policy has been formulated to regulate, monitor and ensure reporting of deals by employees and to maintain the highest ethical standards of dealing in Company securities. The Insider Trading Policy of the Company covering code of practices and procedures for fair disclosure of unpublished price sensitive information and code of conduct for the prevention of insider trading is available on our website.

### **INVESTOR EDUCATION & PROTECTION FUND**

As at March 31, 2016 dividends amounting to Rs. 11,13,755/- have not been claimed by shareholders of the Company. The Company has been intimating the shareholders to lodge their claim for dividend from time to time.

As per the provisions of Section 125 of the Companies Act, 2013, dividends that have not been claimed by the shareholders for a period of seven years from the date of transfer to the unpaid dividend account will be transferred to the Investor Education and Protection Fund in accordance with the current regulations.

### **LISTING**

The securities of the Company are listed on BSE Limited. The Company is yet to pay listing fees to the aforesaid Stock Exchange for the financial year 2016-2017.

### **DEPOSITORY SYSTEM**

Trading in Equity shares of the Company is permitted only in dematerialized form. All requests for dematerialization of shares are processed and the confirmation is given to the respective depositories i.e. NSDL and CDSL within the stipulated time. Upto 31<sup>st</sup> March 2016, 89.61% Equity Shares of the Company have been dematerialized.

### **Number of Board Meetings held**

The Board of Directors duly met 4 times during the financial year from 1<sup>st</sup> April, 2015 to 31<sup>st</sup> March, 2016. The dates on which the meetings were held are as follows: 29.05.2015; 03.08.2015; 13.11.2015 & 11.02.2016

## CASH FLOW STATEMENT

In conformity with the provisions of 34 of SEBI (Listing Obligation & Disclosure Requirements), 2015, the cash flow statement for the year 2015-16 is annexed hereto.

## DISCLOSURES

### INFORMATION AS PER SECTION 134(3)(M) OF THE COMPANIES ACT, 2013 READ WITH RULE 8 OF THE COMPANIES (ACCOUNTS) RULES, 2014 – CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The Company's core activity at present is civil construction which is not power intensive. The Company is making every effort to reduce the consumption of power.

## FOREIGN EXCHANGE EARNINGS AND OUTGO

Foreign Exchange Earnings Rs. Nil (Previous Year Rs. Nil/-)

Particulars	Year ended 31.03.2016		Year ended 31.03.2015	
	INR	In foreign Currency	INR	In foreign Currency
<b>Foreign Exchange outgo</b>				
Imports	-NIL-	-NIL-	-NIL-	-NIL-
Foreign Travel	-NIL-	-NIL-	46,820/-	500 Pounds

## VIGIL MECHANISM

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established. The Vigil Mechanism Policy has been uploaded on the website of the Company at [www.rflindia.org](http://www.rflindia.org).

## RELATED PARTY TRANSACTIONS

Related party transactions that were entered during the financial year were on an arm's length basis and were in the ordinary course of business. There were no materially significant related party transactions with the Company's Promoters, Directors, Management or their relatives, which could have had a potential conflict with the interests of the Company. Transactions with related parties entered by the Company in the normal course of business are periodically placed before the Audit Committee for its omnibus approval and the particulars of contracts entered during the year as per Form AOC-2 is enclosed as Annexure-C.

The Board of Directors of the Company has, on the recommendation of the Audit Committee, adopted a policy to regulate transactions between the Company and its Related Parties, in compliance with the applicable provisions of the Companies Act 2013, the Rules there under and the Listing Agreement. This Policy was considered and approved by the Board has been uploaded on the website of the Company at [www.rflindia.org](http://www.rflindia.org).

## EXTRACT OF ANNUAL RETURN

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

## CORPORATE SOCIAL RESPONSIBILITY (CSR)

Corporate social responsibility provisions are not applicable to your company as your company did not qualify the rules provided in Section 135 of the Companies Act 2013.

## CORPORATE GOVERNANCE

As per Regulation 15 of SEBI (Listing Obligation & Disclosure Requirements), 2015, the company is exempted from complying with the provisions of Corporate Governance, since the paid up equity share capital does not exceed Rs.10 crores and net worth does not exceed Rs.25 crore.

## COMMITTEES OF THE BOARD

Currently, the Board has three committees. They are:

### (i) Audit committee

The Audit committee consists of Independent directors. The following is its composition:

1. Mr. Meenakshi Sundaram Elangovan – Chairperson
2. Mr. Dorairaj Sekaran – Member
3. Mr. Kamalanathan Vrishavadass Sambavadass – Member

### (ii) Nomination & remuneration committee

The Nomination & remuneration committee consists of Independent directors. The following is its composition:

1. Mr. Kamalanathan Vrishavadass Sambavadass – Chairperson
2. Mr. Meenakshi Sundaram Elangovan – Member
3. Mr. Dorairaj Sekaran – Member

### (iii) Stakeholders' relationship committee

The Stakeholders' relationship committee consists of Independent directors. The following is its composition:

1. Mr. Dorairaj Sekaran – Chairperson
2. Mr. Kamalanathan Vrishavadass Sambavadass – Member
3. Mr. Meenakshi Sundaram Elangovan – Member

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

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

S. No	Name	Designation	Remuneration paid FY 2015-16 ₹ lakhs	Remuneration paid FY 2014-15 ₹ lakhs	Increase in remuneration from previous year ₹ lakhs	Ratio/Times per Median of employee remuneration
1	G Ramamurthy	Managing Director	3.60	3.60	---	2.5 times
2.	R Usha	Whole Time Director	3.60	3.60	---	2.5 times

## PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

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

## DEVELOPMENT AND IMPLEMENTATION OF A RISK MANAGEMENT POLICY

The Company has been addressing various risks impacting the Company and the policy of the Company on risk management is provided elsewhere in this Annual Report in Management Discussion and Analysis.

## ACKNOWLEDGEMENTS

The Board places on record its appreciation for the assistance and co-operation received from the Banks and Government Authorities.

The Board also places on record its gratitude to the employees at all levels for their commitment and dedicated efforts. The Directors are also thankful to the shareholders for their continued support to the Company.

By order of the Board

Place: Chennai

Dated: 13.05.2016

**G. Ramamurthy**  
Chairman & Managing Director  
(DIN : 00060323)

## **MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT**

The operational performance and future outlook of the business has been reviewed by the management based on current resources and future development of the company.

### **Industry Structures & Developments**

“Despite being burdened with high construction costs and increased cost of borrowing, the Indian construction and real estate sector continues to be a favored destination for global investors,” said the Grant Thornton International Business Report.

Over the years the Indian construction industry has seen tremendous growth. This growth can be associated with various factors such as multinational entrepreneurialism, buoyant local stock markets, robust economy changing demographics and the overall emergence of India on the global stage. Consequentially with improved living standards, there came a growing need for sophisticated commercial spaces and increased demand for improved housing. This in turn led to policies which encouraged steady supply of power and efficient transport infrastructure, which in turn provided a boost to investments in the construction industry, and made it an attractive sector to both domestic and foreign investors and developers. Construction industry is the second largest employer after agriculture in the country.

The last few years have been tougher for the construction and engineering sector. Environment and forest clearances, land acquisition, delay in decision making etc., created a negative environment.

Besides, the Company is also dealing in the businesses of Serviced Apartments and Self adhesive label printing on account of diversification.

### **OPPORTUNITIES AND THREATS**

Business conditions continue to be challenging. The growth of the company is subject to opportunities and threats as are applicable to the industry from time to time.

### **CHALLENGES, RISKS AND CONCERNS**

Your Company operates in an environment which is effected by various factors some of which are beyond its control. The management periodically reviews the control mechanisms in place, so that risks can be minimized to the optimum.

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

The Company has an adequate system of internal controls to ensure that transactions are properly authorized, recorded and reported, apart from safeguarding its assets. The internal control system is supplemented by well-documented policies, guidelines and procedures and reviews carried out by the company's internal audit function, which submits reports periodically to the Management and Audit Committee of the Board.

### **HUMAN CAPITAL**

Human capital plays a crucial role in achieving our growth aspirations. Your Company has a favorable work environment that motivates performance, customer focus and innovation while adhering to the high degree of quality and integrity. The senior management team consists of experienced professionals with diverse skills.

The employees are the key to success and growth. The organization faces various challenges at many fronts. In such situations, it is the quality of the talent which helps us withstand the pressures.



### **SEGMENTAL ANALYSIS**

Segment wise revenue, profit and capital employed have been reported in the notes on accounts for the year ended 31<sup>st</sup> March, 2016. The Segmental report has been prepared in the manner prescribed in Accounting Standard 17 issued by the Institute of Chartered Accountants of India and audited by the Auditors of the Company.

### **CAUTIONARY STATEMENT**

Statements in the Management discussion and Analysis report with regard to projections, estimates and expectations have been made in good faith. The achievement of result is subject to risks, uncertainties and even less than accurate assumptions. Market data and information are gathered from various published and unpublished reports; their accuracy, reliability and completeness cannot be assured.

## **CHIEF EXECUTIVE OFFICER (CEO)/CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION**

I, G. Ramamurthy, Chairman and Managing Director of Rajeswari Infrastructure Limited, to the best of our knowledge and belief hereby certify that:

- (a) I have reviewed financial statements and the cash flow statement for the year and that to the best of my knowledge and belief:
  - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and I have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) I have indicated to the auditors and the Audit Committee:
  - (i) Significant changes in internal control over financial reporting during the year;
  - (ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
    - (iii) Instances of significant fraud of which I 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.

Place: Chennai

Dated: 13.05.2016

**G. Ramamurthy**  
Chairman & Managing Director  
(DIN : 00060323)

Form No. MR-3

**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31.03.2016

*[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,

**RAJESWARI INFRASTRUCTURE LIMITED**

**CIN: L72300TN1993PLC024868**

**PLOT NO. 248, DOOR NO. 18/23, 2ND CROSS STREET,  
EAST CIT NAGAR, (NEAR CIT NAGAR MARKET), NANDANAM,  
CHENNAI - 600035**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. RAJESWARI INFRASTRUCTURE LIMITED** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the **M/s. RAJESWARI INFRASTRUCTURE LIMITED'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, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on **31.03.2016** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/s. RAJESWARI INFRASTRUCTURE LIMITED** ("the Company") for the financial year ended on **31.03.2016** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) 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, 1992/2015; and
  - (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(v) Other laws as may be applicable specifically to the company: NIL

I have also examined compliance with the applicable Clauses/Regulations of the following:

- (i) The Listing Agreements entered into by the Company with Bombay Stock Exchange Limited;
- ii) The Listing Agreement entered into by the Company with Bombay Stock Exchange Limited under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and
- iii) The Secretarial Standards issued by the Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations: NIL

**I further report that** the Board of Directors of the Company is constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. No changes in the composition of the Board of Directors that took place during the period under review.

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.

**I 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.

**I further report that** during the audit period the company had no specific events/actions having a major bearing on the company's affairs.

For DAMODARAN & ASSOCIATES  
(PRACTICING COMPANY SECRETARIES)

Sd/-

**CS M DAMODARAN**

Proprietor

FCS No. 5837

CP No. 5081

Chennai  
13.05.2016

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 &amp; Administration) Rules, 2014.

**I. REGISTRATION & OTHER DETAILS:**

1.	CIN	L72300TN1993PLC024868
2.	Registration Date	19.04.1993
3.	Name of the Company	RAJESWARI INFRASTRUCTURE LIMITED
4.	Category/Sub-category of the Company	Public Company/Limited by Shares
5.	Address of the Registered office & Contact details	Plot No. 248, Door No. 18/23, 2nd Cross Street, East CIT Nagar, (Near CIT Nagar Market), Nandanam, Chennai – 35 Tel: 91 44 45522434; email: rajeswaritd@gmail.com; website: rfindia.org
6.	Whether listed company	YES
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Cameo Corporate Services Limited, 5th Floor, Subramaniam Building, # 1, Club House Road, Chennai – 2 Tel # 91 44 28460390 ; email : investor@cameoindia.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	Residential Construction	45	NIL
2	Rental Serviced Apartments	70	61.62%
3	Printing	22	38.38%

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

S.NO.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/SUBSIDIARY/ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
			NIL		

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity) 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	
<b>A. Promoters</b>									
<b>(I) Indian</b>									
a) Individual/ HUF	2864514	-	2864514	51.79	2864514	-	2864514	51.79	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Total shareholding of Promoter (A)</b>	<b>2864514</b>	<b>-</b>	<b>2864514</b>	<b>51.79</b>	<b>2864514</b>	<b>-</b>	<b>2864514</b>	<b>51.79</b>	<b>-</b>
<b>B. Public Shareholding</b>									
<b>I. Institutions</b>									
a) Mutual Funds	-	1500	1500	0.03	-	1500	1500	0.03	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-

e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	-	<b>1500</b>	<b>1500</b>	<b>0.03</b>	-	<b>1500</b>	<b>1500</b>	<b>0.03</b>	-
<b>2. Non-Institutions</b>									
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
i) Indian	304405	17100	321505	5.81	293909	17100	311009	5.62	(0.1897)
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	759059	534716	1293775	23.39	776456	531916	1308372	23.65	0.26
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	978441	23800	1002241	18.12	974406	23800	998206	18.05	-0.07
c) Others (specify)									
Non Resident Indians	1651	-	1651	0.03	1651	-	1651	0.03	-
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	107	0	107	0.0019	0	0	0	0	-0.0019
HUF	45607	-	45607	0.83	45648	-	45648	0.83	-
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(2):-</b>	<b>2089270</b>	<b>575616</b>	<b>2664886</b>	<b>48.18</b>	<b>2092070</b>	<b>572816</b>	<b>2664886</b>	<b>48.18</b>	-
Total Public Shareholding (B)=(B)(1)+ (B)(2)	2089270	577116	2666386	48.21	2092070	574316	2666386	48.21	-
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>4953784</b>	<b>577116</b>	<b>5530900</b>	<b>100</b>	<b>4956584</b>	<b>574316</b>	<b>5530900</b>	<b>100</b>	-

## B) Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% 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	G Ramamurthy	2,308,810	41.75%	0	2,308,810	41.75%	-	0.00%
2	Usha	420,658	7.61%	0	420,658	7.61%	-	0.00%
3	Rajeshkumar R	133,471	2.41%	0	133,471	2.41%	-	0.00%
4	R R Palani	1,675	0.03%	0	1,675	0.03%	-	0.00%

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

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.):	-	-	-	-
	At the end of the year	-	-	-	-

**There is no change in the shareholding of the promoters for the year ended 31.03.2016**

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

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	<b>CHATURA M RAO</b>				
	<b>JTI : ABHINAV SINGH KASHYAP</b>				
	At the beginning of the year	563751	10.1927	563751	10.1927
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc): At the end of the year	- 563751	- 10.1927	- 563751	- 10.1927
2.	<b>KISHORE KUMAR R</b>				
	At the beginning of the year	90222	1.6312	90222	1.6312
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc): At the end of the year	- 90222	- 1.6312	- 90222	- 1.6312
	<b>PRITHVI SOFTECH LIMITED.</b>				
3.	At the beginning of the year	79476	1.4369	79476	1.4369
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc): At the end of the year	(79476) 0	(1.4369) 0	(79476) 0	(1.4369) 0
	<b>RJ CONSTRUCTIONS PRIVATE LIMITED</b>				
	At the beginning of the year	73862	1.3354	73862	1.3354
4.	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc): At the end of the year	(10) 73852	0.0002 1.3352	(10) 73852	0.0002 1.3352
	<b>D SEKARAN</b>				
	At the beginning of the year	55555	1.0044	55555	1.0044
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc): At the end of the year	- 55555	- 1.0044	- 55555	- 1.0044
6.	<b>BONANZA PORTFOLIO LTD</b>				
	At the beginning of the year	51513	0.9313	51513	0.9313
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc): At the end of the year	- 51513	- 0.9313	- 51513	- 0.9313
	<b>PRITHVI FIN SEC LIMITED</b>				
7.	At the beginning of the year	39100	0.7069	39100	0.7069
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc): At the end of the year	79476 118576	1.4369 2.1438	79476 118576	1.4369 2.1438
	<b>ABHINAV SINGH KASHYAP</b>				
	<b>JTI : CHATURA M RAO</b>				
8.	At the beginning of the year	37431	0.6767	37431	0.6767
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc): At the end of the year	- 37431	- 0.6767	- 37431	- 0.6767
	<b>SANGEETHA S</b>				
	At the beginning of the year	37000	0.6689	37000	0.6689
9.	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc): At the end of the year	- 37000	- 0.6689	- 37000	- 0.6689
	<b>RAVINDRA KUMAR</b>				
	At the beginning of the year	35900	0.6490	35900	0.6490
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc): At the end of the year	- 35900	- 0.6490	- 35900	- 0.6490
11.	<b>JAYAPRAKASH V</b>				
	At the beginning of the year	29050	0.5252	29050	0.5252
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc): At the end of the year	952 30002	0.0171 0.5424	952 30002	0.0171 0.5424

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

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
I.	G RAMAMURTHY, Managing Director				
	At the beginning of the year	2,308,810	41.74%	2,308,810	41.74%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
	At the end of the year	2,308,810	41.74%	2,308,810	41.74%
I.	USHA RAMAMURTHY , Whole-time Director				
	At the beginning of the year	420658	7.61	420658	7.61
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
	At the end of the year	420658	7.61	420658	7.61

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	105,898,204	-	-	105,898,204
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	105,898,204	-	-	105,898,204
<b>Change in Indebtedness during the financial year</b>				
* Addition	-	-	-	-
* Reduction	(2,16,97,538)	-	-	(2,16,97,538)
<b>Net Change</b>	(2,16,97,538)	-	-	(2,16,97,538)
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	84,200,666	-	-	84,200,666
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	84,200,666	-	-	84,200,666

**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/WTD/ Manager		Total Amount
		G RAMAMURTHY	USHA RAMAMURTHY	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	3,60,000.00	3,60,000.00	7,20,000.00
	(b) Value of perquisites u/s 17(2) Income tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit - others, specify...	-	-	-
5	Others, please specify	-	-	-
	<b>Total (A)</b>	3,60,000.00	3,60,000.00	7,20,000.00
	Ceiling as per the Act	-	-	-



## B. REMUNERATION TO OTHER DIRECTORS

SN.	Particulars of Remuneration	Name of Directors			Total Amount
1	Independent Directors				
	Fee for attending board committee meetings	-	-	-	-
	Commission				
	Others, please specify				
	Total (1)	-	-	-	-
2	Other Non-Executive Directors				
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	-	-	-	-
	Total Managerial Remuneration	-	-	-	-
	Overall Ceiling as per the Act	-	-	-	-

## C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

SN	Particulars of Remuneration	Key Managerial Personnel		
		CS	CFO	Total
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	2,30,000	3,60,000	5,90,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	others, specify...	-	-	-
5	Others, please specify	-	-	-
	Total	2,30,000	3,60,000	5,90,000

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

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

Date: 13.05.2016  
Place: CHENNAI

**G RAMAMURTHY**  
Managing director  
DIN: 00060323

**R.USHA**  
Whole-time director  
DIN: 00060348

**Form No.AOC-2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

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

**1. Details of contracts or arrangements or transactions at Arm's length basis:**

Sl. No	Particulars	Details
a.	Name (s) of the related party	NIL
b.	Nature of Relationship	NIL
c.	Nature of contracts / arrangements /transaction	NIL
d.	Duration of the contracts/ arrangements / transaction	NIL
e.	Salient terms of the contracts or arrangements or transaction	NIL
f.	Justification for such contracts or arrangements or transactions	NIL
g.	Date of approval by the Board	NIL
h.	Amount incurred during the year ( in lakhs)	NIL

**2. Details of contracts or arrangements or transactions not at Arm's length basis:**

Sl. No	Particulars	Details
a.	Name (s) of the related party	NIL
b.	Nature of Relationship	NIL
c.	Nature of contracts / arrangements /transaction	NIL
d.	Duration of the contracts/ arrangements / transaction	NIL
e.	Salient terms of the contracts or arrangements or transaction	NIL
f.	Justification for such contracts or arrangements or transactions	NIL
g.	Date of approval by the Board	NIL
h.	Amount incurred during the year ( in lakhs)	NIL

For Rajeswari Infrastructure Limited

Place: Chennai  
Date: 13.05.2016

**G.Ramamurthy**  
Chairman & Managing Director  
(DIN 00060323)

## **INDEPENDENT AUDITORS' REPORT**

**To the Members of RAJESWARI INFRASTRUCTURE LIMITED**

### **Report on the Financial Statements**

We have audited the accompanying financial statements of **RAJESWARI INFRASTRUCTURE LIMITED ("the company")**, which comprise the Balance Sheet as at 31<sup>st</sup> March 2016 and also the Statement of Profit and Loss for the year then ended and also the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility for the Financial Statements**

The 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 of 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.

### **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 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. 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.

## Opinion

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

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2016; and
- (b) In the case of the Statement of Profit and Loss, of the **LOSS** for the year ended on that date;
- (c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

## Emphasis of Matter

We would like to invite notice to the following points though our opinion is not modified/qualified:

**1. Loss due to Floods:** Due to floods in Chennai office situated at Ekattuthangal during December 2015, main Plant and Machinery (Printing Division) and all computers and furniture were lost and damaged beyond repair. Loss due to flood amounting to Rs.4,62,91,628.00 has been recognised as extraordinary item. The Printing Plant and Machinery were damaged in full and due to disputes between the Insurance company and the financiers, the settlement from Insurance are not materialised. The effect of the same could not be reflected in the books of account. However, on confirmation from the Insurance Company the necessary adjustments will be made in the books of account. At present, the actual claim receivable and the balance to be paid to the concerned financial institution could not be ascertained. Refer Note 11.1 and 6.4.

**2. Loan settlement arrangements:** The Company has entered into a Memorandum of Understanding with the certain financial Institution for settlement of loan of Rs.899.20 lakhs after 11 months by offering Block A of constructed property at Pallikaranai, if the amount due is not settled within the agreed period. Since the eventuality has not happened as at the closing of accounts, the effect of the same could not be incorporated in the books of account. Interest has not been accounted as account is classified as NPA. Refer Note 6.5 and 15.2.

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act and on the basis of such checks of the books and reports of the company as we considered appropriate, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;

- c. The Balance Sheet, the Statement of Profit and Loss and also the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d. In our opinion, the Balance Sheet, the Statement of Profit and Loss and also the Cash Flow Statement comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e. On the basis of written representations received from the directors as on March 31, 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of clause (g) of sub-section (1) of section 164(2) of the Act.
- f. With respect to the adequacy of the Internal Financial Controls over the financial reporting of the Branch 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.
  - a. The Company does not have any pending litigations which would impact its financial position except those reported in our **Annexure** relating to Statutory Dues.
  - b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - c. The requirement regarding transfer of amounts to Investor Education and Protection Fund has been complied with by the Company.

**For N SANKARAN & CO.,  
Chartered Accountants,  
Firm Registration No.003590S**

**Place: Chennai**

**Dated: 13.05.2016**

**R Sundararajan, FCA  
PARTNER  
M.No.025762**

## **“Annexure A” to Independent Auditors' Report**

Referred to in paragraph I under the heading of “Report on Other Legal and Regulatory Requirements” of our audit report of even date to the Members RAJESWARI INFRASTRUCTURE LIMITED.

I. In respect of its Fixed assets:

- a. The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- b. The management during the year has physically verified all the assets and there is a regular programme of verification, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification. We have been informed that no serious discrepancy have been noticed on such physical verification.
- c. According to the records produced and according to the information and explanations furnished to us, the title deeds of the immovable properties are in the name of the Company and original title deed is held at Head Office.

Note: Kindly refer Note No. 11.1 of the financial statements with regard to Loss due to Floods.

II. In respect of its inventories:

- a. According to the information and explanations given to us, in respect of finished goods, semi finished goods, raw material, stores and spares physical verification has been carried out during the year by the management. In our opinion the frequency of verification is reasonable.
- b. In our opinion and according to the information and explanations given to us, the procedures of physical verification of stocks followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- c. On the basis of our examination of records of inventory, in our opinion, the Company has maintained proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to the book records were not material and have been properly dealt with in the books of accounts.

Note: Kindly refer Note No. 15.2 of the financial statements with regard to Loan Settlement Arrangements with Financial Institutions.

III. In our opinion and according to the information and explanations given to us, the Company has neither granted nor taken any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 189 of the Act. Accordingly clauses (iii) (a) & (b) of Paragraph 4 of the order are not applicable to the Company for the current year.

IV. The Clause regarding loans, investments and guarantees and security as per provisions of section 185 & 186 of Companies Act, 2013 is not applicable for the Company. Kindly refer Note No.:33 of the financial statements.

V. The Company has not accepted any deposits from the public within the meaning of sections 73 to 76 of the Companies Act, and the rules framed there under.

VI. In our opinion and according to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records, for any product, under section 148(1) of the Companies Act.

**VII. In respect of statutory dues**

- a. According to the information and explanations given to us and according to the books and records as produced and examined by us, in our opinion, the undisputed statutory dues including provident fund, investor education and protection fund, employees state insurance, income-tax, sales tax, wealth tax, service tax, customs duty, excise duty, cess and other material statutory dues as applicable, have not been regularly deposited by the Company during the year with the appropriate authorities.

Undisputed statutory dues which are outstanding for more than six months as at the Balance Sheet date are: Service Tax – Rs.31,66,332.00, Luxury Tax – Rs.33,48,840.00, TDS – Rs.90,249.00

- b. According to the information and explanations given to us and according to the books and records as produced and examined by us, there were no cases of disputed income-tax, sales tax, wealth tax, service tax, customs duty, excise duty, cess, there are no dues which have not been deposited as on 31<sup>st</sup> march 2016 other than on account of dispute as given below:

c.

Sl. No	Name of the Statute	Nature of the Dues	Amount (in lakhs)	Period	Forum where it is pending
1	The Income Tax Act, 1961	Dispute regarding assessment of Income tax for the AY 2006-07	22.95*	FY 2005-06	High Court Chennai
		Dispute regarding assessment of Income tax for the AY 2007-08	25.26*	FY 2006-07	

\* Includes Rs.31.79 lakhs paid under protest

- VIII. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- IX. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- X. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- XI. The company has defaulted in repayment of loans to a financial institution, and dues to debenture holders. The period and the amount of default are reported as under:

Name of the Institution	Amount of default as on 31.3.2016	Period of Default	Remarks
Religare Finvest Ltd.	8,99,20,339	More than 6 months	Loan has been classified as NPA and interest not recognized in books. Block A of constructed property at Pallikaranai has been attached under MOU with the party on the condition of payment of 60% of the dues within 11 months ending Feb 2017 and a further moratorium period of 3 months.
Corporation Bank	1,26,18,781	More than 6 months	Classified as NPA
Intec Capital Ltd.	3,70,08,176	More than 6 months	Loan taken for Printing Machinery. Machinery damaged in Floods and Insurance process initiated. Due to dispute between the Insurer and Financier, financial effect of Insurance claim not reflected in books. Classified as NPA.
HDFC Bank Ltd.	2,27,789	Feb and Mar 2016	Delayed payment
Kotak Mahindra Prime Ltd.	99,827	Jan – Mar 2016	Delayed payment
L&T Finance	88,521	Aug 2015 - Mar 2016	Delayed payment

Note: In the case of NPA accounts, entire Principal Overdue as on 31.03.2016 has been included above.

- XII. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- XIII. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- XIV. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- XV. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- XVI. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- XVII. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- XVIII. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- XIX. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

**For N SANKARAN & CO.,**  
**Chartered Accountants,**  
**Firm Registration No.003590S**

**Place : Chennai**  
**Dated: 13.05.2016**

**R Sundarajan, FCA**  
**PARTNER**  
**M.No.025762**



**“ANNEXURE B” TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN  
DATE ON THE STANDALONE FINANCIAL STATEMENTS OF  
RAJESWARI INFRASTRUCTURE LIMITED, CHENNAI**

**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 **RAJESWARI INFRASTRUCTURE LIMITED**, Chennai as of March 31, 2016 in conjunction with our audit of the standalone 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 “the internal control over financial reporting criteria established by the Branch considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting 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 corporation’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 judgment, 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 Branch’s internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting**

An 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. An 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 commensurate with the nature of the business of the Company and 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 on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India".

**For N SANKARAN & CO.,  
Chartered Accountants,  
Firm Registration No.003590S**

**Place : Chennai  
Dated: 13.05.2016**

**R Sundararajan, FCA  
PARTNER  
M.No.025762**

## BALANCE SHEET AS AT 31st MARCH 2016

PARTICULARS	NOTE NO.	As at 31st March 2016		As at 31st March 2015	
<b>EQUITY AND LIABILITIES</b>					
<b>Shareholders' Funds</b>					
Share Capital	4	55,309,000		55,309,000	
Reserves and Surplus	5	(56,055,848)	(746,848)	(7,881,483)	47,427,517
<b>Non-Current Liabilities</b>					
Long Term Borrowings	6	84,200,666		105,898,204	
Other Long Term Liabilities		-	84,200,666	-	105,898,204
<b>Current Liabilities</b>					
Short Term Borrowings	7	26,007,419		30,113,701	
Trade Payables	8	40,570,100		25,870,100	
Other Current Liabilities	9	85,420,124		65,951,598	
Short Term Provisions	10	9,353,870	161,351,513	8,695,790	130,631,189
<b>Total</b>			<b>244,805,331</b>		<b>283,956,910</b>
<b>ASSETS</b>					
<b>Non-Current Assets</b>					
<b>Fixed Assets</b>					
Tangible Assets					
Intangible Assets	11	67,749,923		120,135,316	
Capital Work-in-Progress		27,266		52,876	
		-		-	
		67,777,189		120,188,192	
Non Current Investments	12	105,664		105,664	
Deferred Tax Assets (Net)	13	14,740,330		2,635,344	
Long Term Loans and Advances	14	926,794	83,549,976	-	122,929,200
<b>Current Assets</b>					
Inventories	15	114,471,690		114,471,690	
Trade Receivables	16	404,905		694,742	
Cash and Cash Equivalents	17	3,616,946		4,250,260	
Short Term Loans and Advances	18	40,848,955		40,319,191	
Other Current Assets	19	1,912,860	161,255,355	1,291,828	161,027,710
<b>Total</b>			<b>244,805,331</b>		<b>283,956,910</b>
Significant Accounting Policies	3				
The notes referred to above form an integral part of the financial statements.					
As per our report of even date For N Sankaran & Co Chartered Accountants Firm Registration No. 003590S			for and on behalf of the board		
		K.V.Sambavadass Director		G Ramamurthy Chairman & Managing Director	
R Sundararajan, FCA Partner (Membership No.025762)			P.Krishnasamy Company Secretary	R Usha Whole - Time Director	
Place : Chennai					
Date : 13.05.2016					

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH 2016

PARTICULARS	NOTE NO.	For the year ended 31st March 2016	For the year ended 31st March 2015
<b>CONTINUING OPERATIONS</b>			Rs.
<b>Income</b>			
Revenue from Operations	20	15,864,990	40,931,027
Other Income	21	896,901	4,915,376
Total Revenue		<b>16,761,891</b>	<b>45,846,402</b>
<b>Expenses</b>			
Employee Benefit Expenses	22	7,881,306	10,567,313
Finance Costs	23	1,954,847	1,503,125
Depreciation and Amortization	24	7,055,072	10,989,400
Cost of Goods Sold	25	7,924,353	26,889,666
Administrative Expenses	26	5,934,036	11,008,780
Total Expenses		<b>30,749,614</b>	<b>60,958,284</b>
Profit / (Loss) before exceptional and extraordinary items and tax		(13,987,723)	(15,111,882)
Add / (Less) : Exceptional Items		-	-
Profit / (Loss) before extraordinary items and tax		<b>(13,987,723)</b>	<b>(15,111,882)</b>
Add / (Less) : Extraordinary Items	27	46,291,628	
Profit Before Tax		(60,279,351)	(15,111,882)
Add / (Less) : Tax Expense			
(a) Current Tax		-	-
(b) Deferred Tax		(12,104,986)	662,623
(d) Tax - Earlier Years			870,964
Profit / (Loss) for the year from continuing operations		<b>(48,174,365)</b>	<b>(16,645,469)</b>
<b>EARNINGS PER EQUITY SHARE</b>			
Nominal value of share Rs. 10 (PY : Rs. 10 per share )			
<b>Basic</b>			
Computed on the basis of profit from continuing operations	28	(8.71)	(3.01)
Computed on the basis of total profit for the year	28	(8.71)	(3.01)
<b>Diluted</b>			
Computed on the basis of profit from continuing operations	28	(8.71)	(3.01)
Computed on the basis of total profit for the year	28	(8.71)	(3.01)
Significant Accounting Policies	3		
The notes referred to above form an integral part of the financial statements.			
As per our report of even date For N Sankaran & Co Chartered Accountants Firm Registration No. 0035905		for and on behalf of the board	
	K.V.Sambavadass Director	G Ramamurthy Chairman & Managing Director	
R Sundararajan, FCA Partner (Membership No.025762)			
Place : Chennai		P.Krishnasamy Company Secretary	R Usha Whole - Time Director
Date : 13.05.2016			

## **Notes forming part of the Financial Statements for the year ended 31st March 2016**

### **1. CORPORATE INFORMATION**

Rajeswari Infrastructure Limited is a public Company domiciled in India and incorporated under the provisions of Companies Act, 1956. The Company is engaged in the Construction Industry for the past 14 years, in addition entered into Service Apartments industry for the past 5 years and also continuing the printing business for the past 23 years.

### **2. BASIS OF PREPARATION**

The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards notified under the Companies (Accounting Standards) Rules, 2016, and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on mercantile basis and under the historical cost convention. The Company has prepared financial statements as per the Revised Schedule III notified under the Companies Act, 2013.

### **3. SIGNIFICANT ACCOUNTING POLICIES:**

#### **a. GENERAL**

The financial statements are prepared on historical cost convention and on mercantile system of accounting in accordance with generally accepted accounting principles.

#### **b. USE OF ESTIMATES**

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

#### **c. REVENUE RECOGNITION**

The accounts are prepared on accrual basis in accordance with normally accepted accounting principles. Receipts from fixed price construction contract recognised as revenue on the percentage of completion measured by reference to percentage of construction cost incurred up to the reporting date to the estimated total construction cost for each project. Cost incurred for the construction contract recognised as expenditure only when agreement to sale of individual units is entered into.

#### **d. FIXED ASSETS**

##### **(i) TANGIBLE ASSETS**

Fixed assets are stated at cost of acquisition, including any attributable cost for bringing the asset to its working condition for its intended use, less accumulated depreciation. Expenses capitalised also include applicable borrowing costs. In respect of major projects involving construction, related pre-operational expenses form part of the value of assets capitalised. All upgradation/enhancements are generally charged off as revenue expenditure unless they bring similar significant additional benefits.

## (ii) INTANGIBLE ASSETS

Intangible assets are stated at cost less accumulated amortisation and impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the assets to its working condition for its intended use. Amortisation is provided on Straight Line Method (SLM), which reflect the management's estimate of the useful life of the intangible assets.

### e. DEPRECIATION

Depreciation on fixed assets is provided using the Straight Line method over the estimated useful life at each assets as determined by the management. The useful life estimates prescribed in part C of schedule II of the Companies Act, 2013 are generally adhered to except in respect of asset classes where, based on technical evaluation, as different estimate of useful life considered suitable perusal to this policy the useful life of assets is estimated at:-

Asset Categories	Useful life	Residual
Buildings	60 Yrs	2%
Electrical Equipment	10 Yrs	2%
Computers	03 Yrs	2%
Furniture & Fixtures	10 Yrs	2%
Plant and Machinery	15 Yrs	2%
Printing Machinery	10 Yrs	2%
Vehicles	08 Yrs	2%
Intangibles	06 yrs	2%

Assets costing individually Rs.5000/- and below are fully depreciated in the year of addition.

### f. IMPAIRMENT OF ASSETS

As at each Balance Sheet date, the carrying amount of assets is tested for impairment so as to determine:

- the provision for impairment loss, if any, required; or
- the reversal, if any, required of impairment loss recognised in previous periods. Impairment loss is recognised when the carrying amount of an asset exceeds its recoverable amount.

*Recoverable amount is determined:*

- In the case of an individual asset, at the higher of the net selling price and the value in use;
- In the case of cash generating unit (a group of assets that generates identified, independent cash flows), at the higher of the cash generating unit's net selling price and the value in use.

(Value in use is determined as the present values of estimated future cash flows from the continuing use of an asset from its disposal at the end of its useful life.)

## **g. INVESTMENTS**

Long Term Investments are stated at cost except where there is a diminution in value other than temporary, in which case the carrying value is reduced to recognize the decline. Current investments are stated at lower of cost or fair market value.

## **h. ACCOUNTING FOR TAXES ON INCOME**

Tax expenses comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act, 1961. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and tax laws enacted or substantively enacted at the Balance Sheet date. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the Company has no unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits.

The carrying amount of deferred tax assets are reviewed at each Balance Sheet date. The Company writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realised. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

## **i. RETIREMENT BENEFITS**

Provisions for gratuity, pension and leave salary have been made as per the service conditions and on the basis of actuarial valuation and for those employees who are on deputation from other organizations as per the advice received from the respective organizations.

## **j. FOREIGN CURRENCY TRANSACTIONS**

### **Initial Recognition**

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

**Conversion :** Foreign Currency monetary items are not reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of transaction; and non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

### **Exchange Differences**

Exchange Differences arising on the settlement of monetary items or on reporting Company's monetary items at rates different from those at which they were initially recorded

during the year, or reported in previous financial statements, are recognised as income or as expenses in the year in which they arise.

#### **k. BORROWING COST**

Borrowing Cost attributable to acquisition/construction of qualifying fixed assets which takes substantial period of time to get ready for its intended use is capitalised as part of the cost of such fixed asset. All other borrowing costs are recognised as an expense in the period in which they are incurred.

#### **l. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS:**

A provision is recognised when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognised but disclosed by way of notes to the accounts. Contingent assets are neither recognised nor disclosed in financial statements.

#### **m. EARNINGS PER SHARE**

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

For the purpose of calculating diluted earnings per share, the net profit for the period attributable to equity shareholders and the weighted average number of shares outstanding for the period are adjusted for the effects of all dilutive potential equity shares.

#### **n. SEGMENT INFORMATION**

The Company has disclosed Business Segment as Primary Segment. Segments have been identified taking into account the nature of the products, the differing risks and returns, the organisation structure and internal reporting system.

The Company's operations are predominantly related to Construction Division. Other Business segments reported are Service Apartment Division and Printing Division.

The Company's activities are restricted within India and hence no separate geographical segment disclosure is considered necessary.

For the purpose of reporting, business segment are primary segment and the geographic segment is a secondary segment. Segment Revenue, Segment Results, Segment Assets and Segment Liabilities include the respective amounts identifiable to each of the segments as also amounts allocated on a reasonable basis.

The net expenses which are not directly attributable to the Business Segment, are shown as unallocated corporate assets and liabilities separately.

Details of Business Segment Information is presented.



4. SHARE CAPITAL	As at 31st March 2016		As at 31st March 2015	
	Rs.		Rs.	
<b>Authorised Shares</b>				
15,000,000 Equity Shares of Rs. 10 each (Previous year : 15,000,000 equity shares of Rs. 10 each)	150,000,000		150,000,000	
<b>Issued, subscribed and fully paid up shares</b>				
equity shares of Rs.10/- each fully paid up. (Previous year: 55,30,900 equity shares of Rs. 10 each fully paid up)	55,309,000		55,309,000	
<b>Total</b>	<b>55,309,000</b>		<b>55,309,000</b>	

**a. Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period:**

**Equity shares**

	31st March 2016		31st March 2015	
	Nos.	Rs.	Nos.	Rs.
Outstanding at the beginning of the year	5,530,900	55,309,000	5,530,900	55,309,000
Add : Shares Issued during the year	-	-	-	-
Less : Shares bought Back during the year	-	-	-	-
<b>Outstanding at the end of the year</b>	<b>5,530,900</b>	<b>55,309,000</b>	<b>5,530,900</b>	<b>55,309,000</b>

**b. Details of shareholders holding more than 5% of shares in the company:**

	31st March 2016		31st March 2015	
	Nos.	Rs.	Nos.	Rs.
Equity Shares of Rs. 10 each				
MR.G RAMAMURTHY	2,308,810	23,088,100	2,308,810	23,088,100
MRS.USHA	420,658	4,206,580	420,658	4,206,580
<b>Total</b>	<b>2,729,468</b>	<b>27,294,680</b>	<b>2,729,468</b>	<b>27,294,680</b>

**5. RESERVES AND SURPLUS**

	31st March 2016		31st March 2015	
	Rs.		Rs.	
<b>5.1 Capital Reserve</b>	1,828,500		1,828,500	
<b>5.2 General Reserve</b>	870,350		870,350	
<b>5.3 Profit and Loss Account</b>				
Balance at the beginning of the year	(10,580,333)		6,065,136	
Profit/(Loss) for the year	(48,174,365)		(16,645,469)	
	(58,754,698)		(10,580,333)	
Less : Appropriations				
Proposed equity dividend				
Dividend distribution tax on equity shares				
Total appropriations			-	
Balance at the end of the year	(58,754,698)		(10,580,333)	
<b>Total reserves and surplus</b>	<b>(56,055,848)</b>		<b>(7,881,483)</b>	

**NON - CURRENT LIABILITIES**

**6. LONG TERM BOROWINGS**

**6.1 Term loans (Secured)**

**Rupee Loan**

From Banks

	14,235,254	15,664,111
--	------------	------------

Less: Current Maturities

	13,783,835	14,127,415
--	------------	------------

**Non - current borrowings from banks**

	451,419	1,536,696
--	---------	-----------

**6.2 Term loans from other parties (Secured)**

**Rupee Loan**

Others

	127,401,027	132,894,816
--	-------------	-------------

Less: Current Maturities

	43,651,779	28,533,308
--	------------	------------

**Non - current borrowings from others**

	83,749,248	104,361,508
--	------------	-------------

**Total non - current borrowings**

	84,200,666	105,898,204
--	------------	-------------

**The loan amount includes:**

Secured borrowings

	141,636,281	148,558,927
--	-------------	-------------

Unsecured borrowings

--	--	--

**Net amount**

	141,636,281	148,558,927
--	-------------	-------------

## **6.1.1 From Banks**

### Facility 1

- a. Term Loan was taken in the month of October 2011. The Loan is repayable in 60 monthly installments along with interest starting from 07.10.2011. The loan is secured by hypothecation of movable fixed asset Car 1-Loan No.19582411
- b. Term Loan was taken in the month of February 2013. The Loan is repayable in 60 monthly installments along with interest starting from 07.03.2013. The loan is secured by hypothecation of movable fixed asset Car 2-Loan No.23440697

### Facility 2

- a. Term Loan was taken in May 2012. The Loan is repayable in 14 monthly instalments alongwith interest starting from April 2013. The loan is secured by hypothecation of property situated at 136/2, 137/1b, Sri Vijaya Vigneshwara Nagar, Vandalur, Chelgalpattu Taluk, Kancheepuram.
- b. Term Loan was taken in March 2014. The Loan is repayable in 9 monthly instalments alongwith interest starting from April 2014. The loan is secured by hypothecation of vacant land situated at Plot No.88, 7 Pagodas, New mahabalipuram, Saluvan Kuppam Village, Thiruporur (Personal Property of related party R.Rajesh Kumar)

## **6.2.1 From Others**

### Facility 3

- a. Term Loan was taken in November 2013. The Loan is repayable in 36 monthly instalments alongwith interest starting from 10.01.2014. The loan is secured by hypothecation of movable fixed asset Car 3-Loan No.CF9824708.
- b. Term Loan was taken in the month of November 2013. The Loan is repayable in 36 monthly installments along with interest starting from 10.01.2014. The loan is secured by hypothecation of movable fixed asset Car 4-Loan No.CF 9824485
- c. Term Loan (car) was taken during November 2013. The Loan is repayable in 36 monthly installments along with interest starting from 10.01.2014. The loan is secured by hypothecation of movable fixed asset Car 5-Loan No.CF 9824562

### Facility 4

- a. Term Loan was taken in the Financial Year 2009-2010 and rescheduled w.e.f. December 2013. The loan is repayable in 102 monthly instalments alongwith interest starting from January 2014. The loan is secured by charge against property situated at Plot No.248, Door No.18/23, 2nd Cross street, East CIT Nagar, Nandanam, Chennai - 35.
- b. Term Loan was taken in the month of June 2013. The loan is repayable in 120 monthly instalments alongwith interest starting from July 2013. The loan is secured by charge against property situated at Plot No.248, Door No. 18/23, 2nd Cross street, East CIT Nagar, Nandanam, Chennai - 35.
- c. Term Loan was taken in the Financial Year 2010-2011 and rescheduled w.e.f. December 2013. The loan is repayable in 103 monthly instalments alongwith interest starting from January 2014. The loan is secured by charge against property situated at Plot No.287 & 288, O.S No.637, Present S.No.637/19, Kamakotti Nagar, Pallikaranai, Chennai-100.

- d. Term Loan was taken in the month of May 2012. The loan is repayable in 120 monthly instalments along with interest starting from July 2012. The loan is secured by charge against property situated at Plot No.287 & 288, Kamakotti Nagar, Pallikaranai, Chennai - 100.
- e. Term Loan was taken in the month of June 2013 and rescheduled w.e.f. December 2013. The loan is repayable in 91 monthly instalments along with interest starting from January 2014. The loan is secured by charge against property situated at Plot No.287 & 288, Kamakotti Nagar, Pallikaranai, Chennai - 100.
- f. Term Loan was taken in the month of August 2011 and rescheduled w.e.f. December 2013. The loan is repayable in 120 monthly instalments along with interest starting from January 2014. The loan is secured by charge against property situated at Plot No.284, 285 & 286, Kamakotti Nagar, Pallikaranai, Chennai - 100.
- g. Term Loan was taken in the month of May 2012 and rescheduled w.e.f. December 2013. The loan is repayable in 120 monthly instalments along with interest starting from January 2014. The loan is secured by charge against property situated at Plot No.284, 285 & 286, Kamakotti Nagar, Pallikaranai, Chennai - 100.
- h. Term Loan was taken in the month of June 2013 and rescheduled w.e.f. December 2013. The loan is repayable in 120 monthly instalments along with interest starting from January 2014. The loan is secured by charge against property situated at Plot No.284, 285 & 286, Kamakotti Nagar, Pallikaranai, Chennai - 100.

#### Facility 5

- a. Term loan taken in the month of September 2013. The loan is repayable in 60 monthly instalments along with interest starting from October 2013. This loan is collaterally secured by Printing Machinery in use at Printing Division premises situated at TSI 13, ThiruVi Ka Industrial Estate, Ekkatuthangal, Chennai 600032.
- b. Term loan taken in the month of October 2013. The loan is repayable in 60 monthly instalments along with interest starting from November 2013. This loan is collaterally secured by Printing Machinery in use at Printing Division premises situated at TSI 13, ThiruVi Ka Industrial Estate, Ekkatuthangal, Chennai 600032.

#### Facility 6

- a. Term loan taken in the month of June 2013. The loan is repayable in 36 monthly instalments along with interest starting from July 2013. This loan is collaterally secured by Generator Asset in use at office premises situated at Plot No.248, Door No. 18/23, 2nd Cross street, East CIT Nagar, Nandanam, Chennai - 35.

**6.3 Repayment Defaults:**

		Amount of default		
		Period of default	Principal (in Rs.)	Interest (in Rs.)
<b>From Banks:</b>				
<b>Facility 1:</b>	b. Car 1	Feb 2016-Mar 2016	158,223	11,468
	c. Car 2	Feb 2016-Mar 2016	69,566	16,986
<b>Facility 2:</b>	a. Vandalur Project (Interest not recognised as considered as NPA)	May 2014-Mar 2016	7,180,579	
	b. As set off against the above loan (Interest not recognised as considered as NPA)	April 2014-Mar 2016	5,438,202	
<b>Facility 3:</b>	b. Car 3	Jan, Feb, Mar 2016	32,660	4,153
	c. Car 4	Feb, Mar 2016	39,172	4,656
	d. Car 5	Jan, Feb, Mar 2016	27,995	3,562
<b>Facility 4:</b>	a. Working Capital (Interest not recognised as considered as NPA).	Apr 2014-Mar 2015	6,324,390	
	b. Working Capital (Interest not recognised as considered as NPA).	Apr 2014-Mar 2015	1,932,578	
	c. Working Capital (Interest not recognised as considered as NPA).	Apr 2014-Mar 2015	26,268,424	
	d. Working Capital (Interest not recognised as considered as NPA).	Apr 2014-Mar 2015	1,284,032	
	e. Working Capital (Interest not recognised as considered as NPA).	Apr 2014-Mar 2015	5,416,209	
	f. Working Capital (Interest not recognised as considered as NPA).	Apr 2014-Mar 2015	18,175,055	
	g. Working Capital (Interest not recognised as considered as NPA).	Apr 2014-Mar 2015	11,180,894	
	h. Working Capital (Interest not recognised as considered as NPA).	Apr 2014-Mar 2015	19,338,757	
<b>Facility 5:</b>	a. Printing Machinery (Interest not recognised as considered as NPA).	Apr 2014-Mar 2015	22,527,098	
	b. Printing Machinery (Interest not recognised as considered as NPA).	Apr 2014-Mar 2015	14,481,078	
<b>Facility 6:</b>	a. Generator Loan	Aug 2015-Mar 2016	88,521	9,289

\* Repayment defaults include all NPA accounts Principal Overdue.

**6.4 Note:** Facility 2 - The bank has opted for securitisation of assets pledged. However, the process is yet to be completed. Any further adjustments for interest shall be accounted for on settlement.

**6.5 Note:** Facility 4 - The Company has entered into a Memorandum of Understanding with the financial Institution for settlement of loan after 11 months by offering Block A of constructed property at Pallikaranai, if the amount due is not settled within the agreed period. Since the eventuality has not happened as at the closing of accounts, the effect of the same could not be incorporated in the books of account.

**6.6 Note:** Facility 5 - Due to floods in Chennai office situated at Ekattuthangal during December 2015, The Printing Plant and Machinery were damaged in full and due to disputes between the Insurance company and the financiers, the settlement from Insurance are not materialised. The effect of the same could not be reflected in the books of account. However, on confirmation from the Insurance Company the necessary adjustments will be made in the books of account. At present, we could not ascertain the actual claim and the balance to be paid to the concerned financial institution.

**CURRENT LIABILITIES**

7. SHORT TERM BORROWINGS	31st March 2016	31st March 2015
	Rs.	Rs.
7.1 Short Term borrowings		
From Directors (Unsecured)	24,549,133	25,309,802
From others (Secured)	1,458,286	4,803,899
(Secured against personal property of Directors)		
	<b>26,007,419</b>	<b>30,113,701</b>

**CURRENT LIABILITIES**

8. TRADE PAYABLES		
8.1 Advance under JV	25,000,000	25,000,000
Advance from Customers	15,570,100	870,100
	<b>40,570,100</b>	<b>25,870,100</b>

Note: Advances from Customers include Rs. 147.00 lakhs received against project land at Rathnamangalam. A further Rs. 130.00 lakhs is receivable from the party which is being disputed in the High Court. The net effect of the transaction can be ascertained only on the settlement of the dispute. (refer note no.18 for corresponding advance made by the company)

9. OTHER CURRENT LIABILITIES	31st March 2016	31st March 2015
	Rs.	Rs.
9.1 Current maturities of long term debt		
From Banks	13,783,835	14,127,415
Others	43,651,779	28,533,308
9.2 Creditors for Expenses	19,931,200	15,344,644
9.3 Creditors for Contract Liabilities	-	-
9.4 Statutory dues payable	7,076,719	5,792,662
9.5 Other Payables	976,592	2,153,569
	<b>85,420,124</b>	<b>65,951,598</b>

**9.4.1 Note:** Statutory Obligations include the following amounts overdue more than six months: Service Tax - Rs.31,66,332.00; Luxury Tax - Rs.33,48,840.00; TDS - Rs.90,249.00

**10. SHORT TERM PROVISIONS**

Provisions

10.1 - Employee Benefits	2,523,773	1,865,693
10.2 - Income Tax	5,469,149	5,469,149
10.3 - Proposed Dividend	-	-
10.4 - Tax on Dividend	-	-
10.5 - Unclaimed Dividend	1,360,948	1,360,948
	<b>9,353,870</b>	<b>8,695,790</b>

**10.1.1** Contributions are made as per Provident Fund Rules to the prescribed authorities. Provision for gratuity has not been made during this year as the Company for the first time has gone for actuarial valuation and the prescribed scheme in the LIC will be taken in the coming year. The Company does not have the policy of encashment of Earned Leave, hence no provision has been made for leave encashment.

**10.1.2** Note: Employee Benefits include Employer's Contribution to PF of Rs.2,13,771.00 overdue for more than six months.

12. NON CURRENT INVESTMENTS	31st March 2016	31st March 2015
Long Term - Other investments (valued at cost unless stated otherwise)	Rs.	Rs.
Investments in Mutual Funds	9,000	9,000
Investments in Gold	<u>96,664</u>	<u>96,664</u>
	<u><b>105,664</b></u>	<u><b>105,664</b></u>
Aggregate amount of quoted investments	-	-
Aggregate amount of unquoted investments	105,664	105,664
Aggregate provision for diminution in value of investments	-	-
<b>13. DEFERRED TAX ASSET :</b>		
The Deferred Tax Asset comprise of the following:		
<b>Particulars</b>		
Deferred Tax Asset related to depreciation of Fixed Assets	<u>14,740,330</u>	<u>2,635,344</u>
<b>14. LONG TERM LOANS AND ADVANCES</b>		
<b>Capital Advances:</b>		
Secured, considered good	926,794	-
Unsecured, considered good		
Doubtful	<u>-</u>	<u>-</u>
	<u><b>926,794</b></u>	<u>-</u>
Provision for bad and doubtful advances	<u>-</u>	<u>-</u>
	<u><b>926,794</b></u>	<u>-</u>
<b>Other loans and advances (specify nature)</b>		
Secured, considered good		
Unsecured, considered good	-	-
Staff Loan		-
Doubtful	<u>-</u>	<u>-</u>
	<u>-</u>	<u>-</u>
Provision for bad and doubtful advances	<u>-</u>	<u>-</u>
	<u>-</u>	<u>-</u>
	<u><b>926,794</b></u>	<u>-</u>
<b>15. CURRENT ASSETS</b>		
<b>INVENTORIES</b>		
Raw Materials	-	-
WIP & FG	<u>114,471,690</u>	<u>114,471,690</u>
	<u><b>114,471,690</b></u>	<u><b>114,471,690</b></u>

**15.1** WIP consists of Projects under Construction, includes land purchased for construction purpose for which the Company has Ownership / Power Of Attorney in its name. No agreement for sale for Bungalow Units relating to this land entered during this year. The above also includes portion of borrowing cost pertaining to unsold or projects in development.

**15.2** Note: The Company has entered into a Memorandum of Understanding with the financial Institution for settlement of loan after 11 months by offering Block A of constructed property at Pallikaranai, if the amount due is not settled within the agreed period. Since the eventuality has not happened as at the closing of accounts, the effect of the same could not be incorporated in the books of account. (Refer Note under Secured Loans)

16. TRADE RECEIVABLES	31st March 2016	31st March 2015
(i) Receivables outstanding for a period exceeding six months from the due date for payment	Rs.	Rs.
Secured, considered good		
Unsecured, considered good		
Doubtful	-	-
Provision for doubtful receivables	-	-
	-	-
<b>(ii) Other receivables</b>		
Secured, considered good	-	-
Unsecured, considered good	404,905	694,742
Doubtful	-	-
	404,905	694,742
Provision for doubtful receivables	-	-
	404,905	694,742
	<b>404,905</b>	<b>694,742</b>
<b>17. CASH AND CASH EQUIVALENTS</b>		
Balances with banks	3,563,840	3,624,447
Cash on hand	53,106	625,813
	<b>3,616,946</b>	<b>4,250,260</b>
<b>17.1</b> Unpaid dividend (included above)	1,463,840	1,360,948
<b>17.2</b> Deposited with bank for a period of 5 years - Security for Bank Guarantee for DGFT (printing machinery).	2,100,000	2,100,000
<b>18. SHORT TERM LOANS AND ADVANCES</b>		
<b>Secured considered good</b>		
Current maturities of Staff Advance	13,048	5,458
<b>Unsecured considered good</b>		
Advance against purchase of project land	18,129,965	17,954,965
Other Advances (for expenses)	788,867	728,867
Rent Advance	566,200	950,000
Sales Tax Credit	458,020	458,020
Income Tax Paid	9,871,315	9,200,341
Deposits		
-Government Deposits	698,350	698,350
-Others	10,323,190	10,323,190
	<b>40,848,955</b>	<b>40,319,191</b>
<b>Note:</b> Other Deposits include margin money given to financial institutions.		
<b>Note:</b> Advance against Purchase of Project Land includes Rs.120.00 lakhs given as initial deposit against project land at Rathanamangalam. Refer Note No.:8. I.		
<b>19. OTHER CURRENT ASSETS</b>		
Interest Accrued	1,912,860	1,291,828
	<b>1,912,860</b>	<b>1,291,828</b>

## II. FIXED ASSETS

### FY 2015-16 NEW

Fixed Assets	Gross Book				Accumulated Depreciation				Net Book		
	Balance as at 1 April 2015	Additions/ (Disposals)	Revaluations/ (Impairments)	Balance as at 31st March 2016	Depreciation charge for the period pertaining to earlier years	Depreciation charge for the period	Adj. due to revaluations	On disposals	Balance as at 31st March 2016	Balance as at 1st April 2015	Balance as at 31st March 2016
<b>Tangible Assets</b>											
Land	19,145,500			19,145,500						19,145,500	19,145,500
Building	36,902,074			36,902,074		602,734			2,547,428	34,957,380	34,934,646
Plant and Machinery	87,754,124	1,451,340	(56,274,498)	33,132,026	32,995,039	4,425,088	(1,004,059)		27,373,659	54,959,085	57,28,367
Electrical Equipment	1,934,103			1,934,103	645,982	189,309			853,291	1,280,121	1,080,812
Furniture and Fixtures	7,200,457		(60,540)	7,142,917	379,171	534,373	(31,800)		4,294,272	3,411,278	2,868,645
Vehicles	11,849,976	(1,127,399)		10,742,597	565,820	1,133,715		(81,125)	6,200,188	6,211,989	4,542,629
Computer	940,425		(350,665)	469,763	760,722	126,642	(497,124)		392,240	179,900	19,523
<b>Total Tangible Assets A</b>	165,951,679	323,941	(56,864,640)	109,410,980	45,816,362	7,029,644	(1,027,012)	(81,125)	41,641,057	120,183,115	677,49,922
<b>Intangible Assets</b>											
Software	156,800			156,800	103,924	23,611			129,534	53,876	27,266
<b>Total Intangible Assets B</b>	156,800			156,800	103,924	23,611			129,534	53,876	27,266
<b>A+B</b>	166,108,479	323,941	(56,864,640)	109,567,780	46,520,287	7,153,255	(1,027,012)	(81,125)	41,770,591	120,188,992	677,77,188

Note 11.1: During December 2015, due to heavy floods in the Chemat office, main Plant and Machinery (Printing Division) and all computers and furniture were lost and damaged beyond repair (For Machinery certificate from the technicians are available). Loss due to flood amounting to Rs.4,62,91,628.00 has been recognised as extraordinary item.



	For the year ended 31st March 2016	For the year ended 31st March 2015
<b>20. REVENUE FROM OPERATIONS (Net of Service Tax)</b>		
	Rs.	Rs.
Sale of Bungalow units	-	22,523,674
Sale of Land	-	-
Revenue from service apartments	9,775,412	13,428,516
Sale from Printing Division	6,089,578	4,978,837
<b>Revenue from operations (Net)</b>	<b>15,864,990</b>	<b>40,931,027</b>
<b>21. OTHER INCOME</b>		
Discount Recd	13,982	25,106
Interest Recd	716,699	982,351
Rent Received	144,000	186,000
Dividend Received	22,220	-
Capital Gain on conversion of Fixed Asset into Stock In Trade	-	3,721,919
	<b>896,901</b>	<b>4,915,376</b>
<b>22. EMPLOYEE BENEFITS EXPENSE</b>		
Salary, wages and bonus	6,754,351	8,289,629
Staff welfare expenses	167,039	751,926
Directors Remuneration	731,494	720,000
Provident fund	228,422	805,758
	<b>7,881,306</b>	<b>10,567,313</b>
<b>23. FINANCE COSTS</b>		
Interest Expense :		
- From Banks	345,997	580,845
- Others	1,608,851	922,280
	<b>1,954,847</b>	<b>1,503,125</b>
<b>24. DEPRECIATION AND AMORTIZATION EXPENSE</b>		
Depreciation on tangible assets	7,029,461	10,746,611
Amortisation on software	25,611	25,611
Depreciation charged pertaining to earlier years		217,177
	<b>7,055,072</b>	<b>10,989,400</b>
Depreciation is provided on straight line method as per rates specified in Schedule II of the Companies Act 2013 (refer policy).		
<b>25. OTHER EXPENSES</b>		
<b>Cost of Goods Sold</b>		
a) Consumption of raw materials		
Opening Stock	-	590,375
Fixed asset converted into Stock In Trade		9,522,590
Printing	4,605,203	2,873,186
Construction cost	874,849	6,704,775
Land Purchase	-	-
Purchases - Simbas	2,860	815,278
	<b>5,482,912</b>	<b>10,393,239</b>
Less: Closing Stock	5,482,912	20,506,204
	<b>5,482,912</b>	<b>20,506,204</b>
b) Other Expenses		
Power and Fuel (Petrol expenses)	867,953	759,106
Labour Charges	1,288,613	10,351,236
Freight & Transportation	208,176	107,244
Interest	62,099	-
Desingning charges	-	43,700
Registration Expenses	14,600	416,485
	<b>2,441,441</b>	<b>11,677,771</b>
c) (Increase)/Decrease in FG and WIP		
Printing		
Opening Stock	114,471,690	109,177,381
Less : Closing Stock	114,471,690	114,471,690
	<b>-</b>	<b>(5,294,309)</b>
<b>TOTAL COST OF GOODS SOLD (A+B+C)</b>	<b>7,924,353</b>	<b>26,889,666</b>

**26. Administration Expenses**

Advertisement	131,903	252,084
Listing Fees	224,720	142,930
Professional, Legal & Consultancy Charges		
- For Architects Consultancy	30,000	70,000
- Others	531,829	446,618
Vehicle Maintenance	91,236	81,082
Sales Promotion	70,287	-
Rates & Taxes	268,025	782,568
Travelling & Conveyance	275,983	291,011
Travelling -Directors Foreign Travel	-	49,620
Postage & Telegrams	40,253	60,837
Telephone Charges	110,815	230,519
Subscription	62,072	46,000
Repairs & Maintenance	531,795	469,218
Printing & Stationery	65,351	174,179
Insurance premium	56,414	132,556
Bad debts	-	1,537
Legal Fees	105,000	22,000
Commission & Brokerage	3,122	788,345
Loss on sale of asset	205,644	
Internet charges	59,516	140,341
Audit Fees (Statutory)	90,000	90,000
Document Work and others	460	86,400
Rent	1,151,400	1,148,130
Other Expenses	272,064	26,976
Redsun apartment and hotel expenses	1,411,799	4,548,360
General Expenses	84,945	430,234
Donation	-	9,502
Pooja expenses	29,167	25,305
Security services & food expenses at Red Sun	15,682	414,607
Office Maintenance	14,856	49,153
Round Off	(303)	(1,332)
	<b>5,934,036</b>	<b>11,008,780</b>

**27. EXTRA ORDINARY ITEMS**

Assets written off due to Floods during December 2015 at Chennai

	31st March 2016	31st March 2015
	Rs.	Rs.
	46,291,628	-
	<b>46,291,628</b>	-

**27.1** Due to extensive flooding at the Chennai office at Ekatuthangal, main Printing Machinery and Furniture and Computers were damaged beyond repair. Hence, a complete review of the remaining assets were made and assets of value stated above were written off in the books of account. Refer Note No.6.4 and 11.1.

## 28. Basic & Diluted Earnings Per Share :

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
Nominal value of Equity Shares	10/-	10/-
Profit After Tax	-48174365	-16645469
Profit attributable to Equity Shareholders	-48174365	-16645469
Weighted average number of Equity Shares outstanding during the year	5530900	5530900
Basic Earnings Per Share	-8.71	-3.01
Diluted Earnings Per Share	-8.71	-3.01

### 29. CONTINGENT LIABILITIES AND COMMITMENTS (to the extent not provided for)

CONTINGENT LIABILITIES	31st March 2016 Rs.	31st March 2015 Rs.
Claims against the company not acknowledged as debt		
29.1 Disputed Income Tax Liability	4,822,287	4,822,287
29.2 Disputed Sales Tax Liability	359,025	359,025
29.3 Service Tax Liability	-	-
	<b>5,181,312</b>	<b>5,181,312</b>

29.1. Appeal by the Company is pending with the High Court against which Rs.3,029,118 is already deposited.

#### CAPITAL COMMITMENTS

29.4 Estimated amount of contracts remaining to be executed on Capital Expenditure (net of advances) and not provided for	-	-
	<b>0.00</b>	<b>0.00</b>

### 30. Expenditure in Foreign Currency (in Accrual basis)

Travelling Expenses	-	49,620
	-	<b>49,620</b>

Earnings in Foreign Currency (On receipt basis) Nil Nil

Value of Imports (CIF) capital goods (Printing Machinery) - -

31. As per the requirement of Section 22 of the The Micro, Small and Medium Enterprises Development Act, 2006, the following information are disclosed

The principal amount remaining unpaid to supplier as at the end of the year	-	-
The interest due thereon remaining unpaid to supplier as at the end of the year	-	-
The amount of interest paid in terms of Sections 16, along with the amount of payment made to the supplier beyond the appointment day during the year.	-	-
The amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act.	-	-
The amount of interest accrued during the year and remaining unpaid at the end of the year	-	-
The amount of further interest remaining due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro Small and Medium Enterprise Development Act, 2006.	-	-

**32. SEGMENT REPORTING**

Schedule Attached

**33. RELATED PARTY DISCLOSURE**

As per Accounting Standard - 18 on 'Related Party Disclosure' related parties of the Company are disclosed below:

**A. List of related parties :**

**Key Management Personnel (KMP)**

Mr.G.Ramamurthy  
Usha Ramamurthy

**Other Related Parties**

R.Rajesh Kumar (son of G.Ramamurthy)  
Rajeswari Prints - Tirupur (G.Ramamurthy - Partner)  
R U Constructions Private Limited - Director R.Rajesh Kumar (son of G.Ramamurthy)

**B. Transaction with related parties :**

	31st March 2016 Rs.	31st March 2015 Rs.
<b>Remuneration</b>		
KMP - G.Ramamurthy	360,000	360,000
KMP - Usha Ramamurthy	360,000	360,000
<b>Related Party</b>		
Salary to R.Rajesh Kumar - Business Head (son of director)	405,000	-
<b>Advance to R U Constructions Private Limited</b>	Credit	-
	Debit	5,949,964
The debit amount is advance given for purchase of project land yet to be finalised.		
<b>Sale of Land/Flat to R.Rajesh Kumar</b>	-	2,822,500
The above sale has been approved by the Board and at the existing sale price of the Company.		

Computation of Net Profit under Section 198 of the Companies Act 2013, has not been made as only minimum remuneration prescribed under Section II of Part II of Schedule V of the Act has been paid to the managing and whole time director of the Company.

**34. Impairment of Assets**

During the year the company has reviewed its assets as per AS-28 'Impairment of Assets'. Due to floods during Dec 2015 the Assets lying at Ekaduthangal Office are fully damaged and suitable write off and notes wherever required are furnished.

**35. Confirmation of balances**

Sundry Debtors, Loans & Advances and Deposits are subject to confirmation. The management, however, does not expect any material change.

**36.** Particulars of installed capacities, quantities and value of each class of goods dealt with by the Company, opening and closing stocks, production and raw materials consumed by the Company have not been reported since the nature of business of the Company is construction of houses based on orders from its customers.

**37.** Previous year's figures have been regrouped wherever considered necessary.

**As per our report of even date**

For N Sankaran & Co  
Chartered Accountants  
Firm Registration No. 0035905

for and on behalf of the board

K.V.Sambavadas  
Director

G Ramamurthy  
Chairman & Managing Director

R Sundararajan, FCA  
Partner  
(Membership No.025762)

P.Krishnasamy  
Company Secretary

R Usha  
Whole - Time Director

Place : Chennai

Date : 13.05.2016

### 3.2. Segment Reporting for the year ending 31st March 2016 (AS17)

Particulars	House Construction		Off set Printing		Serviced Apartments		Unallocable		Total	
	Current Year Rs.	Previous Year Rs.	Current Year Rs.	Previous Year Rs.	Current Year Rs.	Previous Year Rs.	Current Year Rs.	Previous Year Rs.	Current Year Rs.	Previous Year Rs.
Segment Revenue	-	26,245,593	6,089,578	4,978,837	9,775,412	13,428,516	896,901	1,193,457	16,761,891	45,846,402
External Turnover	-	26,245,593	6,089,578	4,978,837	9,775,412	13,428,516	896,901	1,193,457	16,761,891	45,846,402
Total Revenue	(2,363,877)	2,702,029	(3,782,707)	(4,112,296)	6,977,798	5,574,423	(476,230)	(1,008,216)	354,985	3,152,940
Segment Results	(2,363,877)	2,702,029	(3,782,707)	(4,112,296)	6,977,798	5,574,423	(476,230)	(1,008,216)	354,985	3,152,940
Operating Profit										
Unallocated Corporate Expenses										
Less: Interest Paid										
Less: Income Tax expenses (including deferred tax)										
Less: Extraordinary Items (Loss due to flood)										
Net Profit / (Loss)										
Segment Assets	134,722,151	136,327,088	15,697,074	61,811,040	50,192,384	51,148,619	44,193,721	34,670,164	244,805,330	283,956,911
Segment Liabilities	143,227,294	137,420,851	56,939,375	37,008,176	-	-	45,385,512	62,100,366	245,552,181	236,529,393
Segment Depreciation	200,415	342,362	4,114,254	6,217,947	1,367,273	2,227,417	1,373,130	2,201,673	7,055,072	10,989,400
Non cash expenses other than Depreciation										

#### Notes:

- The Company has disclosed business segments taking into account the nature of products, the differing risks and returns, the organisational structure and internal reporting system.
- Segment Revenue, segment results, segment assets and segment liabilities include the respective amounts identifiable to each of the segment as also amounts allocated on a reasonable basis. The expenses which are not directly attributable to the business segment, are shown as unallocable cost. Assets and liabilities that cannot be allocated between the segments are shown as unallocated Corporate assets and liabilities respectively.

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2016**

PARTICULARS	For the year ended 31st March 2016	For the year ended 31st March 2015
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		Rs.
<b>Net profit / (loss) before tax and extraordinary items</b>	<b>(13,987,723)</b>	<b>(15,111,882)</b>
Non operating / Non-cash adjustments:		
Depreciation / Amortisation / Depletion	7,055,072	10,989,400
Provision for income tax	-	(870,964)
<b>Cash flow from / (used in) operating activities before changes in working capital and adjustment for extraordinary items</b>	<b>(6,932,652)</b>	<b>(4,993,447)</b>
Changes in working capital:		
Increase / (decrease) in trade payables	14,700,000	25,870,100
Increase / (decrease) in short-term provisions	658,080	(11,600,261)
Increase / (decrease) in other current liabilities	19,468,526	17,788,180
(Increase) / decrease in trade receivables	289,837	(392,096)
(Increase) / decrease in inventories	-	(4,703,934)
(Increase) / decrease in short-term loans and advances	(529,765)	7,329,941
(Increase) / decrease in other current assets	(621,032)	(884,567)
<b>Net cash flow from / (used in) operating activities (A)</b>	<b>27,032,995</b>	<b>28,413,917</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of tangible fixed assets	(1,451,340)	(75,148)
Advances to others / (Capital advance)	(926,794)	
Proceeds from sale/disposal of tangible fixed assets	515,644	9,522,592
<b>Net cash flow from / (used in) investing activities (B)</b>	<b>(1,862,490)</b>	<b>9,447,444</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from long term borrowings	(21,697,538)	(28,451,787)
Proceeds from short term borrowings	(4,106,282)	(9,808,239)
Interest paid on long term borrowings		
<b>Net cash flow from / (used in) financing activities (C)</b>	<b>(25,803,819)</b>	<b>(38,260,026)</b>
Net increase / (decrease) in cash and cash equivalents (A + B + C)	(633,314)	(398,665)
Cash and cash equivalents at the beginning of the year	4,250,260	4,648,925
<b>Cash and cash equivalents at the end of the year</b>	<b>3,616,946</b>	<b>4,250,260</b>
<b>Components of cash and cash equivalents</b>		
Cash on hand	53,106	625,813
Cheques / drafts on hand		
With banks		
- on current account	1,463,840	1,524,447
- on deposit account	2,100,000	2,100,000
<b>Total cash and cash equivalents</b>	<b>3,616,946</b>	<b>4,250,260</b>

**AUDITOR'S CERTIFICATE**

The Board of Director,  
Rajeswari Infrastructure Limited  
Chennai - 35.

We have examined the attached Cash Flow Statement of Rajeswari Infrastructure Limited for the year ended 31st March 2016. The statement has been prepared by the company in accordance with the corresponding Profit and Loss Account and Balance Sheet of the company covered by our report to the members of the company.

For **N Sankaran & Co**  
Chartered Accountants  
Firm Registration No. 003590S

Place : Chennai  
Date : 13.05.2016

**R Sundararajan, FCA**  
Partner  
(Membership No.025762)

**RAJESWARI INFRASTRUCTURE LIMITED**

CIN: L72300TN1993PLC024868

Registered Office: Plot No. 248, Door No. 18/23, 2nd Cross Street, East CIT Nagar,  
NANDANAM, CHENNAI - 600 035

**ATTENDANCE SLIP**

**23<sup>rd</sup> ANNUAL GENERAL MEETING**

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF  
THE MEETING HALL

DP Id*:	Folio No:
Client Id*:	No. of Shares

Name and Address of the Shareholder/Proxy:

I hereby record my presence at the **Annual General Meeting** of the Company held on Friday, 30<sup>th</sup> September, 2016, at 2.45 P.M. at RedSun Hotel Apartments, No.287, Ma.Po.Si First Street, Sri Kamakotti Nagar, Pallikaranai, Chennai-600100.

\_\_\_\_\_  
**SIGNATURE OF SHAREHOLDER / PROXY\***

Note: For the convenience of the Member / Proxies attending the AGM and to facilitate quicker registration of attendance, Member / Proxy holders are requested to bring Attendance Slips duly filling Folio Number / DP ID and Client ID and affixing signature in it to the AGM. For immediate reference Folio Number / DP ID and Client ID is given address slip of the envelope.

\*Applicable for investors holding shares in electronic form

.....

INTENTIONALLY LEFT BLANK



Form No. SH-13

**Nomination Form**

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

To,

Name of the Company: **RAJESWARI INFRASTRUCTURE LIMITED (L72300TN1993PLC024868)**

Address of the Company: **Plot No. 248, Door No. 18/23, 2nd Cross Street, East CIT Nagar, NANDANAM, CHENNAI-600035.**

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

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

Nature of Securities	Folio No.	No. of Securities	Certificate No.	Distinctive No.

**(2) PARTICULARS OF NOMINEE/S —**

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

**(3) IN CASE NOMINEE IS A MINOR--**

- (a) Date of birth:
- (b) Date of attaining majority
- (c) Name of guardian:
- (d) Address of guardian:

Signature: \_\_\_\_\_,

Name of the Security Holder (s): \_\_\_\_\_,

Address:

Signature of Witness with Name and address:

INTENTIONALLY LEFT BLANK

**Form No. MGT-11**  
**Proxy form**

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

**CIN: L72300TN1993PLC024868**

Name of the Company : RAJESWARI INFRASTRUCTURE LIMITED  
Registered office : Plot No. 248, Door No. 18/23, 2nd Cross Street,  
East CIT Nagar, NANDANAM, CHENNAI-600035

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

I/We, being the member (s) of \_\_\_\_\_ shares of the above named company, hereby appoint

1. Name: \_\_\_\_\_

Address:

E-mail Id:

Signature: \_\_\_\_\_, or failing him

2. Name : \_\_\_\_\_

Address:

E-mail Id:

Signature: \_\_\_\_\_

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the on Friday, 30<sup>th</sup> September, 2016, at 2.45 P.M. at RedSun Hotel Apartments, No.287, Ma.Po.Si First Street, Sri Kamakotti Nagar, Pallikaranai, Chennai-600100 and at any adjournment thereof in respect of such resolutions as are indicated below:

**Resolution No.**

1. Adoption of Annual Accounts of the Company as on March 31, 2016
2. Appointment of Mrs.R.Usha as Director, who retires by rotation.
3. Appointment of Mr.G.Ramamurthy as Director, who retires by rotation.
4. Appointment of Auditors

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. (i.e. on or before 2:45 p.m. on Friday, 30<sup>th</sup> September, 2016).

INTENTIONALLY LEFT BLANK